

Risk Factors Comparison 2024-03-01 to 2023-03-06 Form: 10-K

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An investment in our common stock involves a high degree of risk. Risk factors that could cause actual results to differ from our expectations and that could negatively impact our financial condition and results of operations are summarized and set forth in detail below and elsewhere in this Annual Report on Form 10-K. If any of these risks occur, our business, financial condition, results of operations and future growth prospects could be materially and adversely affected. Under these circumstances, the trading price of our common stock could decline, and you may lose all or part of your investment. Further, additional risks not currently known to us or that we currently believe are immaterial also may impair our business, operations, liquidity and stock price materially and adversely. You should consider carefully the risks and uncertainties summarized and set forth in detail below and elsewhere in this Annual Report on Form 10-K before you decide to invest in our common stock. Summary of Risk Factors We are providing the following summary of the risk factors contained in this Annual Report on Form 10-K to enhance the readability and accessibility of our risk factor disclosures. This summary does not address all the risks that we face. We encourage you to carefully review the full risk factors contained in this Annual Report on Form 10-K in their entirety for additional information regarding the material factors that make an investment in our securities speculative or risky. The primary categories by which we classify risks include those related to: (i) our business, (ii) **financial matters**, **cybersecurity, reliability and data privacy**, (iii) **intellectual property**, (iv) **macroeconomic conditions**, (v) **financial matters**, (vi) regulatory and legal matters, and ~~(iv-vii) our Separation from our Former Parent, and (viii)~~ **ownership of our common stock**. Set forth below within each of these categories is a summary of the principal factors that make an investment in our common stock speculative or risky. Risks Related to ~~our~~ **Our Business Operations** • **our ability** ~~We may not be able to~~ **develop and timely deliver innovative technologies and services**; ~~in response to changes in our markets and industries.~~ **the highly** ~~Our products and services face intense competition~~ **competitive** ~~from various sources, and we~~ **nature of our industry; • our relatively new monetization strategy** may not be **successful**; ~~able to compete effectively.~~ **Our success depends** ~~our ability to develop~~ **maintain** ~~in part, on discretionary consumer and corporate spending, and factors such as unusually high levels of inflation and risk of recession in the near term could have an~~ **and** ~~adverse effect on our business.~~ **expand key relationships with TV OEMs and content publishers;** • **our ability** ~~We may not be able to manage our disparate business operations efficiently~~; ~~which may lead to disposition of such business and related assets.~~ **our ability to generate revenues from** ~~Our business depends, in part, on royalty- based and advertising- based revenue models~~; ~~which are inherently risky.~~ **Our licensees may delay** ~~refusing~~ ~~refuse to or be~~ **being** ~~unable to make payments to us due to financial difficulties or otherwise~~; ~~or shift their licensed products to other companies to lower their royalties to us.~~ **the** ~~It is difficult~~ **difficulty of** ~~for us to verify~~ **verifying** ~~royalty amounts owed to us under our licensing agreements~~; ~~and this may cause us to lose revenue.~~ **Competition for employees is intense, and we may not be able to attract** ~~attracting~~ **and retain** ~~retaining~~ **the qualified and skilled employees needed to support our business**; • ~~We face competitive~~ **competition risks** ~~in the provision of entertainment offerings involving the distribution of digital content provided by third- party application and content providers through broadband~~; • ~~Our pursuit of acquisitions and divestitures may adversely affect our business operations or~~ **our ability to** ~~stock price if we cannot successfully execute our strategies.~~ **acquisitions and divestitures;** • ~~Our business and results~~ **our ability to maintain enough content released in the DTS audio format; • the sufficiency of demand for our Connected Car technologies to sustain projected growth; • our ability to penetrate the streaming and downloadable content delivery markets; • the interoperability of our technologies with consumer hardware devices; • our ability to adequately manage our increasingly complex distribution agreements; • investments in new products and services achieving technological feasibility or profitability; • errors, defects, or unintended performance problems that could render our products or services inoperable; • our dependence on the cooperation of third parties for the provision and delivery of our metadata; • our reliance on third parties to design, manufacture, distribute and supply hardware devices upon which our TiVo software and services operate; • our ability to forecast inventory levels; • the time and expense of qualifying, certifying and supporting our technologies, products and services; • our ability to expand our international sales and **operations**; **Risks Related** ~~have been, and are expected to~~ **Cybersecurity** ~~continue to be,~~ **Reliability**, ~~impacted by the global COVID-19 pandemic and~~ **Data Privacy** • **cybersecurity and stability risks, information technology system failures, and security breaches; • legal obligations and potential liability or reputational harm related to our collection, storage, and use of personal and confidential information; Risks Related to Intellectual Property** • **intellectual property infringement claims and litigation** ~~resulting in significant costs~~ **macroeconomic factors.** • ~~If we fail to protect and enforce our~~ **or the loss of important** ~~intellectual property rights, contract;~~ • **failure or inability to protect or enforce our intellectual property or proprietary** ~~rights~~; ~~or our confidential information, our business may suffer.~~ **failure** ~~We may not be able to protect our brand from third- party infringement or increase our brand awareness~~; • ~~Our business may suffer~~ **our use of open source software; • our agreements to indemnify certain of our partners** ~~if our technology is alleged to infringe on~~ **third parties** ~~'assert that our products or services violate their intellectual property rights~~; • **governmental** ~~We may not be able to maintain enough content released in the DTS audio format, which may reduce demand for our technologies, products, and services.~~ **industry standards that may significantly limit our business opportunities; Risks Related to Macroeconomic Conditions** • ~~Demand~~ **the impact of macroeconomic conditions, natural disasters, geopolitical conflicts, for** ~~or other natural~~ **our** ~~or man- made catastrophic events on~~ **Connected Car technologies may be insufficient to sustain projected growth.** • ~~If we are unable to further penetrate the streaming and downloadable content delivery markets and adapt our technologies for those markets, our royalties and ability to grow our~~**

business ; could be adversely impacted. • The success of certain of our solutions depends on the interoperability of our technologies with consumer hardware devices. • Our failure to adequately manage our increasingly complex distribution agreements, including licensing, development and engineering services, may cause unexpected delays and loss of revenue in the deployment of advanced television solutions. • We make significant investments in new products and services that may not achieve technological feasibility or profitability or that may limit our growth. • Our products and services could be susceptible to errors, defects, or unintended performance problems that could result in lost revenue, liability or delayed or limited market acceptance. • Dependence on the cooperation of third parties for the provision and delivery of our metadata may adversely affect our revenue. • We depend on a limited number of third parties to design, manufacture, distribute and supply hardware devices upon which our TiVo software and service operate. • We maintain inventories of TiVo-branded products based on our demand forecast, which may be incorrect and lead to excess or insufficient inventory. • Qualifying, certifying and supporting our technologies, products and services is time-consuming and expensive. • We are exposed to the risks related to international sales and operations. • Uncertainty and instability resulting from the war between Russia and Ukraine could negatively impact our business, financial condition and operations. • Further deterioration of trade relations between the United States and China; other trade conflicts and barriers, economic sanctions, and national security protection policies could limit or prevent existing or potential customers from doing business with us. • Our systems, networks and online business activities and those of third parties that we utilize in our operations are subject to cybersecurity and stability risks, information technology system failures, and security breaches. • Some software we provide may be subject to “open source” licenses, which may restrict how we use or distribute our software or require that we release the source code of certain products subject to those licenses.

Risks Related to Financial Matters • If **the impairment of** our goodwill and other intangible assets ; become impaired, we may be required to record a significant charge to earnings. • Changes **changes** in our tax rates or exposure to additional tax assessments ; may adversely affect our effective tax rates and negatively affect our business and financial condition.

Risks Related to Regulatory and Legal Matters • New **enactment of or changes to governmental** -- **government regulation or laws related to our business**; • **U. S. or international rules (or the absence of rules) that permit internet access network operators to degrade users’ internet service speeds or limit internet data consumption by users**; • **liability for content that is distributed through or advertising that is served through our media platform**; • **compliance with broadcast laws and regulations** ; • **compliance with anti- corruption or bribery** new interpretations of existing laws ; , including legislative initiatives, could cause legal uncertainties and result in harm to our business. • We need to safeguard the security and privacy of our customers’ confidential data and remain in **ability to maintain effective internal control over financial reporting**; • **compliance with laws that govern such data, and any inability regulations related** to do so may harm **the payment of income taxes and collection of indirect taxes**; • **changes to U. S. our or foreign taxation laws or reputation regulations** and ; • **litigation, claims, regulatory inquiries, investigations, brand-- and other** and expose us to legal proceedings ; or investigations, fines, penalties, or other liability. • Current and future governmental and industry standards may significantly limit our business opportunities. • Our activities to advertise, market and sell our services directly to consumers are highly impacted by constantly evolving state and federal laws and regulations -- **relating to our advertising, marketing and sales directly to consumers**; • **lack of regulations relating to the compatibility between cable systems and CE equipment**;

Risks Related to the Separation • **our ability** We may be unable to achieve some or all of the benefits that we expect to achieve from our separation. **Separation --** ; • **If failure of** the Distribution , together with certain related transactions, were to fail to qualify for non- recognition treatment for U. S. federal income tax purposes ; • **indemnification** , then we and our stockholders could be subject to significant tax liability **if** . • The Internal Revenue Service (“IRS”) may assert that the Mergers (as defined in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations”) cause the Distribution and other related transactions **are** to be taxable to our Former Parent ; , in which case we could be subject to significant indemnification liability. • We are subject to continuing contingent tax- related liabilities of our Former Parent ; following the Distribution. • **adjustments of** We may be required to adjust our tax accounts if our Former Parent utilizes certain pre- Separation tax attributes -- ; • **We restrictions that we** agreed to numerous restrictions **in order** to preserve the tax- free treatment of the Distribution ; and certain related transactions in the United States, which may reduce our strategic and operating flexibility. • Our **the unreliability of combined** historical financial information may not be fully representative of the results we would have achieved as an independent, publicly- traded company and may not be a reliable indicator of our future results -- **as a standalone company**; • **We may not our ability to** enjoy the same benefits of diversity, leverage and market reputation as a standalone company ; that we enjoyed as a part of our Former Parent. • **our indemnification obligations** We assumed and are obligated to indemnify our Former Parent for certain liabilities . If we are required to make payments pursuant to these indemnities , we may need to divert cash to meet those obligations and our financial results could be negatively impacted. In addition, our Former Parent ’ **s ability** assumed, and will be obligated to indemnify us for certain liabilities. These indemnities may not be sufficient to insure us against the full amount of liabilities for which we will be allocated responsibility, and our Former Parent may not be able to satisfy its indemnification obligations **to us**; in the future. • The Separation and related transactions may expose us to potential liabilities arising out of state and federal fraudulent conveyance laws and legal distribution requirements -- ; • **Our competition from our** Former Parent ; may compete with us. • We may have received better **our ability to achieve contractual** terms from unaffiliated third parties ; than the terms we will receive in our agreements with our Former Parent.

Risks Related to Ownership of our Our Common Stock • If we fail to maintain effective internal control over financial reporting, our ability to produce accurate financial statements could be impaired, which could increase our operating costs and affect our ability to operate our business. • We cannot be certain **uncertainty** that an active trading market for our common stock will be sustained ; and our stock price may fluctuate significantly. • We cannot **our inability to** guarantee the timing, amount or payment of dividends, if any, on our common stock in the future -- ; • **A dilution of a** stockholder ’ s percentage of ownership in us may be diluted in the future -- ; • Certain provisions in our **charter** amended and restated certificate of incorporation and bylaws , Delaware law and in

the Tax Matters Agreement **that** may prevent or delay an acquisition of us **;** **which could decrease the trading price of our common stock.** • Our amended and restated certificate of incorporation designates the **limitations resulting from our selection of the Delaware** Court of Chancery **of and** the State of Delaware **U. S. federal district courts** as the sole and exclusive forum **forums** for certain types of actions **substantially all disputes between us** and proceedings that may be initiated by our stockholders **;** **and** **;** **which could limit the ability of our stockholders to obtain a favorable judicial forum for disputes with us.** • For **the limitations resulting from our status** as long as we are an emerging growth company **;** we are not required to comply with certain requirements that apply to other public companies. Risks Relating to Our Business Operations **We may not be able to develop and timely deliver innovative technologies and services in response to changes in our markets and industries.**

The markets for our products, services and technologies are characterized by **rapid change and technological evolution and obsolescence, new and improved product introduction, changing consumer demand, an increasingly competitive landscape,** **rapid change and technological evolution and obsolescence, new and improved product introduction, changing consumer demand,** and evolving industry standards. We will need to continue to expend considerable resources on research and development in the future in order to continue to design, deliver and enhance innovative **media, entertainment,** audio, **imaging, media, entertainment,** and semiconductor **machine learning** products, services and technologies. The development of enhanced and new technologies, products, and services is a complex, costly and uncertain process requiring high levels of innovation, highly skilled engineering and development personnel, and the accurate anticipation of technological and market trends. For example, we recently announced new design wins for TiVo OS, our embedded operating system, and DTS **AutoSense AutoStage video service Powered by TiVo,** our in- car **safety solution- video service.** If we fail to timely and successfully deliver these products to our customers, our future growth and profitability may be negatively impacted. Despite our efforts, we:

- may not receive significant revenue from our current research and development efforts for several years, if at all;
- cannot ensure that the level of funding and significant resources we are committing for investments in new products, services and technologies will be sufficient or result in successful new products, services or technologies **;** • **cannot ensure that our newly developed products, services or technologies can be successfully protected as proprietary intellectual property rights or will not infringe the intellectual property rights of others;**
- cannot ensure that any new products or services that we develop will achieve market acceptance;
- cannot **ensure that these new products, services or technologies will be as profitable as expected, if at all, even if we achieve market acceptance;**
- **cannot ensure that our newly developed products, services or technologies can be successfully protected as proprietary intellectual property rights or will not infringe the intellectual property rights of others;**
- **cannot** prevent our products, services and technologies from becoming obsolete due to rapid advancements in technology and changes in consumer preferences;
- cannot ensure that revenue from new products, services or technologies will offset any decline in revenue from our products, services and technologies which may become obsolete;
- cannot ensure that our competitors and / or potential customers **may will** not develop products, services or technologies similar to those developed by us, resulting in a reduction in the potential demand for our newly developed products, services or technologies;
- and • may not correctly identify new or changing market trends at an early enough stage to capitalize on market opportunities.

Furthermore, the decision by a party dominant in the value chain to provide competing technologies at very low or no cost **, or to offer additional incentives such as marketing spend commitments,** could cause our customers and other manufacturers not to utilize our technologies or services. Our customers may choose to use technologies that their own in- house engineering teams have developed, or in which they have an interest. Accordingly, our revenue could decline if our customers choose not to incorporate our technologies in their products, or if they sell fewer products incorporating our technologies. Our failure to successfully develop new and improved products, services and technologies, including as a result of any of the risks described above, may reduce our future growth and profitability and may adversely affect our business, financial condition and results of operations. Our **products** success depends, in part, on **discretionary consumer and corporate spending and factors, such as unusually high levels of inflation and rising risk of recession in the near term, could have an and services face intense competition from various sources** adverse effect on our business. Our success depends, in part, on the level of discretionary consumer and **we** corporate spending. Discretionary consumer and corporate spending is affected by many **may not be able** factors, including economic conditions affecting disposable..... such reductions could significantly impact our ability to **compete effectively** generate revenue, and thus impact our business, financial condition and results of operations. We expect that our technologies will continue to compete with technologies of internal design groups at competing companies or from our customers. The internal design groups of these companies create their own audio, **imaging entertainment,** and media solutions. If these internal design groups introduce unique solutions **that are comparable or** superior to our technology, they may not need to license our technology. These groups may design technology that is less expensive to implement or that enables products with higher performance or additional features. Many of these groups have substantially greater resources, greater financial strength and lower cost structures which may allow them to undercut our price. They also have the inherent advantage of access to internal corporate strategies, technology road maps and technical information. As a result, they may be able to bring alternative solutions to market more easily and quickly. We face competitive risks across all our **business- businesses,** including:

- our Media Platform **and Pay- TV solutions** faces **face** significant competition from companies that produce and market TV operating systems, program guides **and as well as** television schedule information in a variety of formats, including passive and interactive on- screen electronic guide services, online listings, over the top applications and against customers and potential customers who choose to build their own TV operating systems or interactive program guide;
- our advanced video solutions compete with other CE products and home entertainment services (such as Roku, AppleTV, Amazon FireTV and Chromecast) as well as products and service offerings built by other service providers or their suppliers for consumer spending;
- our Smart TV solutions compete with other operating systems for Smart TVs, including TV manufacturers with their own in- house solutions (e. g., Samsung with Tizen) or TV manufacturers that use competing third- party solutions (e. g., Google TV).
- our Consumer Electronics and audio technologies compete with other providers of audio products and services such as Dolby and

Sonos, with Dolby being the primary competitor in high- definition audio processing and enjoying advantages in selling its digital multi- channel audio technology, having introduced such technology before we did and having achieved mandatory standard status in product categories that we have not, including terrestrial digital TV broadcasts in the United States; • our Connected Car technologies compete with internal design groups of automotive manufacturers and other automobile technology suppliers that provide similar technologies by employing different approaches; ~~• our embedded image processing technologies compete with other image processing software vendors such as SmartEye, Seeing Machines and AreSoft, Inc., as well as internal design groups of automotive, mobile phone, and digital camera manufacturers;~~ and • our competitive position is affected by the rate of adoption and incorporation of our technologies by semiconductor manufacturers, assemblers, foundries, manufacturers of consumer and communication electronics, and the automotive and surveillance industry. In the future, our licensed technologies may also compete with other emerging technologies that may be less expensive and provide higher performance than our solutions. Companies with these competing technologies may also have greater resources. Technological change could render our technologies obsolete, and new, competitive technologies could emerge that achieve broad adoption and adversely affect the use of our technologies and intellectual property. Some of our current or future competitors may have significantly greater financial, technical, marketing and other resources than we do, may enjoy greater brand recognition than we do, or may have more experience or advantages than we have in the markets in which they compete. Further, many of the consumer hardware and software products that include our technologies also include technologies developed by our competitors. In order for us to remain competitive in this market, we must continue to invest significant resources in innovation and product development in order to enhance our technologies and our existing products and services and introduce new high- quality technologies, products and services to meet the wide variety of such competitive pressures. Our ability to generate revenue from our business will suffer if we fail to do so successfully.

Our monetization strategy is relatively new and may not be successful, which could adversely impact our business. Our Media Platform’ s monetization strategy depends on our ability to generate revenue from advertisers, primarily from the sale of digital advertising and related services and media and entertainment promotional spending. Our success will depend on our ability to increase the number of active users and the number of hours that are viewed by them. As the user base grows and we increase the amount of content offered and viewed by users, we will need to effectively monetize the user base based on their viewing activity. Our ability to deliver more relevant advertisements to users and to increase the value of our services to advertisers depends in part on the collection or use of user engagement data, which may be restricted or prevented due to a number of factors including users having the ability to opt out from our, our service providers’, or our advertising partners’ collection and use of this data, restrictions imposed by advertisers, content providers, or service providers, changes in technology, and developments in laws, regulations, and industry standards. If users spend most of their time within content where we have limited or no ability to place advertisements or leverage user information, users opt out from our ability to collect data for use in providing more relevant advertisements, or we are otherwise not able to collect or use such information, we may not be able to achieve the expected growth in monetization revenue or profitability. There can be no assurance that we will be successful in executing our monetization strategy, or in accurately forecasting potential revenues from our Media Platform solutions. Our Media Platform business may not be successful in developing, maintaining, and expanding key relationships with TV OEMs and content publishers. Our monetization strategy depends on our ability to develop, maintain and expand our relationships with key TV manufacturing partners and content publishers. The initial focus of TiVo OS was to launch in Smart TVs in the EU market, which is a relatively new market for our Media Platform business. However, the overall success of our monetization strategy will depend in part on our ability to expand TiVo OS into additional Smart TVs for the United States and other international markets. We need to identify, establish and maintain relationships with content publishers to provide users with popular streaming services, channels and content. Furthermore, we need to develop new relationships with local content partners or enter into new arrangements with existing content publishers as we enter into new international markets or expand our services and features. Some TV manufacturers will not deploy TiVo OS unless specific content publishers are on the platform, and there can be no assurance that we will be able to secure relationships with the key content publishers. We do not typically receive license revenue from our TiVo OS arrangements with TV manufacturers, and we expect to incur significant expenses in connection with these commercial agreements. The primary economic benefits that we expect to derive from these license arrangements will be indirect, primarily from growing the number of active users to generate advertising- related revenue. If these arrangements do not result in an increase in active users, or if that growth does not result in an increase in advertising- related revenue, our business may be harmed. If we are not successful in maintaining existing and creating new relationships with TV manufacturing partners, or if we encounter technological, content licensing, or other impediments to these relationships, our ability to grow our business could be adversely impacted. In addition, if our TV manufacturing partners reduce their forecasts or delay the market launch dates for distributing Smart TVs with TiVo OS, or if they choose to deploy with a competitor’ s operating system or develop their own operating system, our business may be harmed. We may not be able to manage our disparate business operations efficiently, which may lead to disposition of such business and related assets.

Our effort to rationalize our disparate business operations could require our management to refocus on certain business operations while disinvesting in others. Additionally, as business strategy and product markets continue to evolve, we may dispose, discontinue, or divest product lines or business divisions. Disposing or discontinuing existing product lines or business divisions, or separating business units, provides no assurance that operating expenses will be reduced or will not cause us to incur material charges associated with such decisions. Furthermore, the disposition or discontinuance of an existing product line or business division, or separation or spinoff of a business unit, entails various risks, including the risk of not being able to obtain a purchaser, or, if obtained, that the purchase price may not be equal to at least the net asset book value for the product line or business unit, or the value that investors place on it as reflected by our

stock price. Other risks of such actions include adversely affecting employee morale, managing the expectations of, and maintaining good relations with, customers of disposed or discontinued product lines or business divisions, which could prevent selling other products to them. We may also incur other significant liabilities and costs associated with disposal or discontinuance of product lines or business divisions, or separation of business units, including employee severance costs, relocation expenses, and impairment of lease obligations and long-lived assets, **and expenses associated with tax, legal and financial advisers**. The effects of such actions may adversely impact our business, financial condition and results of operations. **Our business depends, in part, on royalty-based and advertising-based revenue models, which are inherently risky.** Our business is dependent, in part, on future royalties and / or advertising revenues paid to us by customers and partners. Royalty payments under our licenses may be based upon, among other things, the number of subscribers for Pay-TV, a percent of net sales, a per-unit sold basis or a fixed monthly, quarterly or annual amount. Advertising-related revenue may be based upon, among other things, the number of ~~viewers~~ **users** who watch a particular service, availability of inventory, advertiser interest and opportunities to personalize advertisements. We are dependent upon our ability to structure, negotiate and enforce agreements for the determination and payment of royalties and advertising-based revenue, as well as upon our customers' and partners' compliance with their agreements. We face risks inherent in royalty-based and / or advertising-based business models, many of which are outside of our control, such as the following: • the number of subscribers our Pay-TV customers have or the number of set top boxes our Pay-TV customers provide to their end-user subscribers; • the number of end users and time spent viewing content and advertising available within devices that incorporate our licensed technology; • the rate of adoption and incorporation of our technology by semiconductor manufacturers, assemblers, foundries, manufacturers of consumer and communication electronics, and the TV, automotive, consumer electronics, and surveillance industries; • the willingness and ability of ~~suppliers to produce materials and equipment that support our licensed technology in a quantity sufficient to enable volume manufacturing;~~ • the willingness and ability of advertisers to use our advertising placements that are available via our licensed technology; • the **allocation by advertisers of their budgets to traditional advertising, such as traditional television, radio and print, and to advertising through social media and other digital platforms;** • the willingness and ability of content owners and content aggregators to make their content available via our licensed technology; • the willingness and ability of advertising technology partners to license their products and services to us for use in our licensed technology; • **the willingness and ability of suppliers to produce materials and equipment that support our licensed technology in a quantity sufficient to enable volume manufacturing;** • ability of our customers to purchase such materials and equipment on a cost-effective and timely basis; • the length of the design cycle and ~~the our customers'~~ **our customers'** ability of us and our customers to successfully integrate certain of our technologies into integrated circuits; • the demand for products that incorporate our licensed technology; • the cyclical nature of supply and demand for products using our licensed technology; • the seasonal nature of advertising consumption and the associated variance to revenue based on those changes; • the impact of economic downturns **and labor disruptions such as strikes;** and • the impact of poor financial performance of our customers. For example, the ability to enjoy digital entertainment content downloaded or streamed over the internet has caused some consumers to elect to cancel their Pay-TV subscriptions. If our Pay-TV customers are unable to maintain their subscriber bases, the royalties they owe us will decline. **In addition, large streaming platforms such as Netflix, Disney and Amazon Prime Video have launched ad-supported tiers in their streaming services, which may further increase competition for streaming advertising revenue. Also, the recent strikes called by the Writers Guild of America and SAG-AFTRA reduced the demand for advertising and media and entertainment promotional spending campaigns, which could negatively impact our business and results of operations. Although the strikes have been resolved, there can be no assurance that there would not be reduced demand for advertising and media and entertainment promotional spending campaigns for a period of time, which may adversely affect our business, financial condition, results of operations and cash flows. Our licenses may delay, refuse to or be unable to make payments to us due to financial difficulties or otherwise, or shift their licensed products to other companies to lower their royalties to us.** A number of our customers may face severe financial difficulties from time to time, which may result in their inability to make payments to us in a timely manner, or at all. In addition, we have had a history of, and we may in the future experience, customers that delay or refuse to make payments owed to us under license or settlement agreements. Our customers may also merge with or may shift the manufacture of licensed products to companies that are not currently licensees of our technology. This could make the collection process complex, difficult, and costly, which may adversely impact our business, financial condition, results of operations and cash flows. **It is difficult for us to verify royalty amounts owed to us under our licensing agreements, and this may cause us to lose revenue.** The terms of our license agreements often require our customers to document their use of our technology and report related data to us on a quarterly basis. Although our license terms generally give us the right to audit books and records of our customers to verify this information, audits can be expensive, time consuming, and may not be cost justified based on our understanding of our customers' businesses, especially given the international nature of our customers. Our license compliance program audits certain customers to review the accuracy of the information contained in their royalty reports in an effort to decrease the likelihood that we will not receive the royalty to which we are entitled under the terms of our license agreements, but we cannot ensure that such audits will be effective to that end. **Competition for employees is intense, and we may not be able to attract and retain the qualified and skilled employees needed to support our business.** Our future success depends, in part, upon our ability to recruit and retain key management, technical, sales, marketing, finance, and other critical personnel. Competition for qualified management, technical and other personnel is intense, and we may not be successful in attracting and retaining such personnel. If we fail to attract and retain qualified employees, including internationally, our ability to grow our business could be harmed. Competition for people with the specific skills that we require is significant. In order to attract and retain personnel in a competitive marketplace, we believe that we must provide a competitive compensation package, including cash and equity-based compensation. Volatility in our stock price may from time to time adversely affect our ability to recruit or

retain employees. If we are unable to hire and retain qualified employees, or conversely, if we fail to manage employee performance or reduce staffing levels when required by market conditions, our business, financial condition and results of operations could be adversely affected. We face competitive risks in the provision of entertainment offerings involving the distribution of digital content provided by third party application and content providers through broadband. We have previously launched access in certain of our products and services to the entertainment offerings of Amazon Prime Video, Netflix, Hulu Plus, HBO Max, Disney, VUDU, Paramount, Peacock, and others for the distribution of digital content directly to broadband-connected TiVo devices. These entertainment offerings typically involve no significant long-term commitments. We face competitive, technological and business risks in our ongoing provision of entertainment offerings involving the distribution of digital content through broadband to consumer televisions with such offerings, including the availability of premium and high-definition content, as well as the speed and quality of the delivery of such content to partner devices. For instance, we face increased competition from a growing number of broadband-enabled devices from providers such as Roku, Apple TV, Amazon FireTV and Chromecast that provide broadband-delivered digital content directly to a consumer's television connected to such a device. Additionally, we face competition from online content providers and other personal computer ("PC") software providers who deliver digital content directly to a consumer's PC, which in some cases may then be viewed on a consumer's television. The TiVo OS solution faces competition from other Smart TV operating systems, as well as non-Smart TVs that utilize broadband-enabled devices. If we are unable to provide a competitive entertainment offering on our own, or an equivalent offering with other third parties, the attractiveness of the TiVo service to new users would be harmed as consumers increasingly look for new ways to receive and view digital content and our ability to retain and attract users would be harmed. Recent rapid transformation in licensing and distribution of digital content has made the industry less predictable and more volatile and if we are unable to adapt to developments in the **this** space, our business, financial condition and results of operations may be harmed. Our future success depends on our ability to establish and maintain licensing relationships with companies in related business fields, including:

- Pay-TV service providers;
- Operators of entertainment content distributors, including pay-per-view ("PPV") and video-on-demand ("VOD") networks;
- TV OEMs and ODMs, CE, digital set-top hardware manufacturers, and personal computer manufacturers; TV main board manufacturers, and chip manufacturers;
- motion-picture studios, networks streaming partners (including content aggregators and SVOD, FAST, and AVOD providers), and other content providers;
- semiconductor and equipment manufacturers;
- content rights holders;
- retailers and advertisers and advertising technology partners;
- digital rights management suppliers; and
- internet portals and other digital distribution companies.

Substantially all of our license agreements are non-exclusive, and therefore our licensees are free to enter into similar agreements with third parties, including our competitors. Our licensees may develop or pursue alternative technologies either on their own or in collaboration with others, including our competitors. Some of our third-party license arrangements require that we license others' technologies and / or integrate our solutions with others. In addition, we rely on third parties to report usage and volume information to us. Delays, errors or omissions in this information could harm our business. If these third parties choose not to support integration efforts or delay the integration of our solutions, our business, financial condition and results of operations could be harmed. Relationships have historically played an important role in the entertainment industries that we serve. If we fail to maintain and strengthen these relationships, these industry participants may not purchase and use our technologies or facilitate the adoption of our technologies, which will harm our business, financial condition, results of operations and prospects and may make it more difficult for us to enter into new markets. In addition, if major industry participants form strategic relationships that exclude us, our business, financial condition, results of operations and prospects could be materially adversely affected. Our pursuit of acquisitions and **divestitures** may adversely affect our business operations or stock price if we cannot successfully execute our strategies. We have made several acquisitions, domestically and internationally, and **recently divested** our **imaging and in-car monitoring business**. Our current plan is to continue to acquire **or divest** assets, technologies, or companies that **where we believe are the transaction would be** strategic to our future business. **For or otherwise would be in** example, on July 1, 2022, we acquired Vewd Software Holdings Limited ("Vewd"), a leading global provider of OTT and hybrid TV solutions, for approximately \$103 million through a mixture of cash and debt (the "Vewd Acquisition") **best interest of the Company and our stockholders**. Acquisitions **and divestitures**, including the Vewd Acquisition, involve challenges in terms of successful integration **or separation, as applicable**, of technologies, products, services, and employees. We may not realize the anticipated benefits of acquisitions **or divestitures** we may complete in the future, and we may not be able to **successfully** incorporate **any acquired** **or separate the applicable** services, products, or technologies **with our existing operations**, or integrate **or separate** personnel from the **acquired applicable** businesses, in which case our business, financial condition and results of operations could be harmed. **If our growth continues, it** **The changes resulting from acquisitions and divestitures** may place a significant strain on our management team and on our operational and financial systems, procedures, and controls. Our future success will depend, in part, upon the ability of our management team to manage **any growth such changes** effectively, requiring our management to:

- recruit, hire, and train additional personnel, **or effectively manage the transition of exiting personnel**;
- **implement transition** and improve our operational and financial systems, procedures, and controls;
- maintain our cost structure at an appropriate level based on the royalties, revenue and cash we forecast and generate;
- manage multiple concurrent development projects; and
- manage operations in multiple time zones with different cultures and languages.

Financing for future acquisitions may not be available on favorable terms, or at all. If we use our equity securities to fund the acquisition, it may result in significant dilution to our existing stockholders. If we identify an appropriate acquisition candidate for any of our businesses, we may not be able to negotiate the terms of the acquisition successfully, finance the acquisition or integrate the acquired business, products, service offerings, technologies or employees into our existing business and operations. Future acquisitions and divestitures may not be well-received by the investment community, which may cause the value of our stock to fall. We cannot ensure that we will be able to successfully complete any acquisition or divestiture in the future. Further, the terms of our indebtedness constrain our ability to

make and finance additional acquisitions or divestitures. **We may not** Our business and results of operations have been, and are expected to continue to be **able**, impacted by the global COVID-19 pandemic. The COVID-19 pandemic and the resulting macroeconomic effects have had, and may continue to **maintain enough content** have, an adverse impact on our business. The impact to date has included periods of significant volatility in markets we serve, in particular the automotive and broad consumer electronics markets. Additionally, the pandemic has caused some challenges and delays in acquiring new customers and executing license renewals. These factors have negatively impacted our business, financial condition and results of operations, and may result in an impairment of our long-lived assets, including goodwill, increased credit losses and impairments of investments in other companies. Our operations and those of our customers have also been negatively impacted by certain trends arising from the COVID-19 pandemic, including labor market constraints, inflationary pressures, shortage of semiconductor components and manufacturing capacities, and delays in shipments, product development and product launches. Moreover, the COVID-19 pandemic, its related **released in** macroeconomic impacts, and U. S. federal, state and foreign government policies enacted to combat the **DTS audio format, which** pandemic have contributed to a recent rise of inflation that may increase the cost of our operations and reduce demand for our **technologies, products, and services and those of our customers, which.....** of operations and cash flows could suffer. We expect to derive a significant percentage of our revenue from the technologies, products, and services that we offer to manufacturers of consumer electronics products. We believe that demand for our audio technologies in growing markets for multi-channel and / or high-resolution audio, including TVs, tablets, mobile phones, video game consoles, automobiles, and soundbars, will be based on the amount, quality, and popularity of content (such as movies, TV shows, music, and games) either released in the DTS audio format or capable of being coded and played in the DTS format. In particular, our ability to penetrate the growing markets in the network-connected space depends on the presence of streaming and downloadable content released in the DTS audio format. We generally do not have contracts that require providers of streaming and downloadable content to develop and release such content in a DTS audio format. Accordingly, our revenue could decline if these providers elect not to incorporate DTS audio into their content or if they sell less content that incorporates DTS audio. In addition, we may not be successful in maintaining existing relationships or developing new relationships with **partners other existing or new** content providers. As a result, we cannot ensure that a sufficient amount of content will be released in a DTS audio format or that manufacturers will continue offering DTS decoders in the consumer electronics products that they sell. **For example, an agreement between DTS, Inc. and IMAX Corporation (“IMAX”) expired on December 31, 2023, and the parties have been in active discussions for the possible renewal of the agreement. If the parties are not able to renew the agreement, DTS will not be able to sign new agreements with product manufacturers to support our business, or if the terms of the renewal are less favorable to us, our business, financial condition, and results of operations, including revenues from our DTS audio technologies, could be materially adversely affected.** Demand for our Connected Car technologies, including HD Radio **and DTS AutoStage**, may be insufficient to sustain projected growth. Demand for and adoption of our Connected Car technologies, including HD Radio, ~~and DTS AutoStage~~, ~~and DTS AutoSense~~, may not be sufficient for us to continue to increase the number of customers for these technologies, which include IC manufacturers, manufacturers of broadcast transmission equipment, consumer electronics product manufacturers, component manufacturers, data service providers, manufacturers of specialized and test equipment and radio broadcasters, automobile manufacturers and Tier 1 suppliers to automobile manufacturers. Demand for our automotive technologies, ~~including HD Radio, DTS AutoStage, and DTS AutoSense~~, also may be impacted by declines in the automotive industry, which historically has been cyclical and experienced downturns during declining economic conditions. The persistent downturn in the automotive markets resulting from the COVID-19 pandemic and related events reduced demand for these technologies. There is no guarantee that growth trends will return to our pre-pandemic level, and a sustained reduction in our automotive-based royalties may cause us to fail to meet our previously projected growth rates. Furthermore, demand for and adoption of our **HD Radio and DTS AutoStage and DTS AutoSense** technologies and services may not continue to increase and may face increased competition from existing suppliers or new entrants providing the same or similar services. Among other things, continuing and increased consumer acceptance of HD Radio technology will depend upon: • the number of radio stations broadcasting digitally using HD Radio technology; • the willingness of automobile manufacturers to include HD Radio receivers in their vehicles; • the willingness of Tier 1 suppliers to incorporate HD Radio technology into their products; • the cost and availability of HD Radio enabled products; and • the marketing and pricing strategies that we employ and that are employed by our customers and retailers. Continuing and increased consumer acceptance of DTS AutoStage technology will depend upon, among other things: • the willingness of automobile manufacturers to include DTS AutoStage technology in their vehicles; • the willingness of Tier 1 suppliers to incorporate DTS AutoStage technology into their products; • the deployment of broadband connectivity in vehicles, including through built-in modems or phone tethering; • the demand by end users for the services provided by the DTS AutoStage technology in their vehicles; • the ability to scale and provide the DTS AutoStage services without service interruptions; • the ability to acquire content or licenses to content distributed by the DTS AutoStage services; • the continued participation and support by broadcasters and content owners of the DTS AutoStage technology and services; and The DTS AutoStage technology is dependent on broadband connectivity within the vehicle. A slower deployment or adoption of broadband connectivity within automobiles could negatively impact the deployment of DTS AutoStage technology. The DTS AutoStage technology and services also rely upon content and metadata, which may have been licensed or acquired from third-party content owners or licensors, third-party service providers, and internet and intranet infrastructure outside of our control. ~~Continuing~~ **If we are unable to further penetrate the streaming and increased consumer acceptance of DTS AutoSense downloadable content delivery markets and adapt our technology technologies** will depend upon, among other things: • the willingness of automobile manufacturers to include DTS AutoSense technology in their vehicles; • the willingness of Tier 1 suppliers to incorporate DTS AutoSense technology into their products; • the demand by end users for **those** services provided by the DTS AutoSense technology in their vehicles; • legal, regulatory, safety, and industry requirements that may

apply to DTS AutoSense; and ~~the marketing markets~~, and pricing strategies that we employ and that are employed by our customers **royalties and ability to grow our business could be adversely impacted**. Prior to the advent of streaming and downloadable content services, video and audio content was purchased and consumed primarily via optical disc- based media. The growth of the internet and network- connected device usage, along with the rapid advancement of online and mobile content delivery, has resulted in download and streaming services becoming mainstream with consumers in various parts of the world. We expect the shift away from optical disc- based media to streaming and downloadable content consumption to continue. If we fail to continue to further penetrate the streaming and downloadable content delivery market, our business could suffer. The services that provide content from the internet are not generally governed by international or national standards and are thus free to choose any media format (s) to deliver their products and services. This freedom of choice on the part of online content providers could limit our ability to grow if such content providers do not incorporate our technologies into their services, which could affect demand for our technologies. Furthermore, our inclusion in mobile and other network- connected devices may be less profitable for us than optical disc players. The online and mobile markets are characterized by intense competition, evolving industry standards and business and distribution models, disruptive software and hardware technology developments, frequent new product and service introductions, short product and service life cycles, and price sensitivity on the part of consumers, all of which may result in downward pressure on pricing. If we are unable to adequately and timely respond to the foregoing, our business, financial condition, and results of operations could be adversely affected. **The success of certain of our solutions depends on the interoperability of our technologies with consumer hardware devices.** To be successful, we design certain of our solutions to interoperate effectively with a variety of consumer hardware devices, including PCs, tablets, smartphones, TVs, set- top boxes, video game consoles, MP3 devices, multi- media storage devices, portable media players, DVD players and recorders, ~~and Blu- ray players, digital still cameras, and digital camcorders~~. Certain of our TiVo products rely on multiple systems operator support of CableCARD. We depend on significant cooperation with manufacturers of these devices and the components integrated into these devices, as well as software providers that create the operating systems for such devices, to incorporate certain of our technologies into their product offerings and ensure consistent playback of encoded files. Currently, a limited number of devices are designed to support certain of our technologies. If we are unsuccessful in causing component manufacturers, device manufacturers and software providers to integrate certain of our technologies into their product offerings, those technologies may become less accessible to consumers, which would adversely affect our business, financial condition, and results of operations. **Our failure to adequately manage our increasingly complex distribution agreements, including licensing, development and engineering services, may cause unexpected delays and loss of revenue in the deployment of advanced television solutions.** In connection with our deployment arrangements for TiVo **Pay- TV** products, we engage in complex licensing, development and engineering services arrangements with our marketing partners and distributors. These deployment agreements with television service providers usually provide for some or all of the following deliverables: software engineering services, solution integration services, hosting the TiVo service, maintenance and support. In general, these contracts are long- term and complex and often rely on the timely performance of such television service provider' s third- party vendors that are outside of our control. The engineering services and technology we agree to provide and / or develop may be essential to the functionality of the licensed software and delivered product or such software may involve significant customization and modification for each customer. We have experienced in the past, and may in the future ~~experience~~, delays in delivery with television service providers as well as significant increases in expected costs of development and performance in certain instances. Additional delays could lead to additional costs and adverse accounting treatments, potentially resulting in us recognizing costs earlier than expected. If we are unable to deliver the contracted- for technology, including specified customizations and modifications ~~and services~~ in a timely manner or at all, then we could face penalties in the form of unreimbursed engineering development work, loss of subscriber or minimum financial commitments on the part of our partners or in extreme cases, the early termination of such distribution agreements. In any such case, our business, financial condition, and results of operation may be harmed. **We make significant investments in new products and services that may not achieve technological feasibility or profitability or that may limit our growth.** We have made and will continue to make significant investments in research, development, and marketing of new technologies, products and services, including audio ~~imaging~~ and media, as well as through our Perceive subsidiary and its hardware and software solutions for high- performance inference at the edge. Investments in new technologies are speculative and technological feasibility may not be achieved. Commercial success depends on many factors including demand for innovative technology, availability of materials and equipment, selling price the market is willing to bear, competition and effective licensing or product sales. We may not achieve significant revenue from new product and service investments for a number of years, if at all. Moreover, new technologies, products and services may not be profitable, and even if they are profitable, operating margins for new products and businesses may not be as high as the margins we have experienced historically or originally anticipated. For example, we have incurred, and expect to continue to incur, substantial research and development expenses through our Perceive subsidiary focused on delivering edge inference solutions. We do not have prior experience as a company in the development or marketing of similar hardware or software. We will need to continue to find and hire qualified and experienced personnel to advance this ~~new~~ business. In addition, ~~chip~~ technologies such as those we are developing are subject to supply chain disruptions, cost pressures, extensive competition, and a relentless pace of innovation. These ~~new~~ products could be copied or functionally surpassed by other designers, manufacturers, or innovators, some of whom may have far greater financial resources than us, and who may be able to develop products with greater capabilities or lower cost. Potential customers may also be hesitant in adopting new ~~chip~~ technologies ~~or hardware~~ and may instead turn to competitors who offer competing products in different deployment models. Our technologies may also require potential customers to adapt their existing software to fully realize their advantages. Delays or reluctance by customers to adapt their software could affect the success of these technologies in the marketplace, which may adversely impact our business, financial condition, and results of operation. **Our products and services could be susceptible**

to errors, defects, or unintended performance problems that could result in lost revenue, liability or delayed or limited market acceptance. We develop and offer complex solutions, which we license and otherwise provide to customers. The performance of these solutions typically involves working with sophisticated software, computing, and communications systems. Due to the complexity of these products and services, and despite our quality assurance testing, the products may contain undetected defects or errors that may affect the proper use or application of such products or services by the customer. Because certain of our products and services are embedded in hardware, digital content, and other software, or rely on stable transmissions, our solutions' performance could unintentionally jeopardize our customers' product performance. Because customers rely on our products and services as used in their hardware, software and applications, defects or errors in our products or services may discourage customers from purchasing our products or services. These defects or errors could also result in product liability, service level agreement claims or warranty claims. Although we attempt to reduce the risk of losses resulting from these claims through warranty disclaimers and limitation of liability clauses in our agreements, these contractual provisions may not be enforceable in every instance. Any such defects, errors, or unintended performance problems in existing or new products or services, and any inability to meet customer expectations in a timely manner, could result in loss of revenue or market share, failure to achieve market acceptance, diversion of development resources, injury to our reputation, increased insurance costs and increased service costs, any of which could materially harm our business, financial condition and results of **operation-operations**. **Dependence on the cooperation of third parties for the provision and delivery of our metadata may adversely affect our revenue.** We use metadata in certain of our products and services, including Pay-TV and Connected Car, and we distribute metadata as a revenue generating activity. We rely on third-party providers to deliver our metadata to our customers, including automobiles and some of the CE devices that include our user experience (UX) and interactive program guides. Further, our national data network provides customized and localized listings for pay-TV and licensees of our data used in third-party products, including third-party interactive program guides. In addition, we purchase certain metadata from commercial vendors that we redistribute. The quality, accuracy and timeliness of that metadata may not continue to meet our standards or be acceptable to consumers. There can be no assurance that commercial vendors, including metadata providers, will distribute data to us without error, or at all, or that the agreements that govern some of these relationships can be maintained on favorable economic terms. Technological changes may also impede the ability to distribute metadata. Our inability to renew these existing arrangements on terms that are favorable to us, or enter into alternative arrangements that allow us to effectively provide and transmit our metadata to customers, could have a material adverse effect on our businesses that leverage metadata, including our interactive program guide business, and could damage the attractiveness of our metadata offerings to our customers or could increase the costs associated with providing our metadata offerings, and cause our revenue or margins to decline, which would adversely impact business, financial condition and results of **operation-operations**. **We depend on a limited number of third parties to design, manufacture, distribute and supply hardware devices upon which our TiVo software and services operate.** Our TiVo software and services operate on a number of hardware products, including DVR and non-DVR set-top-boxes and TVs with TiVo OS that are, or in the case of TVs with TiVo OS, will be, produced by third-party hardware companies. If **one or more of these third parties is unable or unwilling to produce or distribute such hardware products, our business could be harmed. Further, if** we fail to effectively manage the integration of our software and services with our hardware partners' devices, we or our manufacturing partners could suffer from product recalls, poorly performing products and higher than anticipated warranty costs. **We have contracted for the design, manufacture and distribution of certain TiVo-branded DVRs and non-DVRs with a third-party partner.** This third-party partner does not typically enter into long-term volume commitments with the major retail distributors. We currently rely on our TiVo-branded hardware partner's relationships with major retail distributors, including Best Buy, Amazon and others, for the distribution of TiVo-enabled DVRs and non-DVR products within the United States. If one or several major retail partners were to discontinue selling TiVo-enabled products, the volume of such products sold to consumers could decrease, which could harm TiVo's business. For TiVo OS, we are relying on these third-party hardware companies to assist in the development, distribution and launch of a new market entry product. If one or more of these third parties is unable or unwilling to meet its obligations regarding such entry, the success of TiVo OS could be harmed. **In addition, our** We also depend on a third-party partner **partners** for certain TiVo-branded hardware devices that are sold through the TiVo website. If this third-party partner fails to perform its obligations, we may be unable to find alternative suppliers or deliver our products and services sold through the TiVo website in a timely manner or with the features and functionality customers expect. In addition, our third-party partner may depend on **sole-suppliers for key components and services in order to manufacture hardware products that run our software, and they may be subject to risks of supply shortages and unexpected cost increases. Additionally, certain features and functionalities of our TiVo OS, TiVo service, and** DVRs and non-DVR set-top-boxes **which run that incorporate** our software, and they may be subject to risks of supply shortages and unexpected cost increases, including the supply chain disruption resulting from the COVID-19 pandemic and other macroeconomic factors. Additionally, certain features and functionalities of our TiVo service and DVRs depend on third-party components and technologies. If we or our third-party partners are unable to purchase or license such third-party components or technologies, we may not be able to offer certain related features and functionalities to our customers. In such a case, the desirability of our products to our customers could be reduced, thus harming our business, financial condition, and results of **operation-operations**. We also rely on third parties to whom we outsource supply chain activities related to inventory warehousing, order fulfillment, distribution, and other direct sales logistics to provide cost-effective and efficient supply chain services. We cannot be sure that these parties will perform their obligations as expected or that any revenue, cost savings or other benefits will be derived from the efforts of these parties. If one or several of our third-party supply chain partners were to discontinue service to us, our ability to fulfill sales orders through the TiVo website and distribute inventory timely, cost effectively, or at all, may be delayed or prevented, which could harm our business, financial condition, and results of operation. Any of these events could require us to undertake

unforeseen additional responsibilities or devote additional resources to commercialize our TiVo service. Any of these outcomes could harm our ability to compete effectively and achieve increased market acceptance and brand recognition. **We maintain inventories of TiVo- branded products based on our demand forecast, which may be incorrect and lead to excess or insufficient inventory.** In connection with our sales of TiVo- branded products through the TiVo website, we maintain an inventory of certain DVR and non- DVR products based on our demand forecast. Due to the seasonality in our business and the nature of ~~these mature long-lead time product lines development and manufacturing cycles~~, we make ~~demand forecasts inventory decisions~~ for these products well in advance of our peak selling periods. As such, we are subject to risks in managing the inventory needs of our business during the year **and over the lifecycle of the product lines**, including estimating the appropriate quantity and mix of demand across our older and newer DVR and non- DVR products. Should actual market conditions differ from our estimates, our future results of operations could be materially affected. ~~Our ability to forecast demand accurately and maintain appropriate inventory may also be adversely affected by factors that are difficult to predict, such as global supply chain disruptions.~~ Excess purchase commitments as a result of unforeseen changes in our sales forecast, pricing terms or cost structures may require us to record a loss that may adversely affect our business, financial condition and results of operations. **Qualifying, certifying and supporting our technologies, products and services is time- consuming and expensive.** We devote significant time and resources to qualify and support our software products on various automotive, personal computer, CE and mobile platforms, including operating systems from Apple, Google and Microsoft. In addition, we maintain high- quality standards for products that incorporate our technologies, products, and services through a quality control certification process. To the extent that any previously qualified, certified and / or supported platform, product or service is modified or upgraded, or our business expands into new regions that may have different or additional requirements, or we need to qualify, certify or support a new platform, product or service, we could be required to expend additional engineering time and resources, which could delay the launch of such technologies, products or services and add significantly to our development expenses, which may adversely affect our business, financial condition and results of **operations. We are exposed to the risks related to international sales and** operations. We derive a large portion of our total revenue from operations outside of the United States. Therefore, we face exposure to risks of operating in many foreign countries, including: • difficulties and costs associated with complying with a wide variety of complex laws, treaties, regulations and compliance requirements; • fluctuations in foreign currency exchange rates; • restrictions on, or difficulties and costs associated with, the repatriation of cash from foreign countries to the United States; • earnings and cash flows that may be subject to tax withholding requirements or the imposition of tariffs; • political and economic instability, trade conflict and international hostilities; • unexpected changes in political or regulatory environments; • differing employment practices, labor compliance and costs associated with a global workforce; • exchange controls or other restrictions; • import and export restrictions and other trade barriers; • difficulties in maintaining overseas subsidiaries and international operations; and • difficulties in obtaining approval for significant transactions. Any one or more of the above factors may adversely affect our international operations and could significantly affect our business, financial condition, results of operations and cash flows. The results of our operations will be dependent to a large extent upon the global economy. Geopolitical factors such as terrorist activities, **wars, foreign invasion or armed conflict** (such as the current Russia / Ukraine conflict **and the Israel- Hamas war**), **tariffs, trade disputes, local or global recessions, diplomatic or economic tensions (such as the tension between China and Taiwan), long- term environmental risks, climate change,** or global health conditions that adversely affect the global economy may adversely affect **our business, financial condition and results..... could have a material adverse effect on** our business, financial condition and results of operations. Additionally, our business could be materially adversely affected if foreign markets do not continue to develop, if we do not receive additional orders to supply our technologies, products or services for use by international ~~pay-TV~~ **pay-TV** service providers, TV **OEMs, automobile**, CE and set- top- box manufacturers, PPV / VOD providers and others, or if regulations governing our international business change. Changes to the statutes or regulations with respect to export of encryption technologies could require us to redesign our products or technologies or prevent us from selling our products and licensing our technologies internationally. ~~Russia's invasion of Ukraine~~ **We may need to raise additional debt or equity capital in order to pursue our business objectives or respond to opportunities, challenges, or unforeseen circumstances. If such capital is not available to us on viable terms or at all, our business, operating results, and financial condition may be harmed. We may require additional capital to pursue our business objectives and respond to business opportunities, challenges or unforeseen circumstances, including to develop new products or services, further improve existing products and services, or acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financings to secure additional capital. However, additional capital may not be available when we need it, on terms that are acceptable to us, or at all. In addition, any debt financing that we secure in the future uncertainty surrounding the escalating war could continue involve restrictive covenants which may make it more difficult for us to negatively obtain additional capital and to pursue business opportunities.** As of December 31, 2023, we had \$ 50. 0 million in principal balance outstanding under the Promissory Note issued in connection with the Vewd Acquisition, which matures on **July 1, 2025. Our indebtedness may limit our ability to borrow additional funds, limit our ability to use our cash flow or obtain additional financing for future working capital, capital expenditures, acquisitions or other general business purposes, require us to use a substantial portion of our cash flow from operations to repay our debt obligations, limit our flexibility to plan for, or react to, changes in our business and industry, place us at a competitive disadvantage compared to our less leveraged competitors and increase our vulnerability to the impact of adverse global and regional economic and industry conditions.** **Risks Related to Cybersecurity and financial markets-Data Privacy Significant disruptions of our information technology systems or data security incidents could harm our reputation, which may cause us to modify our business practices, and otherwise adversely affect our business operations and subject us to liability. We are dependent on information technology systems and infrastructure to operate our business.** In response to the war **ordinary course of our**

business, we collect the United States, European Union, store, process, and transmit large amounts of sensitive corporate, personal, and other information, including intellectual property, proprietary countries have imposed financial and economic sanctions against Russia and certain businesses-- **business information** and companies associated with Russia, **user payment card information** which created and may continue to create, market disruption and volatility and instability in the geopolitical environment. The extent to which this conflict escalates to or involves other **user** countries such as China, and the resulting impact of sanctions on the global market, including supply chain disruptions, shortage of energy supplies and raw materials, inflation **information**, cyberwarfare **employee information**, consumer confidence, and spending in the United States and other **confidential information** countries in which we operate, remains uncertain. While **It is critical that** we do **so** not currently generate sales or have locations or employees in those two countries, we outsource some of our engineering activities to a small number **secure manner to maintain the confidentiality, integrity, and availability of third such information. Our obligations under applicable laws, regulations, contracts, industry standards, self-certifications, and other documentation may include maintaining the confidentiality, integrity, and availability of personal information in our possession or control, maintaining reasonable and appropriate security safeguards as party-part contractors that have employees and operations located in Ukraine, and any escalation of conflicts in the area could have an adverse information security program, and complying with requirements regarding the use or cross-border transfer of such personal information. These obligations create potential legal liability to regulators, our business partners, our users, and other relevant stakeholders and** impact on our third-party contractors. If the war continues without resolution, it may lead to further sanctions, embargoes, regional instability, geopolitical shifts and recession in the global economy, any of which may adversely affect our business, financial condition and results of operations. The increased trade conflicts between the United States and its major trading partners in recent years, evidenced by trade restrictions such as tariffs, taxes, export controls, economic sanctions, and enhanced policies designed to protect national security, have had and may continue to have adverse impact on our revenue if such policies continue. In particular, our business and sales activities have been impacted due to the increase in trade conflicts between the United States and China. Further U. S. government actions to protect domestic economic and security interests could lead to further restrictions. Moreover, growing trade conflicts and uncertainties may lead to decreased use of foreign-owned technologies in China and other-- **the attractiveness** countries, due to efforts by foreign governments and enterprises to find alternative sources of supply, to develop proprietary domestic technologies, and otherwise to reduce reliance on foreign technology sources. Any such trends could have a material adverse impact on our revenue **services to existing and potential users**. Despite our provisions for system redundancy and the implementation of security measures within our internal and external information technology and networking systems, our information technology systems and those of third parties that we utilize in our operations may be subject to security breaches, unauthorized access (malicious or accidental), misuse of information by authorized users, data leaks or unintentional exposure of information, failed processes or other bugs, loss of data, damages from computer viruses or malware, natural disasters, terrorism, telecommunication failures or disruption of service. In addition, our online business activities depend on the ability to store and transmit confidential information and licensed intellectual property securely on our systems, **and** third-party systems, and over private, hybrid and public networks. Any compromise of our ability to store or transmit such information and data securely or reliably, and any costs associated with preventing or eliminating such problems, could harm our business, financial condition, and results of operations. Our storage and online transmissions and business activities are subject to a number of security and stability risks, including: • our own or licensed encryption and authentication technology, or access or security procedures, may be compromised, breached or otherwise be insufficient to ensure the security of customer **or user** information or intellectual property; • we could experience unauthorized access, computer viruses, ransomware, system interference or destruction, “denial of service” attacks and other disruptive problems, whether intentional or accidental, that may inhibit or prevent access to our websites and infrastructure or use of our products and services, or cause customer **or user** information or other sensitive information to be disclosed to a perpetrator, others or the general public; • someone could circumvent our security measures and misappropriate our information or our customers’ **or users’** proprietary information or content or interrupt operations, or jeopardize our licensing arrangements, many of which are contingent on our sustaining appropriate security protections; • our computer systems could fail and lead to service interruptions or downtime for television, other media services, or websites, which may include e-commerce websites; • we could inadvertently disclose customer **or user** information; or • we may need to grow, upgrade, resize, reconfigure or relocate our data centers, or migrate to third-party cloud storage services, in response to changing business needs, which may be costly and lead to unplanned disruptions of service. Each of the foregoing risks also applies to the computer systems of third parties that we rely upon in our operations, including our suppliers and vendors, including providers of cloud storage and services. We do not have control over the security protocols of third-party cloud service providers, and if such providers experience cyber-attacks and information system breaches, it can harm our business operations and undercut our ability to serve our customers, which may adversely affect our financial condition and results of operations. The occurrence of any of these or similar events could damage our business, hurt our ability to distribute products and services and collect revenue, threaten the proprietary or confidential nature of our technology, harm our reputation, increase the costs of our ongoing cybersecurity protections and enhancements or to remedy damages caused by breaches or disruptions, and expose us to litigation, **government investigations**, and other liabilities. Because some of our technologies are intended to inhibit use of or restrict access to our customers’ intellectual property, we may become the target of hackers or other persons whose use of or access to our customers’ intellectual property is affected by our technologies. Also, hackers may, for financial gain or other motives, seek to infiltrate or damage our systems, or obtain sensitive business information or customer **or user** information. We also may be exposed to customer **or user** claims, or other liability, in connection with any security breach or inadvertent disclosure. We may be required to expend significant capital or other resources to protect against the threat of security breaches, hacker attacks or system malfunctions or to alleviate problems caused by such breaches, attacks or failures. Our product and service offerings rely

on a variety of systems, networks and databases, many of which are maintained by us at our data centers or third- party data centers (e. g., cloud services). We do not have complete redundancy for all of our systems, and we do not maintain real- time back- up of all of our data, so in the event of significant system disruption, particularly during peak periods, we could experience loss of data processing capabilities, which could prevent us from providing our products and services to our customers for an uncertain amount of time. Notwithstanding our efforts to protect against “ down time ” for products and services, we do occasionally experience unplanned outages or technical difficulties, which could harm our business operations. Additionally, from time to time, we may determine to update or upgrade our information systems ,or conduct system migrations. These changes may be costly and disruptive to our operations, could impose substantial demands on management time, and could harm our business operations if not implemented properly or promptly ~~and license, the those license would likely obligate us to pay license~~ **of our customers, which may adversely affect our business, financial condition and results of operations. Our per- unit and variable- fees- fee based revenue will continue or royalties or both, and the rights granted to us might be susceptible to nonexclusive, with the volatility, labor shortages, supply chain disruptions, microchip shortages, and potential market downturns precipitated by the COVID- 19 pandemic. The impact of the pandemic on our overall business, financial condition and results of operations remains uncertain** for our competitors to gain access to the same intellectual property. In addition, the rights that we secure under intellectual property licenses may not include rights to all of the intellectual property owned or controlled by the licensor, and the scope of the licenses granted to us may not include rights covering all of the products and services provided by us and our licensees. Furthermore, an adverse outcome of a dispute may require us to pay damages, potentially including treble damages and attorneys’ fees, if we are found to have willfully infringed a party’ s intellectual property; cease making, licensing, or using technologies that are alleged to infringe or misappropriate the intellectual property of others; expend additional development resources to redesign our products; enter into potentially unfavorable royalty or license agreements in order to obtain the right to use necessary technologies, content, or materials; and indemnify our partners and other ~~the foreseeable future~~ **third parties. Any lawsuits regarding intellectual property rights, regardless of their success, could be expensive to resolve and would divert the time and attention of our management and technical personnel. If we fail to protect and enforce our intellectual property rights, contract rights, or our confidential information, our business may suffer.** We rely primarily on a combination of license, development and nondisclosure agreements and other contractual provisions, as well as patent, trademark, trade secret and copyright laws, to protect our technology and intellectual property. If we fail to protect our technology, intellectual property, or contract rights, our customers and others may seek to use our technology and intellectual property without the payment of license fees and royalties, which could weaken our competitive position, reduce our operating results and increase the likelihood of costly litigation. Others may also develop technologies that are similar or superior to our technologies, or duplicate our technologies. We also rely on trade secret laws rather than patent laws to protect other portions of our proprietary technology. Trade secrets can be difficult to protect. The misappropriation of our trade secrets or other proprietary information could seriously harm our business. We protect our proprietary technology and processes, in part, through confidentiality agreements with our employees, consultants, suppliers and customers. We cannot be certain that these contracts have not been and will not be breached, that we will be able to timely detect unauthorized use or transfer of our technology and intellectual property, that we will have adequate remedies for any breach, or that our trade secrets will not otherwise become known or be independently discovered by competitors. If we fail to use adequate mechanisms to protect our technology and intellectual property, or if a court fails to enforce our intellectual property rights, our business will suffer. We cannot be certain that these protection mechanisms can be successfully asserted in the future or will not be invalidated or challenged. Further, the laws and enforcement regimes of certain countries may not protect our technology and intellectual property to the same extent as do the laws and enforcement regimes of the United States. In certain jurisdictions, we may be unable to protect our technology and intellectual property adequately against unauthorized use, which may adversely affect our business, financial condition and results of operations. ~~We may not be able to protect our brand from third- party infringement or increase our brand awareness.~~ Maintaining and strengthening our brands is important to maintaining and expanding our business, as well as to our ability to enter into new markets for our technologies, products and services. If we fail to promote and maintain these brands successfully, our ability to sustain and expand our business and enter into new markets may suffer. Much of the promotion of our brand depends, among other things, on ~~OEMs,~~ hardware device manufacturing companies and service providers displaying our trademarks on their products. If these companies choose ,for any reason ,not to display our trademarks on their products, or if these companies use our trademarks incorrectly or in an unauthorized manner, the strength of our brand may be diluted or our ability to maintain or increase our brand awareness may be harmed. We generally rely on enforcing our trademark rights to prevent unauthorized use of our brand and technologies. Our ability to prevent unauthorized uses of our brand and technologies would be negatively impacted if our trademark registrations were overturned in the jurisdictions where we do business. We also have trademark applications pending in a number of jurisdictions that may not ultimately be granted, or if granted, may be challenged or invalidated, in which case we would be unable to prevent unauthorized use of our brand and logo in such jurisdictions. We have not filed trademark registrations in all jurisdictions where our ~~brands-~~ **brand and logos- logo** may be used. **Third parties may claim that our products or services infringe upon their intellectual property rights. Even if we believe that such claims are without merit, they can be time- consuming and costly to defend against and will divert management’ s attention and resources away from our business. Furthermore, third parties making such claims may be able to obtain injunctive or other equitable relief that could block our ability to further develop or commercialize** ~~Some some~~ **software or all of our products or services in the United States and abroad. Claims of intellectual property infringement also might require us to enter into costly settlement or license agreements, pay costly damage awards, or defend or indemnify our customers against judgments, damages, or other losses. Even if we have an agreement that provide provides may be subject for a third- party to “ open- indemnify us against such costs, the indemnifying party may refuse or be unable to perform its contractual obligations under the agreement. If we cannot or**

do not license the allegedly infringed intellectual property on reasonable terms, or need to substitute similar technology from another source²², our business, financial condition, results of operations and cash flows could suffer. Some of the products we support and some of our proprietary technologies incorporate open source software such as open source ~~code~~ **code** that may be subject to the Lesser GNU Public License or other open source licenses. The Lesser GNU Public License and other open source licenses may require that source code subject to the license be released or made available to the public. Such open source licenses may mandate that software developed based on source code that is subject to the open source license, or combined in specific ways with such open source software, become subject to the open source license. We take steps to ensure that proprietary software we do not wish to disclose is not combined with, or does not incorporate, open source software in ways that would require such proprietary software to be subject to an open source license. However, few courts have interpreted the Lesser GNU Public License or other open source licenses, and the manner in which these licenses may be interpreted and enforced is therefore subject to some uncertainty. We often take steps to disclose source code for which disclosure is required under an open source license, but it is possible that we have or will make mistakes in doing so, which could negatively impact our brand or our adoption in the community, or could expose us to additional liability. In addition, we rely on multiple software programmers to design our proprietary products and technologies. Although we take steps to ensure that our programmers (both internal and outsourced) do not include open source software in products and technologies we intend to keep proprietary, we cannot be certain that open source software is not incorporated into products and technologies we intend to keep proprietary. In the event that portions of our proprietary technology are determined to be subject to an open source license, or are intentionally released under an open source license, we could be required to publicly release the relevant portions of our source code, which could reduce or eliminate our ability to commercialize our products and technologies. Also, in relying on multiple software programmers to design products and technologies that we ultimately end up releasing in the open source community, we may discover that one or multiple such programmers have included code or language that would be embarrassing to us, which could negatively impact our brand or our adoption in the community, or could expose us to additional liability. Such additional liability could include claims that result in litigation, require us to seek licenses from third parties in order to keep offering our software, require us to re-engineer our software, require us to release proprietary source code, require us to provide indemnification or otherwise subject us to liability to a customer or supplier, or require us to discontinue the sale of a product in the event re-engineering cannot be accomplished in a timely manner, any of which may adversely affect our business, financial condition and results of operations. **factors**, including economic conditions affecting disposable consumer income and corporate spending, such as the rate of inflation, risk of recession, employment status, ~~labor disputes~~, and interest and tax rates. **Recent trends including** ~~The economy has been experiencing~~ unusually high inflation, increased perceived risk of recession, and higher interest rates, ~~which~~ may negatively impact consumer and corporate spending. A decrease in discretionary consumer and corporate spending could result, in particular, in reduction in purchases of TVs, automobiles and consumer electronic devices, and reduction in monetization revenue. During past economic slowdowns and recessions, many consumers reduced their discretionary spending and advertisers reduced their advertising expenditures. Any **such reductions could significantly impact our ability** in addition to internal development, we have acquired and intend to continue to acquire additional businesses, technology and intellectual property through strategic relationships and transactions. We believe these strategic relationships and transactions will enhance the competitiveness and size of our current business and provide diversification into markets and technologies that complement our current business. Future transactions could be in the form of asset purchases, equity investments, or business combinations. As a result, we may have significant goodwill from such transactions and other intangible assets which are amortized over their estimated useful lives. We have in the past and may in the future incur significant charges as a result of impairment of goodwill or other intangible assets. For example, we incurred \$ 604.6 million of goodwill impairment charges in the second half of 2022. These goodwill impairment charges triggered an evaluation of potential impairment of other intangible assets in both the third and fourth quarters of 2022, however these evaluations did not result in additional impairment charges. We review our amortizable intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable or the useful life is shorter than originally estimated. Factors that may be considered a change in circumstances indicating that the carrying value of our amortizable or other intangible assets may not be recoverable include a decline in future cash flows, fluctuations in market capitalization, slower growth rates in our industry or slower than anticipated adoption of our products by our customers. As we continue to review for factors that may affect our business which may not be in our control, we may be required to record a significant charge to earnings in our financial statements during the period in which any impairment of goodwill and other intangible assets or equity investments is determined, resulting in an adverse impact on our business, financial position and results of operations. **Changes in our tax rates or exposure to additional tax assessments may adversely affect our effective tax rates and negatively affect our business and financial condition.** We are subject to U. S. federal and state income taxes, as well as taxes in various international jurisdictions. As a result, our effective tax rate is derived from a combination of applicable tax rates in the various jurisdictions where we operate. Our effective tax rate could be adversely affected by numerous factors, including the passage of new tax laws, changes in the interpretation of tax laws, changes in the mix of our profitability from state to state and from country to country, changes to our operating structure, changes in the amount of payments from our U. S. entities to related foreign entities, our inability to secure or sustain acceptable agreements with tax authorities and changes in our deferred tax assets and liabilities, including changes in our ability to realize our deferred tax assets. In addition, U. S. federal, U. S. state, and foreign tax jurisdictions may examine our income tax returns, including income tax returns of acquired companies and acquired tax attributes included therein. We regularly assess the likelihood of outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. In making such assessments, we exercise judgment in estimating our provision for income taxes. While we believe our estimates are reasonable, we cannot ensure that the final determination from these examinations will not be materially different from that reflected in our income tax provisions and accruals. Any adverse outcome from these

examinations may have a material adverse effect on our business, financial condition and results of operations. Consumer rights advocates and ~~If government regulations or laws relating to the internet, video, advertising, or other constituencies continuously areas of our business challenge~~ ~~change copyright~~, we may need to alter the manner in which we conduct our business, or our business could be harmed. We are subject to or affected by general business regulations and laws, as well as regulations and laws specific to the internet and online services, including laws and regulations related to data privacy and security, consumer protection, data localization, ~~law through both legislative enforcement access to data~~, encryption, telecommunications, social media, payment processing, taxation, trade, intellectual property, competition, electronic contracts, internet access, net neutrality, advertising, content restrictions, protection of children, and accessibility, among others. We cannot guarantee that we have been or will be fully compliant in every jurisdiction. Litigation and regulatory proceedings are inherently uncertain, and the federal, state, and foreign laws and regulations governing issues such as data privacy and security, payment processing, taxation, net neutrality, liability of providers of online services, video, telecommunications, e-commerce tariffs, and consumer protection related to the internet continue to develop. Moreover, as internet commerce and advertising continue to evolve, increasing regulation by federal, state, and foreign regulatory authorities becomes more likely. As we develop new products and services and improve our products and services, we may also be subject to new laws and regulations specific to such technologies. For example, in developing our TiVo OS and DTS AutoStage solutions, we were required to understand, address, and comply with ~~and~~ ~~an~~ ~~judicial actions~~ evolving regulatory framework for developing, marketing, and selling operating systems for Smart TVs and automotive applications in many different international jurisdictions. ~~If we fail to adequately address our~~ ~~or~~ ~~copyright protections are compromised~~ ~~comply with such regulations~~, we may be subject to fines or sanctions, and we ~~or~~ ~~or~~ our partners may be unable to sell Smart TVs or other devices that incorporate our technologies, which could harm our business and our ability to grow our user base. Laws relating to data privacy and security, data localization, law enforcement access to data, encryption, consumer protection, protection of children, and similar activities continue to proliferate, often with little harmonization between jurisdictions and limited guidance. A number of bills are pending in the U. S. Congress and other government bodies that contain provisions that would regulate, for example, how companies ~~can circumvent~~ use cookies and other tracking technologies to collect, use, and share user information. Certain state laws, such as the CCPA, the CPRA, and the Virginia Consumer Data Protection Act, also impose requirements on certain tracking activity. The EU has laws requiring advertisers or companies like ~~our~~ ~~ours~~ to, for example, obtain unambiguous, affirmative consent from users for the placement of cookies or other tracking technologies and the delivery of relevant advertisements. In addition, the EU has adopted the Digital Services Act, which is legislation that updates the liability and safety rules for digital platforms, products, and services. The EU also recently adopted the Data Act, which seeks to enhance interoperability and facilitate data sharing and reuse across products and services. Regulatory investigations and enforcement actions could also impact our business operations. For example, companies in the media, entertainment, and advertising technology industries have been subject to government investigation by regulatory bodies with regard to compliance with data privacy and security laws. Advocacy organizations have also filed complaints with data protection authorities against businesses with streaming apps and advertising technology, arguing that certain of these companies' practices do not comply with the CCPA or other regulations. Such investigations or enforcement actions may require us to alter our practices. Further, if we or the third parties that we work with, such as contract payment processing services, content partners, vendors, or developers, violate ~~or are permitted~~ ~~alleged to violate~~ applicable privacy or security laws, laws concerning access to data, industry standards, our contractual obligations, or our policies, such violations and alleged violations may also put users' information at risk and could in turn harm our business and reputation and subject us to potential liability. Any of these consequences could cause users, advertisers, or content partners to lose trust in us, which could harm our business. Furthermore, any failure on our part to comply with these laws may subject us to liability and reputational harm. Our use of data to deliver relevant advertising and other services on our platform places us and our content partners at risk for claims under various unsettled laws, including the Video Privacy Protection Act ("VPPA"). In addition, in 2019, the FTC initiated a review of its rules implementing the Children's Online Privacy Protection Act ("COPPA"), which limits the collection ~~by law and become prevalent~~, operators of online services of personal information from children under the age of 13. Following ~~this~~ review, in December 2023, the FTC issued a formal Notice of Proposed Rulemaking that proposes specific revisions to the COPPA rule and seeks additional public input. Among other topics, the FTC has proposed rule changes that would prohibit targeted advertising to children absent express opt-in consent from parents, strengthen data security requirements for children's personal information, and limit the period during which children's personal information can be retained. The review has not been concluded and ~~could result in reduced~~ ~~broadening the applicability of COPPA and other changes~~. There have also been proposals in the U. S. Congress to amend and expand COPPA. Changes to the COPPA legislation or rules could limit the information that we or our content partners and advertisers may collect and use and the content of advertisements in relation to certain app partner content. The CPRA and certain other state privacy laws also impose certain opt in and opt out requirements before certain information about minors can be collected. California also has adopted a new law known as the Age Appropriate Design Code Act, which has a stated purpose of protecting "the well being, data, and privacy of children using online platforms." A federal district court in California granted a preliminary injunction preventing that law from going into effect during the pendency of litigation challenging it on constitutional grounds, and the California Attorney General has since asked a federal appeals court to lift that injunction. At the same time, since adoption of the California law, similar legislation has been introduced for consideration in other U. S. states. The EU and many of its member states, among other jurisdictions, also have rules that limit processing of personal information, including children's data, and that impose specific requirements intended to protect children online. For

example, Germany has enacted the German Youth Protection Act and the German Interstate Treaty on the Protection of Minors in the Media, which govern and restrict content that may be distributed to minors. We and our content partners and advertisers could be at risk for violation or alleged violation of these and other privacy, advertising, children's online protection, or similar laws. Rules governing new technological developments, such as developments in generative AI, remain unsettled. We leverage machine learning and AI technologies in developing and providing our products and services. The legal and regulatory landscape surrounding these technologies is rapidly evolving and uncertain, including in the areas of intellectual property, cybersecurity, and privacy and data protection. Compliance with new or changing laws, regulations or industry standards relating to these technologies may impose significant operational costs and may limit our ability to develop, deploy or use these technologies. U. S. or international rules (or the absence of rules) that permit internet access network operators to degrade users' internet speeds or limit internet data consumption by users, including unreasonable discrimination in the provision of broadband internet access services, could harm our business. Our products and services depend on the ability of users of our technologies to access the internet. We believe that the continued growth of streaming as an entertainment alternative will depend on the availability and growth of cost-effective broadband internet access (including mobile broadband internet access), the quality and reliability of broadband content delivery, and broadband service providers' ability to control the delivery speed of different content traveling on their networks. Laws, regulations, or court rulings that adversely affect the popularity or growth in use of the internet, including decisions that undermine open and neutrally administered internet access, or that disincentivize internet access network operators' willingness to invest in upgrades and maintenance of their equipment, could decrease customer demand for our technologies service offerings and may impose additional burdens on us, or could cause us to incur additional expenses or alter our business model. Some jurisdictions have adopted regulations governing the provision of internet access service. Substantial uncertainty exists in the United States and elsewhere regarding such provisions. For example, in 2015, the FCC adopted open internet rules to prevent internet access network operators from unreasonably restricting, blocking, degrading, or charging for access to certain products and services offered by us and our content partners. In 2018, the FCC repealed most of those rules. In September 2023, the FCC formally proposed to restore the 2015 open internet rules and re-establish the FCC's role in overseeing broadband providers, although some representatives of broadband providers have already stated that they may challenge such a decision in court. If network operators were to engage in restricting, blocking, degrading, or charging for access, it could impede our growth, result in a decline in our quality of service, cause us to incur additional expense, or otherwise impair our ability to attract and retain users, any of which could harm our business. Several states and foreign countries in which we operate also have adopted or are considering rules governing the provision of internet access. In addition, in some jurisdictions (including the United States), network operators are pursuing proposals that would require or enable them to impose fees on content providers related to delivery of network traffic. As we expand internationally, government regulation protecting the non-discriminatory provision of internet access may be nascent or non-existent. In those markets where regulatory safeguards against unreasonable discrimination are nascent or non-existent and where local network operators possess substantial market power, we could experience anti-competitive practices that could impede our growth, cause us to incur additional expenses, or otherwise harm our business. Future regulations or changes in laws and regulations (or their existing interpretations or applications) could also hinder our operational flexibility, raise compliance costs, and result in additional liabilities for us, which may harm our business. If we are found liable for content that is distributed through or advertising that is served through our platform, our business could be harmed. Many laws. As a distributor of content, we face potential liability for negligence, copyright, patent, or trademark infringement, public performance royalties or other claims based on the nature and regulations content of materials that we distribute. We rely on the statutory safe harbors, as set forth in the Digital Millennium Copyright Act (the "DMCA"), Section 230 of the Communications Decency Act ("Section 230") in the United States, and the E-Commerce Directive in Europe, for protection against liability for various caching, hosting, and linking activities. The DMCA, Section 230, and similar statutes and doctrines on which we rely or may rely in the future are subject pending and may be adopted by the U. S. federal government, individual states and local jurisdictions and other countries with respect to the internet uncertain judicial interpretation and regulatory and legislative amendments. Any legislation or court rulings These laws may relate to many areas that limit impact our business, including intellectual property rights, digital rights management, copyright, property ownership, privacy, taxation, and the CE, automotive, and television industry. These types of regulations are likely to differ between countries and other -- the applicability political and geographic divisions. Changes to or the interpretation of these laws safe harbors could increase our costs, expose us to increased litigation risk, substantial defense costs and other liabilities or require us to take a different approach toward content moderation, which could diminish the depth, breadth, and variety of content that we offer, inhibit or our ability to generate advertising, our or customers to otherwise adversely affect our business. Moreover, if the rules around these statutes and doctrines change, if international jurisdictions refuse to apply similar protections, or if a court were to disagree with our application of those rules to our business practices. Laws, we could incur liabilities and or our business could be harmed. If we become liable for these types of claims as a result of the content that is streamed over or the advertisements that are served through our products or services, then our business may suffer. Litigation to defend these claims could be costly and the expenses and damages arising from any liability could harm our business. Our insurance may not be adequate to cover these types of claims or any liability that may be imposed on us. In addition, regardless of any legal protections that may limit our liability for the actions of third parties, we may be adversely impacted if copyright holders assert claims, or commence litigation, alleging copyright infringement against the developers of apps that are distributed on our products or services. Our products and services may be misused by unaffiliated third parties to unlawfully distribute copyrighted content. If

content owners or distributors are deterred from working with us as a consequence, it could impair our ability to maintain or expand our business, including through international expansion plans. We are subject to broadcast laws and regulations, and failure to comply with such laws and regulations could harm be interpreted to prevent or our business limit access to some or all television signals by certain CE devices, or impose limits on the number of copies, the ability to transfer or move copies, or the length of time a consumer may retain copies of some or all types of television programming. In addition **The TV**, the automotive, satellite transmission, cable, and telecommunications industries are subject to pervasive regulation, both in the United States and in other countries. For example, **the Federal Communications Commission ("FCC")** in the United States has licensing and other requirements, in addition to extensive regulation by local and state authorities. The FCC **or regulators in other countries** could promulgate new regulations or interpret existing regulations in a manner that would cause us to incur significant compliance costs or force us to alter or eliminate certain features or functionality of our products or services, which may adversely affect our business. For example, **regulators the FCC** could determine that certain of our products **or services** fail to comply with regulations concerning matters such as electrical interference, copy protection, digital tuners, accessibility for blind and deaf users, **emergency alerts, broadcast regulations, online marketplace regulations, operations regulations**, or display of television programming based on **content** rating systems. In the United States, the FCC regulates the broadcast radio industry, interprets laws enacted by Congress and establishes and enforces regulations governing radio broadcasting. It is unclear what **laws, rules and regulations the FCC may be adopt-adopted** regarding digital audio broadcasting and what effect, if any, such **laws, rules and regulations** will have on our **product licensing** business, the operations of stations using our HD Radio technology, or consumer electronics manufacturers. Any additional **laws, rules and regulations** imposed on digital audio broadcasting may adversely impact the attractiveness of HD Radio technology and negatively impact our business, financial condition and results of operations. Also, non-compliance by us, or by radio stations offering HD Radio broadcasts, with any FCC requirements or conditions could result in fines, additional license conditions, license revocation or other detrimental FCC actions. **If it is difficult to anticipate the impact of current or future laws and regulations on our business.** We may have significant expenses associated with staying apprised of and in compliance with local, state, federal, and international legislation and regulation of our business and in presenting our position on proposed laws and regulations. Our products, services and back-end information technology systems can collect and allow us to store individual viewer and account preferences as well as other data our customers may consider confidential or may be considered personal information or personal data under applicable regulatory schemes. To provide better consumer experiences and to operate effectively, and for our analytics business, advertising monetization and other businesses, we **fail** collect certain information from users. Collection and use of such information may be subject to U.S. federal, state and international privacy and data collection laws and regulations, and standards used by credit card companies applicable to merchants processing credit card details. We may also be subject to third-party privacy policies, permissions and obligations we owe to third parties, including, for example, those of pay TV service providers. We post our privacy policies concerning the collection, use and disclosure of user data, including interactions between client and the back-end information technology systems. Privacy concerns and changing regulations, however, could create uncertainty in the marketplace for TVs, advertising monetization and for our products and services more generally. Any failure by us to comply with privacy policies **anti-corruption** or contractual obligations **bribery laws**, any failure to comply with standards set by credit card companies relating to privacy or data collection, any failure to conform the privacy policy to changing aspects of our business or applicable law, or any existing or new legislation regarding privacy issues could **be harmed. As we expand** impact our data collection and monetization efforts and subject us to fines, litigation or **our international operations** other liability. Further, our compliance with such laws dealing with the use, collection and processing of such customer data, including personal data and personal information, is core to our strategy. These laws are increasing in number, enforcement, fines and other penalties. All states have adopted laws requiring notice to consumers of a security breach implicating their personal information. In the event of a security breach, these laws may subject us to incident response, notice, mitigation, and remediation costs, as well as costs associated with any investigations that might arise from federal regulatory agencies and state attorneys general. Failure to safeguard data adequately or to destroy data securely in light of data handling best practices, could subject us to regulatory investigations or enforcement actions under federal or state data security, unfair practices, or consumer protection laws. The scope, interpretation and requirements of these laws could change and the associated burdens and compliance costs could increase in the future. Two such governmental regulations that have significant implications for our products and services are the European Union's General Data Protection Regulation and the California Consumer Privacy Act as amended by the California Privacy Rights Act of 2020. The privacy regulations we are subject to increased **corruption risk-our business, financial condition and results of operations. We are also subject to risks associated with applicable anti-corruption** laws such as, including the U.S. Foreign Corrupt Practices Act ("**FCPA**"), **which** UK Bribery Act, and other anti-corruption laws. Such laws generally **prohibit-prohibits** companies and their employees and intermediaries from making payments to foreign officials for the purpose of obtaining an advantage or benefits, and **require requires** public companies to maintain accurate books and records and a system of internal accounting controls. Under these laws, companies may be held liable for actions taken by directors, officers, employees, agents, or other partners or representatives. If we or our intermediaries fail to comply with the requirements of the FCPA or similar laws, governmental authorities could commence an investigation or seek to impose civil and criminal fines and penalties which could have a material adverse effect on **our business, financial condition and results of** are worldwide and include various locations **subject to the reporting requirements of the Securities Exchange Act of 1934**, including North America as amended (the "**Exchange Act**") and are required to comply with the applicable requirements of the Sarbanes-Oxley Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act, **the listing requirements of the New York Stock Exchange, and the other applicable securities rules** European Union, Asia-Pacific and Latin America regions **regulations**. Compliance with these **rules and any other applicable privacy and data security laws and regulations is a rigorous has increased our legal and financial**

compliance costs, made some activities more time-intensive process, consuming or costly and increased demand on our systems and resources. Among other things, the Exchange Act requires that we file annual, quarterly, and current reports with respect to our business and results of operations and maintain effective disclosure controls and procedures and internal control over financial reporting. Significant resources and management oversight are required to maintain our disclosure controls and procedures and internal control over financial reporting to meet this standard. As a result, management's attention may be required to put diverted from other business concerns, which could harm our business, financial condition, or results of operations. There is no guarantee that in place additional mechanisms ensuring compliance the future we will be able to remediate any identified material weakness timely or at all, or in a cost-effective manner. If the remediation of any identified material weakness is not completed in a timely fashion, or at all, or if the plan is inadequate, there will be an increased risk that we may be unable to timely file future periodic reports with the new data protection rules SEC and that future financial statements could contain errors that will be undetected. The existence of any material weakness in our internal control over financial reporting could also affect our ability to obtain financing or could increase the cost of any such financing. Any such material weakness could also cause investors to lose confidence in the reliability of our financial statements and could result in a decline in the value of our common stock. If we fail to comply with the laws and regulations relating to the payment of income taxes and the collection of indirect taxes, we could be exposed to unexpected costs, expenses, penalties, and fees as a result of our noncompliance, which could harm our business. We are subject to requirements to deduct or withhold income taxes on revenue sourced in various jurisdictions, pay income taxes on profits earned by any permanent establishment (or similar enterprise) of ours that carries on business in various jurisdictions, and collect indirect taxes from our sales in various jurisdictions. The laws and regulations governing the withholding and payment of income taxes and the collection of indirect taxes are numerous, complex, and vary by jurisdiction. A successful assertion by one or more jurisdictions that we were required to withhold or pay income taxes or collect indirect taxes where we did not could result in substantial tax liabilities, fees, and expenses, including substantial interest and penalty charges, which could harm our business. New legislation that would change U. S. or foreign taxation of international business activities or other tax-reform policies could harm our business. We earn a portion of our income in foreign countries and, as such, we are subject to tax laws or in the United States and numerous foreign jurisdictions. Current economic and political conditions make tax laws and regulations, or their interpretation and application, in any jurisdiction subject to significant change. Proposals to reform U. S. and foreign tax laws could significantly impact how U. S. multinational corporations are taxed on foreign earnings and could increase the U. S. corporate tax rate. Although we cannot predict whether or in what form these proposals will pass, several of the proposals under consideration, if enacted into law, could have an adverse impact on our effective tax rate, income tax expense, and cash flows. We have been, are currently, and may face in the future be subject to litigation, claims, regulatory inquiries, investigations, and other legal proceedings, which could cause us to incur substantial costs or require us to change our business practices in a way that could seriously harm our business. We have been, are currently, and may in the future be subject to various legal proceedings, claims, arbitration proceedings, and investigations and inquiries from government entities, including with regard to intellectual property, employment, consumer and data privacy, corporate governance, and commercial disputes, among other matters. These matters are inherently uncertain. Any proceedings, claims, or inquiries initiated by or against us, whether successful or not, may be time-consuming, subject us to damage awards, regulatory orders, consent decrees, injunctive relief, fines, or other penalties or sanctions, require us to change our policies or practices, result in increased operating costs, divert management's attention, harm our reputation, and require us to incur significant fines-legal and penalties that other expenses. In addition, our insurance may not be adequate to protect us from all material expenses related to pending and future claims. Any of these factors could materially adversely affect our business, financial condition, and results of operations, and could damage and harm our reputation. Furthermore, the laws are not consistent among various international and state jurisdictions, and compliance in the event of a widespread data breach is costly. In addition, the Children's Online Privacy Protection Act imposes civil and criminal penalties on persons collecting personal information from children under the age of 13. We do not knowingly distribute harmful materials to minors, direct our websites or services to children under the age of 13, or collect personal information from children under the age of 13. However, we are not able to control the ways in which consumers use our technology, and our technology may be used for purposes that we do not have control over that may violate this law or other similar laws. The manner in which such laws may be interpreted and enforced cannot be fully determined, and future legislation could subject us to liability if we were deemed to be non-compliant. Other jurisdictions have laws and regulations governing the collection of personal data from minors (age of majority determined independently in each jurisdiction), the materials we distribute to the minors, and the medium through which they are distributed. Further, if our technological security measures are compromised, our customers may curtail or stop use of our products and services. Our or our partners' products and services such as DVRs and Smart TVs "Powered by TiVo" may contain the private information of our customers, and security breaches could expose us to a risk of loss of this information, which could result in potential liability and litigation. Technology standards are important in the audio and video industry as they help to assure compatibility across a system or series of products. Generally, standards adoption occurs on either a mandatory basis, requiring a particular technology to be available in a particular product or medium, or an optional basis, meaning that a particular technology may be, but is not required to be, utilized. If standards are re-examined or a new standard is developed in which we are not included, our growth in that area of our business could be significantly lower than expected. As new technologies and entertainment media emerge, new standards relating to these technologies or media may develop. New standards may also emerge in existing markets that are currently characterized by competing formats, such as the automotive market or the market for TVs or PCs. We may not be successful in our efforts to include our technology in any such standards. Standards sometimes require implementors or

contributors to offer to license their relevant intellectual property on reasonable and non-discriminatory terms (RAND) or on fair, reasonable, and non-discriminatory terms (FRAND), but if standards that may apply to our technologies start requiring implementors or contributors to license their relevant intellectual property on a reasonable and non-discriminatory, zero royalty (RAND-Z) or reasonable and non-discriminatory, royalty-free (RAND-RF) basis, it may affect our ability to be compensated for our technologies that may be included in such standards. Our activities to advertise, market and sell our services directly to consumers are highly regulated by constantly evolving state and federal laws and regulations. We engage in various advertising, marketing and other promotional activities. For instance, in the past, we have offered sweepstakes, gift subscriptions and mail-in-rebates to consumers, which are subject to state and federal laws and regulations. A constantly evolving network of state and federal laws is increasingly regulating these promotional activities. Additionally, we enter into subscription service contracts directly with consumers which govern both our provision of and the consumers' payment for the TiVo Pay-TV service. For example, consumers who activate new monthly subscriptions to the TiVo Pay-TV service may be required to commit to pay for the TiVo service for a minimum of one year or be subject to an early termination fee if they terminate prior to the expiration of their commitment period. If the terms of our subscription service contracts with consumers, such as auto-renewals or our imposition of an early termination fee, or sweepstakes, rebate or gift subscription programs were to violate state or federal laws or regulations, we could be subject to lawsuits, penalties, enforcement actions, and / or negative publicity in which case our business, financial condition and results of operations could be harmed. **The absence of regulations relating to the compatibility between cable systems and CE equipment could harm our business. Beginning in 2003, the FCC adopted regulations implementing an agreement between cable television system operators and CE manufacturers to facilitate the retail availability of so-called "plug and play" devices that use unidirectional CableCARDS, including digital televisions and other digital devices that enable subscribers to access cable television programming without the need for a set-top-box (STB) (but without the ability for consumers to use interactive content). In September 2020, the FCC eliminated rules requiring cable providers to support CableCARD. While the cable industry has continued to provide CableCARDS for third-party devices like ours, we cannot predict the ultimate impact of any new technical equipment regulations on our business and operations. Current FCC regulations no longer prohibit multi-channel video service providers from deploying navigation devices with combined security and non-security functions, and further developments with respect to these issues could impact the availability and / or demand for "plug and play" devices, particularly bi-directional devices and STBs, all of which could affect demand for UXs incorporated in STBs or CE devices. If the cable industry decided to cease providing CableCARD support for TiVo retail customers, recurring monthly retail service fees would be affected as customers would likely cancel the TiVo service on their devices.** Risks Relating to the Separation We may be unable to achieve some or all of the benefits that we expect-expected to achieve from our Separation. We may not be able to achieve the full strategic, financial, operational, or other benefits expected to result from the Separation, or such benefits may be delayed or not occur at all. The Separation and Distribution are-were expected to provide the following benefits, among others: • eliminating competing priorities for capital allocation between the Former Parent's product and IP licensing businesses; • enabling our management team to better focus on strengthening our core businesses and operations; • enhancing operational flexibility for our businesses, particularly in dealing with suppliers and customers; • streamlining the investment profiles to-of our business and may enhance their marketability; and • improving access to talent by allowing us to capitalize on our distinct cultures and recruitment strategies. However, we may be unable to achieve some or all of these benefits. **As** In addition, post-separation activities continue to require significant amounts of management's time and effort, which may divert management's attention from operating and growing our business. Further, as an independent public company, we may be more susceptible to market fluctuations and other adverse events and our business is less diversified than when we were part of our Former Parent. If we fail to achieve some or all of the benefits that we expect-expected to achieve as an independent company, or do not achieve them in the time we expect, our business, financial condition and results of operations could be materially and adversely affected. If the Distribution, together with certain related transactions, were to fail to qualify for non-recognition treatment for U. S. federal income tax purposes, then we and our stockholders could be subject to significant tax and liability. Our Former Parent received a Tax Opinion from the law firm Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden"), our external legal advisors in connection with the Separation, in form and substance acceptable to Xperi, substantially to the effect that, among other things, the Distribution and certain related transactions would qualify as a tax-free transaction under sections 355 and 368 (a) (1) (D) of the Internal Revenue Code (the "Code"). Additionally, our Former Parent received an IRS Ruling, substantially to the effect that, among other things, the Distribution would qualify as a tax-free transaction under sections 355 and 368 (a) (1) (D) of the Code. The IRS Ruling and the Tax Opinion relied on certain facts, assumptions, and undertakings, and certain representations from our Former Parent and us, regarding the past and future conduct of both respective businesses and other matters, including those discussed in the risk factor immediately below. The Tax Opinion also relied on the continued validity of the IRS Ruling (as described below). Notwithstanding the Tax Opinion and the IRS Ruling, the IRS could determine on audit that the Distribution or certain related transactions should be treated as a taxable transaction if it determines that any of these facts, assumptions, representations or undertakings are not correct or have been violated, or that the Distribution should be taxable for other reasons, including if the IRS were to disagree with the conclusions of the Tax Opinion that are not covered by the IRS Ruling. If certain related transactions, including certain transactions undertaken pursuant to the Internal Reorganization and Business Realignment that were intended to qualify for tax-free treatment, fail to qualify for tax-free treatment under U. S. federal, state, local tax and / or foreign tax law, we and our Former Parent could incur significant tax liabilities and / or lose significant tax attributes under U. S. federal, state, local and / or foreign tax law. Generally, taxes resulting from the failure of the Distribution to qualify for non-recognition treatment for U. S. federal income tax purposes would be imposed on us and our stockholders. Under the Tax Matters Agreement that we entered into with our Former Parent, we are generally responsible for any taxes that arise from the failure of the Distribution to qualify

as tax- free for U. S. federal income tax purposes within the meaning of section 355 of the Code or from the failure of certain related transactions to qualify for tax- free treatment to the extent such failure to qualify is attributable to actions, events or transactions relating to our or our affiliates' stock, assets or business, or any breach of our representations, covenants or obligations under the Tax Matters Agreement (or any other agreement we enter into in connection with the Separation and Distribution), the materials submitted to the IRS in connection with the IRS ruling, or our representations made in any representation letter provided to Skadden in connection with the Tax Opinion. Our Former Parent is separately responsible for any taxes that arise from the failure of the Distribution to qualify as tax- free for U. S. federal income tax purposes within the meaning of section 355 of the Code or the failure of certain related transactions to qualify for tax- free treatment, to the extent such failure to qualify is attributable to actions, events or transactions relating to our Former Parent' s or its affiliates' stock, assets or business, or any breach of its representations, covenants or obligations under the Tax Matters Agreement (or any other agreement entered into in connection with the Separation and Distribution), the materials submitted to the IRS in connection with the IRS Ruling or the representations made in the representation letter provided to counsel in connection with the Tax Opinion. If the Distribution fails to qualify for non- recognition treatment for U. S. federal income tax purposes for certain reasons relating to the overall structure of the Mergers and the Distribution, then under the Tax Matters Agreement, we and our Former Parent could share the tax liability resulting from such failure in accordance with our relative market capitalizations as of the Distribution Date (determined based on the average trading prices of each company' s stock during the ten trading days beginning on the Distribution Date). Events triggering an indemnification obligation under the Tax Matters Agreement include events occurring after the Distribution that cause our Former Parent to recognize a gain under section 355-355I (e) of the Code, as discussed further below. Such tax amounts could be significant. To the extent that we are responsible for any liability under the Tax Matters Agreement, there could be a material adverse impact on our business, financial condition, results of operations and cash flows in future reporting periods. The IRS may assert that the Mergers cause the Distribution and other related transactions to be taxable to our Former Parent, in which case we could be subject to significant indemnification liability. Even if the Distribution otherwise constitutes a tax- free transaction to stockholders under section 355 of the Code, our Former Parent may be required to recognize corporate level tax on the Distribution and certain related transactions under section 355 (e) of the Code if, as a result of the Mergers or other transactions considered part of a plan with the Distribution, there is a 50 percent or greater change of ownership in our Former Parent or us. Following the Mergers, and in anticipation of the Distribution, our Former Parent sought and received the IRS Ruling, which included a ruling from the IRS regarding the proper manner and methodology for measuring the common ownership in the stock of our Former Parent, Pre- Merger Xperi and Pre- Merger TiVo for purposes of determining whether there has been a 50 percent or greater change of ownership under section 355 (e) of the Code. The Tax Opinion relies on the continued validity of the IRS Ruling, as well as certain factual representations from Xperi as to the extent of common ownership in the stock of Pre- Merger Xperi and Pre- Merger TiVo immediately prior to the Mergers. Based on the representations made by our Former Parent as to the common ownership in the stock of Pre- Merger Xperi and Pre- Merger TiVo immediately prior to the Mergers and assuming the continued validity of the IRS Ruling, the Tax Opinion concludes that there was not a 50 percent or greater change of ownership in our Former Parent, Pre- Merger Xperi or Pre- Merger TiVo for purposes of section 355 (e) as a result of the Mergers. Notwithstanding the Tax Opinion and the IRS Ruling, the IRS could determine that the Distribution or a related transaction should nevertheless be treated as a taxable transaction to our Former Parent if it determines that any of the facts, assumptions, representations or undertakings of our Former Parent is not correct or that the Distribution should be taxable for other reasons, including if the IRS were to disagree with the conclusions in the Tax Opinion that are not covered by the IRS Ruling. If our Former Parent is required to recognize corporate level tax on the Distribution and certain related transactions under section 355 (e) of the Code, then under the Tax Matters Agreement, we may be required to indemnify our Former Parent for all or a portion of such taxes, which could be a significant amount, if such taxes were the result of either direct or indirect transfers of our stock or certain reasons relating to the overall structure of the Mergers and the Distribution. For a more detailed description, see the section entitled " Certain Relationships and Related Party Transactions — Tax Matters Agreement. " **We are subject to continuing contingent tax-related liabilities of our Former Parent following the Distribution.** There are several significant areas where the liabilities of our Former Parent may become our obligations either in whole or in part. For example, under the Code and the related rules and regulations, each corporation that was a member of our Former Parent' s consolidated tax reporting group during any taxable period or portion of any taxable period ending on or before the effective time of the Distribution is jointly and severally liable for the U. S. federal income tax liability of the entire consolidated tax reporting group for such taxable period. Additionally, to the extent that any subsidiary of ours was included in the consolidated tax reporting group of either Pre- Merger Xperi or Pre- Merger TiVo for any taxable period or portion of any taxable period ending on or before the effective date of the Mergers, such subsidiary is jointly and severally liable for the U. S. federal income tax liability of the entire consolidated tax reporting group of Pre- Merger Xperi or Pre- Merger TiVo, as applicable, for such taxable period. In connection with the Distribution, we entered into a Tax Matters Agreement with our Former Parent that allocates the responsibility for prior period consolidated taxes between Xperi Inc. and our Former Parent. If our Former Parent were unable to pay any prior period taxes for which it is responsible, however, we could be required to pay the entire amount of such taxes, and such amounts could be significant. Other provisions of U. S. federal, state, local, or foreign law may establish similar liability for other matters, including laws governing tax- qualified pension plans, as well as other contingent liabilities. **Our income tax expense for the year ended December 31, 2022 was calculated on a separate return basis as if we would file our tax return for the full twelve months in 2022. However, activities for periods prior to the Separation will generally be reported on U. S. income tax returns filed by our Former Parent utilizes certain pre- Separation** **We may be required to adjust our tax accounts** **As a result, income tax attributes expense presented in our consolidated statements of operations for periods prior to the Separation may not necessarily be representative of the taxes that may arise in the future when we file our income tax returns independent from the Former Parent' s returns.** In

the future, under the Tax Matters Agreement, our Former Parent may utilize certain of our tax attributes generated during pre-Separation periods in order to reduce its tax liability for tax years ended December 31, 2022 and earlier. If our Former Parent should utilize such attributes, we may be required to adjust our tax accounts which may negatively impact our financial results .

We agreed to numerous restrictions to preserve the tax- free treatment of the Distribution and certain related transactions in the United States, which may reduce our strategic and operating flexibility . Our ability to engage in certain transactions could be limited or restricted to preserve, for U. S. federal income tax purposes, the tax- free nature of the Distribution by our Former Parent, and certain aspects of the Internal Reorganization and Business Realignment. As discussed above, even if the Distribution otherwise qualifies for tax- free treatment under section 355 of the Code, the Distribution may result in corporate- level taxable gain to our Former Parent under section 355 (e) of the Code if a transaction results in a change of ownership of 50 percent or greater in us as part of a plan or series of related transactions that includes the Distribution. The process for determining whether an acquisition or issuance triggering these provisions has occurred, the extent to which any such acquisition or issuance results in a change of ownership and the cumulative effect of any such acquisition or issuance together with any prior acquisitions or issuances (including the Mergers) is complex, inherently factual and subject to interpretation of the facts and circumstances of a particular case. Any acquisitions or issuances of Xperi Inc. common stock within a two- year period after the Distribution generally are presumed to be part of such a plan that includes the Distribution, although such presumption may be rebutted. As a result of these limitations, and certain other requirements under section 355 of the Code, under the Tax Matters Agreement that we entered into with our Former Parent, for the two- year period following the Distribution, we are prohibited, except in certain circumstances, from, among other things: • entering into any transaction resulting in acquisitions of a certain percentage of our assets, whether by merger or otherwise; • dissolving, merging, consolidating or liquidating; • undertaking or permitting any transaction relating to our stock, including issuances, redemptions or repurchases other than certain, limited, permitted issuances and repurchases; • affecting the relative voting rights of our stock, whether by amending our certificate of incorporation or otherwise; or • ceasing to actively conduct our business. These restrictions may significantly limit our ability to pursue certain strategic transactions or other transactions that we may believe to otherwise be in the best interests of our stockholders or that might increase the value of our business .

Our historical financial information may not be fully representative of the results we would have achieved as an independent, publicly- traded company and may not be a reliable indicator of our future results . The historical financial information included in this Annual Report on Form 10- K may not reflect what our financial condition, results of operations and cash flows would have been had we been an independent, publicly- traded company during the periods presented and may not be a reliable indicator of our future results. This is primarily because: • Our historical financial information prior to the Separation includes the allocation of corporate expenses of our Former Parent, and these allocations are not necessarily representative of the costs we have incurred for similar services as an independent company following the Separation and Distribution. • Prior to the Separation, our business had historically principally satisfied our working capital requirements and obtained capital for our general corporate purposes, including acquisitions and capital expenditures, as part of our Former Parent’ s company- wide cash management practices. Although these practices have historically generated sufficient cash to finance the working capital and other cash requirements of our business, following the Separation and Distribution, we no longer have access to cash generated by our Former Parent after the Separation nor do our cash generating revenue streams mirror those of our Former Parent. We may therefore need to obtain additional financing from banks, through public offerings or private placements of debt or equity securities or other arrangements. • Prior to the Separation, our business was operated under the umbrella of our Former Parent’ s corporate organization. This integration permitted our business (or portions thereof) to enjoy economies of scope and scale in costs, employees, vendor relationships and customer relationships, as part of the Former Parent organization. The loss of these economies of scope and scale could have an adverse effect on our business, financial condition and results of operations. • Other significant changes have occurred in our cost structure, management, financing and business operations as a result of the Separation and Distribution and our operating as a company separate from our Former Parent. As a result, the financial information included in this Annual Report on Form 10- K is not necessarily indicative of what our financial position, results of operations and cash flow may be in the future .

We may not enjoy the same benefits of diversity, leverage and market reputation as a standalone company that we enjoyed as a part of our Former Parent . Prior to the Separation, our business (or portions thereof) historically benefited from our Former Parent’ s operating diversity and purchasing power as well as opportunities to pursue integrated strategies with our Former Parent’ s other businesses, including those businesses that formed part of our Former Parent’ s IP licensing business that were allocated to our Former Parent in connection with the Separation. Following the Separation and Distribution, we will not have similar diversity or integration opportunities and may not have similar purchasing power or access to the capital markets. Additionally, following the Separation and Distribution, we are more susceptible to market fluctuations and other adverse events than if we had remained part of the previous organizational structure. As part of our Former Parent, our business had been able to leverage the historical market reputation and performance of our Former Parent and its businesses’ brand identities, which allowed us to, among other things, recruit and retain key personnel to run our business. As a standalone company, our market reputation, performance, or brand identity may be not as strong as that of our Former Parent, which may make it more difficult for us to recruit or retain such key personnel. In connection with our Separation, we assumed, and are obligated to indemnify our Former Parent for, certain liabilities. If we are required to make payments pursuant to these indemnities, we may need to divert cash to meet those obligations and our financial results could be negatively impacted. In addition, our Former Parent assumed, and will be obligated to indemnify us for, certain liabilities. These indemnities may not be sufficient to insure us against the full amount of liabilities for which we will be allocated responsibility, and our Former Parent may not be able to satisfy their indemnification obligations in the future. Pursuant to the Separation and Distribution Agreement, the Employee Matters Agreement and the Tax Matters Agreement, we agreed to assume and to indemnify our Former Parent for certain liabilities for uncapped amounts, which may include, among other items, associated

defense costs, settlement amounts and judgments. Payments pursuant to these indemnities may be significant and could negatively impact our business, particularly indemnities relating to our actions that could impact the tax-free nature of the Distribution. Third parties could also seek to hold us responsible for any of the liabilities allocated to our Former Parent, including those related to our Former Parent's IP licensing business. Our Former Parent agreed to indemnify us for such liabilities, but such indemnities may not be sufficient to protect us against the full amount of such liabilities. In addition, our Former Parent may not be able to fully satisfy their indemnification obligations. Even if we ultimately succeed in recovering from our Former Parent any amounts for which we are held liable, we may be temporarily required to bear these losses ourselves. Each of these risks could negatively affect our business, financial condition, results of operations and cash flows. Additionally, we generally assumed and are responsible for the payment of our share of (i) certain liabilities of our Former Parent relating to, arising out of or resulting from certain general corporate matters of our Former Parent and (ii) certain separation expenses not otherwise allocated to our Former Parent (or allocated specifically to us) pursuant to the Separation and Distribution Agreement, and third parties could seek to hold us responsible for our Former Parent's share of any such liabilities. Our Former Parent is obligated to indemnify us for their share of any such liabilities; however, such indemnities may not be sufficient to protect us against the full amount of such liabilities, and / or our Former Parent may not be able to fully satisfy their respective indemnification obligations. In addition, even if we ultimately succeed in recovering from our Former Parent any amounts for which we are held liable in excess of our agreed share, we may be temporarily required to bear these losses ourselves. Each of these risks could negatively affect our business, financial condition, results of operations and cash flows. The business separation and related transactions may expose us to potential liabilities arising out of state and federal fraudulent conveyance laws and legal distribution requirements. Although we have received a solvency opinion confirming that we and our Former Parent will each be adequately capitalized following the Distribution, the Separation could be challenged under various state and federal fraudulent conveyance laws. Fraudulent conveyances or transfers are generally defined to include transfers made or obligations incurred with the actual intent to hinder, delay or defraud current or future creditors or transfers made or obligations incurred for less than reasonably equivalent value when the debtor was insolvent, or that rendered the debtor insolvent, inadequately capitalized or unable to pay its debts as they become due. Any unpaid creditor could claim that the Former Parent did not receive fair consideration or reasonably equivalent value in the Separation and Distribution, and that the Separation and Distribution left our Former Parent insolvent or with unreasonably small capital or that the Former Parent intended or believed it would incur debts beyond its ability to pay such debts as they mature. If a court were to agree with such a creditor, then such court could void the Separation and Distribution as a fraudulent transfer or impose substantial liabilities on us, which may adversely affect our financial condition and our results of operations. Among other things, the court could return some of our assets or your shares of Xperi Inc. common stock to our Former Parent, provide our Former Parent with a claim for money damages against us in an amount equal to the difference between the consideration received by our Former Parent and the fair market value of us at the time of the Distribution, or require us to fund liabilities of other companies involved in the Internal Reorganization and Business Realignment for the benefit of creditors. The Distribution is also subject to review under state corporate distribution statutes. Under the Delaware General Corporation Law (the "DGCL"), a corporation may only pay dividends to its stockholders either (i) out of its surplus (net assets minus capital) or (ii) if there is no such surplus, out of its net profits for the fiscal year in which the dividend is declared and / or the preceding fiscal year. Although the Former Parent board of directors intended to make the Distribution out of the Former Parent's surplus and received an opinion that the Former Parent has adequate surplus under Delaware law to declare the dividend of our common stock in connection with the Distribution, there can be no assurance that a court will not later determine that some or all of the Distribution was unlawful. Our Former Parent **may compete with us. Our Former Parent** will not be restricted from competing with us. If our Former Parent in the future decides to engage in the type of business we conduct or to engage our customers or prospective customers in IP licensing discussions, it may have a competitive advantage over us or interfere with our actual or prospective relations with our customers, which may cause our business, financial condition and results of operations to be materially adversely affected. **We may have received better terms from unaffiliated third parties than the terms we will receive in our agreements with our Former Parent.** The agreements we entered into with our Former Parent in connection with the separation, including the Separation and Distribution Agreement, Transition Services Agreement, Employee Matters Agreement, Tax Matters Agreement, Data Sharing Agreement and Cross Business License Agreement were prepared in the context of our separation from our Former Parent while we were still a wholly-owned subsidiary of our Former Parent. Accordingly, during the period in which the terms of those agreements were prepared, we did not have a separate or independent board of directors or a management team that was separate from or independent of our Former Parent. As a result, the terms of those agreements may not reflect terms that would have resulted from arm's-length negotiations between unaffiliated third parties. Arm's-length negotiations between our Former Parent and an unaffiliated third-party in another form of transaction, such as a buyer in a sale of a business transaction, may have resulted in more favorable terms to the unaffiliated third party. Risks relating **Relating** to Ownership of **our Our** Common Stock **We cannot be certain** As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and are required to comply with the applicable requirements of the Sarbanes-Oxley Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act, the listing requirements of the New York Stock Exchange, and other applicable securities rules and regulations. Compliance with these rules and regulations has increased our legal and financial compliance costs, made some activities more time-consuming or costly and increased demand on our systems and resources. Among other things, the Exchange Act requires that we file annual, quarterly and **an active trading market** current reports with respect to our business and results of operations and maintain effective disclosure controls and procedures and internal control over financial reporting. Significant resources and management oversight are required to maintain our disclosure controls and procedures and internal control over financial reporting to meet this standard. As a result, management's attention may be diverted from other business concerns, which could harm our business, financial condition or

for our common stock results of operations. There is no guarantee that in the future we will be **sustained** able to remediate any identified material weakness timely or at all, or in a cost-effective manner. If the remediation of any identified material weakness is not completed in a timely fashion, or at all, or if the plan is inadequate, there will be an **and** increased risk that we may be unable to timely file future periodic reports with the SEC and that future financial statements could contain errors that will be undetected. The existence of any material weakness in our internal control over financial reporting could also affect our ability to obtain financing or **our** could increase the cost of any such financing. Any such material weakness could also cause investors to lose confidence in the reliability of our financial statements and could result in a decline in the value of our common stock **price may fluctuate significantly**. Our common stock has been traded on the New York Stock Exchange since October 2022. The market price of our common stock may fluctuate significantly due to a number of factors, some of which may be beyond our control, including: • our quarterly or annual earnings, or those of other companies in our industry; • the failure of securities analysts to cover our common stock; • actual or anticipated fluctuations in our operating results; • changes in earnings estimates by securities analysts or our ability to meet those estimates or our earnings guidance; • the operating and stock price performance of other comparable companies; • overall market fluctuations and domestic and worldwide economic conditions; and • other factors described in these “ Risk Factors ” and elsewhere herein. Stock markets in general have experienced volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the trading price of our common stock. **We cannot guarantee the timing, amount or payment of dividends, if any, on our common stock in the future**. There can be no assurance that we will have sufficient surplus under Delaware law to be able to pay any dividends in the future. The declaration, payment and amount of any dividends will be subject to the sole discretion of our Board of Directors and will depend upon many factors, including our financial condition and prospects, our capital requirements and access to capital markets, covenants associated with certain of our debt obligations, legal requirements and other factors that our Board of Directors may deem relevant, and there can be no assurances that we will pay any dividends in the future. A stockholder’s percentage **of ownership in us may be diluted in the future. A stockholder’s percentage** ownership in us may be diluted because of equity issuances for acquisitions, capital market transactions or otherwise, including, without limitation, equity awards that we may grant to our directors, officers, and employees. In addition, our amended and restated certificate of incorporation authorizes us to issue, without the approval of our stockholders, one or more classes or series of preferred stock having such designation, powers, preferences and relative, participating, optional and other special rights, including preferences over our common stock with respect to dividends and distributions, as our Board of Directors generally may determine. The terms of one or more classes or series of preferred stock could dilute the voting power or reduce the value of our common stock. For example, we could grant the holders of preferred stock the right to elect some number of our directors in all events or on the happening of specified events or to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we could assign to holders of preferred stock could affect the residual value **of our common stock. Certain provisions in our amended and restated certificate of incorporation and bylaws, Delaware law and in the Tax Matters Agreement may prevent or delay an acquisition of us, which could decrease the trading price** of our common stock. Our amended and restated certificate of incorporation and bylaws contain, and Delaware law contains, provisions that are intended to deter coercive takeover practices and inadequate takeover bids by making such practices or bids unacceptably expensive to the bidder and to encourage prospective acquirers to negotiate with our Board of Directors rather than to attempt a hostile takeover. In addition, we are subject to Section 203 of the DGCL. Section 203 of the DGCL provides that, subject to limited exceptions, persons that (without prior board approval) acquire, or are affiliated with a person that acquires, more than 15 percent of the outstanding voting stock of a Delaware corporation shall not engage in any business combination with that corporation, including by merger, consolidation or acquisitions of additional shares, for a three- year period following the date on which that person or its affiliate becomes the holder of more than 15 percent of the corporation’s outstanding voting stock. We believe these provisions protect our stockholders from coercive or otherwise unfair takeover tactics by requiring potential acquirers to negotiate with our Board of Directors and by providing our Board of Directors with more time to assess any acquisition proposal. These provisions are not intended to make us immune from takeovers. However, these provisions apply even if an acquisition proposal or offer may be considered beneficial by some stockholders and could delay or prevent an acquisition that our Board of Directors determines is not in our and our stockholders’ best interests. These provisions may also prevent or discourage attempts to remove and replace incumbent directors. Several of the agreements that we have entered into with our Former Parent require our Former Parent’s consent to any assignment by us of our rights and obligations, or a change of control of us, under the agreements. The consent rights set forth in these agreements might discourage, delay or prevent a change of control that you may consider favorable. In addition, an acquisition or further issuance of our stock could trigger the application of section 355 (e) of the Code. Under the Tax Matters Agreement, we are required to indemnify our Former Parent for the tax imposed under section 355 (e) of the Code resulting from an acquisition or issuance of our stock, even if we did not participate in or otherwise facilitate the acquisition, and this indemnity obligation might discourage, delay or prevent a change of control that our stockholders may consider favorable. **Our amended and restated certificate of incorporation designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit the ability of our stockholders to obtain a favorable judicial forum for disputes with us**. Pursuant to our amended and restated certificate of incorporation, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware is the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a duty (including any fiduciary duty) owed by any of our current or former directors, officers, stockholders, employees or agents to us or our stockholders, (iii) any action asserting a claim against us or any of our current or former directors, officers, stockholders, employees or agents arising out of or relating to any provision of the General Corporation Law of Delaware or our amended and restated certificate of incorporation or bylaws (each, as in effect from time to time), or (iv) any action asserting a claim against

us or any of our current or former directors, officers, stockholders, employees or agents governed by the internal affairs doctrine of the State of Delaware; provided, however, that, in the event that the Court of Chancery of the State of Delaware lacks subject matter jurisdiction over any such action or proceeding, the sole and exclusive forum for such action or proceeding shall be another state or federal court located within the State of Delaware, in each such case, unless the Court of Chancery (or such other state or federal court located within the State of Delaware, as applicable) has dismissed a prior action by the same plaintiff asserting the same claims because such court lacked personal jurisdiction over an indispensable party named as a defendant therein. Unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended (“ Securities Act ”). These exclusive forum provisions, however, do not apply to claims brought under the Exchange Act. There is uncertainty as to whether a court would enforce this provision and investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder. Section 22 of the Securities Act creates concurrent jurisdiction for state and federal courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. The forum selection clause in our amended and restated certificate of incorporation may limit our stockholders’ ability to obtain a favorable judicial forum for disputes with us and limit the market price of our common stock. Additionally, if a court were to find this provision of our amended and restated certificate of incorporation inapplicable or unenforceable with respect to one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could materially and adversely affect our business, financial condition and results of operations and result in a diversion of the time and resources of our management and Board of Directors . **For as long as we are an emerging growth company, we are not required to comply with certain requirements that apply to other public companies**. We qualify as an emerging growth company, as defined in the 2012 Jumpstart Our Business Startups (“ JOBS ”) Act. For as long as we are an emerging growth company, which may be up to five full fiscal years, we, unlike other public companies, will not be required to, among other things: (i) provide an auditor’ s attestation report on management’ s assessment of the effectiveness of our system of internal control over financial reporting pursuant to Section 404 (b) of the Sarbanes- Oxley Act; (ii) comply with the requirement of the Public Company Accounting Oversight Board regarding the communication of critical audit matters in the auditor’ s report on financial statements; (iii) provide certain disclosures regarding executive compensation required of larger public companies; or (iv) hold nonbinding advisory votes on executive compensation and any golden- parachute payments not previously approved. In addition, the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7 (a) (2) (B) of the Securities Act for adopting new or revised financial accounting standards. We may take advantage of the longer phase- in periods for the adoption of new or revised financial accounting standards permitted under the JOBS Act until we are no longer an emerging growth company. If we were to subsequently elect instead to comply with these public company effective dates, such election would be irrevocable pursuant to the JOBS Act. While we generally must comply with Section 404 of the Sarbanes- Oxley Act for the year ending December 31, 2023, we are not required to have our independent registered public accounting firm attest to the effectiveness of our internal controls until our first annual report subsequent to our ceasing to be an emerging growth company. Accordingly, we may not be required to have our independent registered public accounting firm attest to the effectiveness of our internal controls until as late as our annual report for the year ending December 31, 2027. Once it is required to do so, 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 controls are documented, designed, operated or reviewed. We will remain an emerging growth company for up to five years, although we will lose that status sooner if we have more than \$ 1. 235 billion of revenue in a fiscal year, have more than \$ 700 million in market value of our common stock held by non- affiliates, or issue more than \$ 1 billion of non- convertible debt over a three- year period. For so long as we rely on any of the exemptions available to emerging growth companies, you will receive less information about our executive compensation and internal control over financial reporting than issuers that are not emerging growth companies. We cannot predict whether investors will find our common stock less attractive because we will rely on these exemptions. If some investors find our common stock to be less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.