

## Risk Factors Comparison 2024-02-28 to 2023-02-24 Form: 10-K

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In addition to the other information set forth in this Annual Report on Form 10- K, you should carefully consider the risks and uncertainties described below, which could materially adversely affect our business, **operating results**, financial condition, ~~results of operations~~ and cash flow. 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. We encourage you to carefully review the full risk factors immediately following this summary as well as the other information in this report, including the section titled “ Management ’ s Discussion and Analysis of Financial Condition and Results of Operations ” and our financial statements and related notes. The risks and uncertainties described in this Annual Report on Form 10- K may not be the only ones we face. If any of the risks actually occur, our business, **operating results**, financial condition ; ~~operating results~~, cash flows and prospects could be materially and adversely affected. These risks and uncertainties include, but are not limited to, the following: • ~~We may experience fluctuations in our operating results, which could make our future operating results difficult to predict.~~ • ~~If we fail to innovate and make the right investment decisions in our product offerings and platform, we may not attract and retain customers and our revenue and results of operations may decline.~~ • Our success and revenue growth depends on our ability to add and retain scaled customers and convert our scaled customers into super- scaled customers. • **We often have long sales cycles, which can result in significant time between initial contact with a potential customer and execution of a customer agreement, making it difficult to project when, if at all, we will generate revenue from those customers.** • **We may experience fluctuations in our operating results, which could make our future operating results difficult to predict.** • If we do not manage our growth effectively, the quality of our platform and solutions may suffer, and our business, ~~operating results of operations~~ and financial condition may be adversely affected. • Our **industry is intensely competitive, and if we do not effectively compete against current and future competitors or fail to innovate and make the right investment decisions in our product offerings and platform, our business, operating results and financial condition could be harmed.** • Future acquisitions or strategic investments could be difficult to identify and integrate, divert the attention of management and disrupt our business, dilute stockholder value and adversely affect our business, **operating results and financial condition.** • **The technology industry is subject to increasing scrutiny that could result in U. S. federal or state government actions that could negatively affect our business.** • Our business and the effectiveness of our platform depends on our ability to collect and use data online. New consumer tools, regulatory restrictions and potential changes to web browsers and mobile operating systems all threaten our ability to collect such data, which could harm our operating results and financial condition and adversely affect the demand for our products and solutions . • **Actual or perceived failures to comply with applicable data protection, privacy and security laws, regulations, standards and other requirements could adversely affect our business, results of operations and financial condition.** • **Any unfavorable publicity or negative public perception of current data collection practices could result in additional regulations which may impact the effectiveness of our data cloud and platform.** • **A significant inadvertent disclosure or breach of confidential and / or personal information we process, or a security breach of our or our customers’, suppliers’ or other partners’ IT Systems could be detrimental to our business, reputation, financial performance and results of operations.** • **We depend on third-party data centers, systems and technologies to operate our business, the disruption of which could adversely affect our business, operating results and financial condition.** • **If we fail to detect or prevent fraud or malware intrusion on our platform, devices, or systems, or into the systems or devices of our customers and their consumers, publishers could lose confidence in our platform, and we could face legal claims and regulatory investigations, any of which could adversely affect our business, operating results and financial condition.** • The standards that private entities and inbox service providers adopt in the future to regulate the use and delivery of email may interfere with the effectiveness of our platform and our ability to conduct business. • **Any actual** ~~A significant inadvertent disclosure or breach of confidential and / or personal information we process, or a security breach of our or our customers’, suppliers’ or~~ **perceived failure to comply with evolving regulatory frameworks around other the development** ~~partners’ computer systems could be detrimental to our business, reputation, financial performance and results use of~~ **artificial intelligence** operations. • ~~Our infrastructure depends on third-party data centers, systems and technologies to operate our business, the disruption of which could adversely affect our business, results of operations , and financial condition.~~ • Catastrophic events such as pandemics, earthquakes, flooding, droughts, fire and power outages, and business and operational interruption by man- made problems such as **war, conflicts and acts of** terrorism. Risks Related to Our Business and Our Industry Our success and revenue growth depends on our ability to add and retain scaled customers. Our success is dependent on regularly adding new customers, in particular new scaled customers, and increasing our existing customers’ usage of our platform in order to convert our scaled customers into super- scaled customers. We also continually work on converting our non- scaled customers into scaled customers. Many of our contracts and relationships with customers do not include automatic renewal or exclusive obligations requiring them to use our platform or maintain or increase their use of our platform. Our customers, in particular our scaled customers, typically have relationships with numerous providers and can use both our platform and those of our competitors without incurring significant costs or disruption. Our customers may also choose to decrease their overall marketing spend for any reason, including if they do not believe they are generating a sufficient return on their marketing spend. ~~Accordingly~~ **Further**, we ~~must continually work to win new scaled customers and retain existing scaled customers, increase their usage of our platform and capture a larger share of their marketing spend, which may lead to an increase in our super- scaled customers. We~~ may not be successful at educating and

training our new and existing customers on how to use our platform, in particular our advanced reporting tools, in order for them to benefit from it and generate revenues. **Accordingly, we must continually work to win new scaled customers and educate and retain existing scaled customers, increase their usage of our platform and capture a larger share of their marketing spend, which may lead to an increase in our super- scaled customers.** In 2022-2023, our top ten customers accounted for approximately one- third of our total revenue and no customer accounted for more than 10 % of our total revenue. Occasionally, we enter into separate contracts and billing relationships with individual marketing agencies that are owned by the same holding company and account for them as separate customers. However, if a holding company of multiple marketing agencies chooses to exert control over the individual agencies in the future and terminate their relationship with us, it could result in a disproportionate loss of revenue. A substantial portion of our revenue is derived from usage- based pricing, which is less stable than subscription- based pricing. If our customers, in particular our scaled customers, decide not to continue to use our platform or decrease their usage of our platform for any reason, or if we fail to attract new customers and turn them into scaled customers or super- scaled customers, our revenue could decline, which would materially and adversely harm our business, operating results and financial condition. We cannot assure that our scaled customers will continue to use and increase their spend on our platform or that we will be able to attract a sufficient number of new scaled customers to continue to grow our revenue. If scaled customers representing a significant portion of our business decide to materially reduce their use of our platform or cease using our platform altogether, our revenue could be significantly reduced, which could have a material adverse effect on our business, operating results and financial condition. We may not be able to replace scaled customers who decrease or cease their usage of our platform with new scaled customers that will use our platform to the same extent. **The continued growth in our business may..... results of operations and financial condition.** We often have long sales cycles, which can result in significant time between initial contact with a potential customer and execution of a customer agreement, making it difficult to project when, if at all, we will obtain new customers and when we will generate revenue from those customers. As part of our sales efforts, we invest considerable time and expense evaluating the specific organizational needs of our potential customers and educating these potential customers about the technical capabilities and value of our platforms and solutions. We may spend substantial time and resources prospecting for new business or responding to requests for proposals from potential customers, and these efforts may not result in us ultimately generating any revenue from a potential customer. It is possible that we will be unable to recover any of these expenses. Our results of operations also depend on sales to enterprise customers, which make product purchasing decisions based in part or entirely on factors, or perceived factors, not directly related to the features of our platform, including, among others, a customer' s projections of business growth, uncertainty about economic conditions (including as a result of the COVID- 19 pandemic), capital budgets, anticipated cost savings from the implementation of our platform, potential preference for such customer' s internally- developed software solutions, perceptions about our business and platform, more favorable terms offered by potential competitors, and previous technology investments. As a result of these and other factors, there can be no assurance that we will be successful in making a sale to a potential customer. If our sales efforts to a potential customer do not result in sufficient revenue to justify our investments, our business, **operating results and** financial condition **and results of operations** could be adversely affected. We are subject to payment- related risks if customers dispute, do not pay their invoices, or decrease their amount of spend due to unforeseen downturns in their financial condition. Any decreases or significant delays in payments could have a material adverse effect on our business, **operating** results **of operations** and financial condition. These risks may be heightened **during as a result of the COVID- 19 pandemic and resulting economic downturn downturns** or customer impacts from such ~~events or~~ downturns, including supply chain disruptions or shortages. We may become involved in disputes with our customers over the operation of our platform, the terms of our agreements or our billings for purchases made by them through our platform. In the past, certain customers have sought to slow their payments to us or been forced into filing for bankruptcy protection, resulting in delay or cancellation of their pending payments to us. ~~These challenges were exacerbated by the COVID- 19 pandemic and resulting economic impact, and a number of our customers experienced financial difficulties and liquidity constraints and may continue to do so in the future.~~ In certain cases, customers have been unable to timely make payments, and we have suffered losses. Certain of our contracts with marketing agencies state that if their customer does not pay the agency, the agency is not liable to us, and we must seek payment solely from their customer, a type of arrangement called sequential liability. Contracting with these agencies, which in some cases have or may develop higher- risk credit profiles, may subject us to greater credit risk than if we were to contract directly with the customer. **If we** Further, some of our customers are dependent **unable to collect customers' fees** on a **timely basis** worldwide supply chain for ~~or at all, we could incur write-~~ **offs for bad debt, which could have a** materials- **material adverse effect on** or **our business** products. Government orders or restrictions, **operating** rising transportation costs, inflation and interest rates, can impact the availability or cost of materials and supplies, disrupting customer supply chains and resulting **results and in strained financial conditions- condition for**. As a result of the COVID- 19 pandemic or **offs occur. In other-- the future pandemics, epidemics bad debt may exceed reserves or for health crises such contingencies, and any our bad debt exposure may increase over time. Even if we are not paid by our customers on time or at all, we may still be obligated to pay for the inventory we have purchased for our customers' marketing campaigns, and consequently, our** resulting **results economic of operations and financial condition would be adversely impacted**. Our quarterly and annual operating results have fluctuated in the past, and we expect our future operating results to fluctuate due to a variety of factors, many of which are beyond our control. Our liquidity and revenue can fluctuate quarter to quarter as certain of our customers have seasonal marketing activity. Historically, marketing activity is higher in the fourth quarter of the calendar year to coincide with the holiday shopping season as compared to the first quarter. As a result, the subsequent first quarter tends to reflect lower activity levels and lower performance. The varying nature of our pricing mix between periods, customers and products may also make it more difficult for us to forecast our future operating results. Further, these factors may make it more difficult to make comparisons between prior, current and future periods. As a result, period- to- period comparisons of our operating results should not be relied upon as an indication of our

future performance. In addition, the following factors may cause our operating results to fluctuate: • Our usage- based pricing model makes it difficult to forecast revenues from our current customers and future prospects; • ~~our ability to attract scaled customers and retain and increase sales to existing customers;~~ • changes in our pricing policies, the pricing policies of our competitors and the pricing or availability of data or other third- party services; • the seasonal budgeting cycles and internal marketing budgeting and strategic purchasing priorities of our customers; • our ability to ~~continue to develop and offer products and solutions that are superior to those of our competitors;~~ • ~~our ability to develop our existing platform and introduce new solutions on our platform;~~ • ~~our ability to~~ retain and attract top talent; • our ability to anticipate or respond to changes in the competitive landscape, or improvements in the functionality of competing solutions that reduce or eliminate one or more of our competitive advantages; • our ability to maintain and expand our relationships with data centers and strategic third- party technology vendors, who provide floor space, bandwidth, cooling and physical security services on which our platform operates; • our ability to successfully expand our business internationally; • the emergence of significant privacy, data protection, security or other threats, regulations or requirements applicable to our business and shifting views and behaviors of consumers concerning use of data and data privacy; • extraordinary expenses, such as litigation or other dispute- related settlement payments; and • future accounting pronouncements or changes in our accounting policies. Any one of the factors referred to above or **herein or** the cumulative effect of any combination of factors referred to above **or herein** may result in our operating results being below our expectations and the expectations of securities analysts and investors, or may result in significant fluctuations in our quarterly and annual operating results, including fluctuations in our key performance indicators ("KPIs"). This variability and unpredictability could result in our failure to meet our business plan or the expectations of securities analysts or investors for any period. In addition, a significant percentage of our operating expenses are fixed in nature in the short term and based on forecasted revenue trends. Accordingly, in the event of revenue shortfalls, we are generally unable to mitigate the negative impact on our results of operations in the short term. **The continued growth in our business may place demands on our infrastructure and our operational, managerial, administrative and financial resources.** Our **industry success** will depend on the ability of our management to manage growth effectively. Among other things, this will require us at various times to: • strategically invest in the development and enhancement of our platform and data center infrastructure; • improve coordination among our engineering, product, operations and other support organizations; • manage multiple relationships with various partners, customers and other third parties; • manage international operations; • develop our operating, administrative, legal, financial and accounting systems and controls; and • recruit, hire, train and retain personnel, especially those possessing extensive engineering skills and experience in complex technologies and data sciences, of which there ~~is is~~ **limited supply** intensely competitive, and ~~if~~ **increasing demand. If** we do not ~~effectively compete against current~~ **manage our growth well, the efficacy and performance of our platform may suffer, which could harm our reputation, reduce demand for our platform and solutions and have and an** future competitors, ~~adverse effect on~~ our business, **operating** results of operations and financial condition ~~could be harmed~~. Our industry is intensely competitive. To sustain and grow our revenue, we must continuously respond to the different trends driving our industry. We generally have flexible master services agreements in place with our customers. Such agreements allow our customers to change the amount of spend through our platform or terminate our services with limited notice. As a result, the introduction of new entrants or technology that are superior to or that achieve greater market acceptance than our products and solutions could negatively impact our revenue. In such an event, we may experience a reduction in market share and may have to respond by reducing our prices, resulting in lower profit margins for us. There has also been rapid evolution and consolidation in the marketing technology industry, and we expect this trend to continue. Larger companies typically have more assets to purchase emerging companies or technologies, which gives them a competitive edge. If we are not able to effectively compete with these consolidated companies, we may not be able to maintain our market share and may experience a reduction in our revenue. **Our industry is subject to rapid and frequent changes in technology, evolving customer needs and the frequent introduction of new and enhanced offering by our competitors, making it intensely competitive. To sustain and grow our revenue, we must continuously respond to the different trends driving our industry. We must regularly make investment decisions regarding offerings and technology to maintain the technological competitiveness of our products and platform and meet customer demand and evolving industry standards. As we continue to grow and attract a broader customer base, we will have to invest more time and effort to maintain a certain level of performance in our products and platform. The complexity and uncertainty regarding the development of new technologies and the extent and timing of market acceptance of innovative products and solutions create difficulties in maintaining this competitiveness. The success of any enhancement or new solution depends on many factors, including timely completion, adequate quality testing, appropriate introduction and market acceptance. If our competitors are able to orientate their product to meet the specific needs of a particular industry better than us, they may be able to amass market share faster than us and by consequence, reduce our current and future revenues. Without the timely introduction of new products, solutions and enhancements, our offerings could become technologically or commercially obsolete over time, or we may be required to make unanticipated and costly changes to our platform or business model, in which case our revenue and operating results would suffer. New customer demands, superior competitive offerings or new industry standards could require us to make unanticipated and costly changes to our platform or business model. If we fail to enhance our current products and solutions or fail to develop new products to adapt to our rapidly changing industry or to evolving customers' needs, demand for our platform could decrease and our business, operating results and financial condition may be adversely affected. Our use and reliance upon technology and development resources in India may expose us to unanticipated costs and liabilities, which could affect our ability to realize cost savings from our technology operations in India and other non- U. S. locations. We conduct a significant amount of our technology and product development work in India and other global locations. We cannot ensure that our reliance upon development resources in India and other non- U. S.**

locations will enable us to achieve meaningful cost reductions or greater resource efficiency. Further, our operations in India involve significant risks, including: • difficulty hiring and retaining engineering and management resources due to intense competition for such resources and resulting wage inflation; • heightened exposure to changes in economic, security and political conditions, war, conflicts and acts of terrorism; • different standards of protection for intellectual property rights and confidentiality protection; • the effects of pandemics, epidemics or other health crises on general health and economic conditions; and • fluctuations in currency exchange rates and tax compliance. The enforcement of intellectual property rights and confidentiality protections in India may not be as effective as in the U. S. or other countries. Policing unauthorized use of proprietary technology is difficult and expensive and we might need to resort to litigation to protect our trade secrets and confidential information. The experience and capabilities of Indian courts in handling intellectual property litigation vary, and outcomes are unpredictable. Further, such litigation may require significant expenditure of cash and management efforts and could harm our business, operating results and financial condition. An adverse determination in any such litigation will impair our intellectual property rights and may harm our business, operating results and financial condition. We expect to continue to rely on significant cost savings obtained by concentrating our technology and development and engineering work in India and other non- U. S. locations, but difficulties resulting from the factors noted above and other risks related to our operations in India or such other non- U. S. locations could increase our expenses and harm our competitive position. The historical rate of wage inflation has been higher in India than in the U. S. In addition, if the Rupee strengthens against the U. S. Dollar, our costs would increase. If the cost of technology and development work in India significantly increases or the labor environment in India changes unfavorably, our cost savings may be diminished. Any such developments could adversely affect our business, operating results and financial condition.

Our success depends on our ability to retain key members of our management team, and on our ability to hire, train, retain and motivate new employees. Our success depends upon the continued service of members of our senior management team and other key employees. Our Co- Founder and Chief Executive Officer, David Steinberg, is critical to our overall management, as well as the continued development of our platform, relationships with our customers and vendors and our overall strategic direction. We do not maintain “ key person ” insurance for any member of our senior management team or any of our other key employees. Our senior management and key personnel are all employed on an at- will basis, which means that they could terminate their employment with us at any time, for any reason and without notice. In addition, some of our key employees may receive significant proceeds from sales of our Class A common stock, which may reduce their motivation to continue to work for us. As a result, we may be unable to retain them, which could make it difficult to operate our business, cause us to lose expertise or know- how and increase our recruitment and training costs. Our success also depends on our ability to hire, train, retain and motivate new employees. **We have incurred substantial stock-based compensation expense and will continue to incur stock- based compensation expense in future years as a result of our equity compensation plan under which we grant time- based and performance- based restricted stock awards.**

Competition for employees in our industry can be intense, and we compete for experienced personnel with many companies that have greater resources than we have. The market for engineering talent is particularly intense in New York, where we are headquartered and in the San Francisco Bay Area, the EU and India where we have offices. Our future growth will also depend in part on our ability to establish sales teams that effectively solve problems and efficiently execute our objectives. We will need to establish teams that are well versed in complex and varied systems of distribution across national, regional and international markets. We believe that there is significant competition for sales personnel with the sales skills and technical knowledge that we require. Our ability to achieve growth in revenue in the future will depend, in large part, on our success in recruiting, training and retaining sufficient numbers of sales personnel with relevant industry knowledge and strong selling skills. We believe our corporate culture has been critical to our success and we plan to **continue to** invest ~~substantial~~ time and resources to continue building it. In particular, Diversity, Equity and Inclusion (“ DEI ”) is a strategic imperative at Zeta. Our DEI team is focused on driving inclusiveness, innovation and stronger business results by attracting a more diverse talent pool and creating a more inclusive work environment for all our employees around the world. Although we have adopted policies to promote compliance with laws and regulations as well as to foster a respectful workplace for all employees, our employees may fail to abide by these policies. In addition to damaging our reputation, actual or alleged misconduct could affect the confidence of our stockholders, regulators and other parties and could have a material adverse effect on our business, **financial condition and** operating results.

**We are subject to payment-..... affect our business, results of operations** and financial condition. As part of our growth strategy, we may acquire or invest in other businesses, assets or technologies that are complementary to and fit within our strategic goals. Acquisitions are inherently risky and if they fail, they can result in ~~necessary~~ costly remedial steps such as litigation and divestiture. Any acquisition or investment may divert the attention of management and require us to use significant amounts of cash, issue dilutive equity securities or incur debt. The anticipated benefits of any acquisition or investment may not be realized, and we may be exposed to unknown risks, any of which could adversely affect our business, **operating** results of operations and financial condition, including risks arising from: • difficulties in integrating the operations, technologies, product or service offerings, administrative systems and personnel of acquired businesses, especially if those businesses operate outside of our core competency or geographies in which we currently operate; • ineffectiveness or incompatibility of acquired technologies or solutions; • potential loss of key employees of the acquired businesses; • inability to maintain key business relationships and reputations of the acquired businesses; • diversion of management attention from other business concerns; • litigation arising from the acquisition or the activities of the acquired businesses, including claims from terminated employees, customers, former stockholders or other third parties and intellectual property disputes; • assumption of contractual obligations that contain terms that are not beneficial to us, require us to license or waive intellectual property rights, or increase our risk of liability; • complications in the integration of acquired businesses or diminished prospects; • failure to generate the expected financial results related to an acquisition on a timely manner or at all; • weak, ineffective, or incomplete data privacy compliance

strategies by the acquired company resulting in our inability to use acquired data assets; • failure to accurately forecast the financial or other business impacts of an acquisition; and • implementation or remediation of effective controls, procedures and policies for acquired businesses. To fund future acquisitions, we may pay cash, which would diminish our cash reserves, or issue additional shares of our Class A common stock, which could dilute current stockholders' holdings in our company. Borrowing to fund an acquisition would result in increased fixed obligations and could also subject us to covenants or other restrictions that could limit our ability to effectively run our business. **We Our use and reliance upon technology and development resources in India may expose us be adversely affected by the effects of inflation. Inflation has the potential to unanticipated adversely affect our liquidity, business, operating results and financial condition of operations by increasing our overall cost structure, particularly if we are unable to achieve commensurate increases in the prices we charge our customers. The existence of inflation in the economy has resulted in, and may continue to result in, higher interest rates and capital costs and liabilities. increased** which could affect our ability to realize cost **costs** savings from our technology operations in India and other non-U. S. locations. We conduct a significant amount of **labor** our technology and product development work in India and other global locations. We cannot ensure that our reliance upon development resources in India and other non-U. S. locations will enable us to achieve meaningful cost reductions or greater resource efficiency. Further, **weakening** our operations in India involve significant risks, including: • difficulty hiring and retaining engineering and management resources due to intense competition for such resources and resulting wage inflation; • heightened exposure to changes in economic, security and political conditions; • different standards of protection for intellectual property rights and confidentiality protection; • the effects of the COVID-19 pandemic or any other pandemics, epidemics or other health crises on general health and economic conditions; and • fluctuations in currency exchange rates and tax compliance **other similar effects**. The enforcement **As a result** of intellectual property rights **inflation, we have experienced** and confidentiality protections in India may **continue to experience, cost increases. Although we may take measures to mitigate the impact of this inflation, if these measures are** not be as effective as in the U. S. or other countries. Policing unauthorised use of proprietary technology is difficult and expensive and we might need to resort to litigation to protect our trade secrets and confidential information. The experience and capabilities of Indian courts in handling intellectual property litigation vary, and outcomes are unpredictable. Further, such litigation may require significant expenditure of cash and management efforts and could harm our business, **operating results, financial condition and liquidity could be materially adversely affected. Even if such measures are effective, there could be a difference between the timing of when these beneficial actions impact our** results of operations. An adverse determination in any such litigation will impair our intellectual property rights and **when the** may harm our business, results of operations and financial condition. We expect to continue to rely on significant cost savings obtained by concentrating our technology and development and engineering work in India and other non-U. S. locations, but difficulties resulting from the factors noted above and other risks related to our operations in India or such other non-U. S. locations could increase our expenses and harm our competitive position. The historical rate of wage inflation has been higher in India than in the U. S. In addition, if the Rupee strengthens against the U. S. Dollar, our costs would increase. If the cost of technology and development work in India significantly increases or the labor environment in India changes unfavorably, our cost savings may be diminished. Any such developments could adversely affect our business, results of operations and financial condition. Our business is subject to the risk of catastrophic events such as pandemics, earthquakes, flooding, droughts, fire and power outages, and to business and operational interruption by man-made problems such as terrorism. Our business is vulnerable to damage or interruption from pandemics, earthquakes, extreme weather events, flooding, droughts, fire, power outages, telecommunications failures, terrorist attacks, acts of war, human errors, break-ins and similar events. A significant natural disaster could have a material adverse effect on our business, results of operations and financial condition, and our insurance coverage may be insufficient to compensate us for losses that we may incur **incurred**. As we rely heavily on our data center facilities, computer and communications systems and the Internet to conduct our business and provide high-quality customer service, these disruptions could negatively impact our ability to run our business and either directly or indirectly disrupt publishers' and partners' businesses, which could have an adverse effect on our business, results of operations and financial condition. In particular, the COVID-19 pandemic, including the reactions of governments, markets and the general public, has resulted in a number of adverse consequences for our business, results of operations and financial condition, many of which are beyond our control. Future actions taken by governmental bodies, regulatory authorities and other third parties as a result of the COVID-19 pandemic or any other pandemics, epidemics or other health crises are highly uncertain in both scope and impact, and the negative effects of such actions may exacerbate the other risks mentioned in this section. Our international operations subject us to additional costs and risks, and may not yield returns, and our continued international expansion may not be successful. We have entered into several international markets and expect to enter into additional markets in the future. We expect to continue to expand our international operations, which may require significant management attention and financial resources and may place burdens on our management, administrative, operational, legal and financial infrastructure. The costs and risks inherent in conducting business internationally include: • difficulty and costs associated with maintaining effective controls at foreign locations; • adapting our platform and solutions to non-U. S. customer preferences and customs; • difficulties in staffing and managing foreign operations; • difficulties in enforcing our intellectual property rights; • new and different sources of competition; • regulatory and other delays and difficulties in setting up foreign operations; • compliance with anti-bribery laws, such as the U. S. Foreign Corrupt Practices Act and the United Kingdom ("UK") Anti-Bribery Act 2010, by us, our employees and our business partners; • compliance with export and import control and economic sanctions, laws and regulations, such as those administered by the U. S. Office of Foreign Assets Control; • compliance with foreign data privacy laws, such as the EU ePrivacy Directive, GDPR, UK data protection laws, and Brazil's General Data Protection Law ("LGPD"), which could materially diminish our ability to collect data and / or the effectiveness of our platform; • restrictions on the transfers of funds; • currency exchange rate fluctuations and foreign exchange controls; • economic and political instability in some countries; •

compliance with the laws of numerous taxing jurisdictions where we conduct business, potential double taxation of our international earnings, and potentially adverse tax consequences due to changes in applicable U. S. and foreign tax laws; and • the complexity and potential adverse consequences of U. S. tax laws as they relate to our international operations. As we continue to expand our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these risks. These factors and others could harm our ability to increase international revenues and, consequently, could adversely affect our business, **operating** results of operations and financial condition. The expansion of our existing international operations and entry into additional international markets will require significant management attention and financial resources. Our failure to manage these risks successfully could adversely affect our business, **operating** results of operations and financial condition. **Our** The ongoing COVID pandemic has in the past and may continue to materially and adversely impact and disrupt our business **is subject to**, financial performance, results of operations and cash flows. Further, the **impact risk of any future epidemics, catastrophic events such as pandemics, earthquakes, flooding, droughts, fire and power outages, and to business and operational interruption by man- made problems such as war, conflicts and terrorism. Our business is vulnerable to damage or other public health crises interruption from pandemics, earthquakes, extreme weather events, flooding, droughts, fire, power outages, telecommunications failures, terrorist attacks, acts of war, human errors, break- ins and similar events. A significant natural disaster could have a significant material adverse effect on our business, operating results, and financial condition, and our insurance coverage may be insufficient to compensate us for losses that we may incur. As we rely heavily on our data center facilities, computer and communications systems and the Internet to conduct our business and provide high- quality customer service, any disruptions of the foregoing could negatively negatively impact on our ability to run our business and either directly our- or and our customers indirectly disrupt publishers' and suppliers' or other partners' businesses, which could have an adverse effect on our business, operating results, of operations and financial condition. The- In particular, the COVID- 19 pandemic has negatively impacted, including the reactions of governments, markets and the general public, resulted in a number of adverse consequences for our business, operating results, and financial performance condition, many of which were beyond our control and we are uncertain how it will continue to impact us.** Any resurgences or variants of the virus or other epidemics, pandemics or health crises could have a material negative impact on economic and market conditions around the world, which could have a significant negative impact on our and our customers, suppliers' or other partners' business, **operating** results, of operations and financial condition. **Actual** The extent to which the COVID- 19 pandemic has impacted, and may continue to impact, or the extent to which **threatened war, terrorist activity, political unrest, civil strife, and other geopolitical** epidemics, pandemics or health crises may impact, our customers, suppliers, other business partners and our operational and financial performance remains uncertain **uncertainty** and will depend on many factors outside our control, including: rising inflation and supply chain issues; the timing, extent, trajectory and duration of the pandemic, epidemic or other health crises; the emergence of new variants; the development, availability, distribution and effectiveness of vaccines and treatments; public safety measures; and the impact of any pandemic, epidemics or other health crises on the global economy. To the extent the COVID- 19 pandemic has adversely affected, and may continue to affect, our business, results of operations, financial condition and stock price, it may also heighten many of the other risks described in this Part I, Item 1A of this Annual Report on Form 10- K. Risks Related to Our Indebtedness, Liquidity and Financial Position Interest rate fluctuations may affect our results of operations and financial condition. Because a substantial portion of our debt is variable- rate debt, fluctuations in interest rates could have a material **similar** effect on our **and our customers, suppliers' or other partners'** business. We incur higher interest costs if interest rates increase. Interest rates were at historic lows during 2020 and 2021, when the United States Federal Reserve took several steps to protect the economy from the impact of the COVID- 19 pandemic, including reducing interest rates to new historic lows. In 2022, the United States Federal Reserve raised interest rates and signaled that further increases are expected in the near future. Any such increase in interest costs could have a material adverse impact on our financial condition and the levels of cash we maintain for **or** working capital. We may need additional capital in the future to meet our financial obligations and to pursue our business objectives. Additional capital may not be available on favorable terms, or at all, which could compromise our ability to meet our financial obligations and grow **growth** our business. We may need to..... or eliminate material parts of our business strategy, including potential additional acquisitions or development..... could adversely affect our future cash flows. Risks Related to Data Collection and Security, Intellectual Property and Technology Industry Regulations If such laws and regulations are enacted or modified, they could negatively impact us, even if they are not specifically intended to affect our company. In addition, the introduction of new products, expansion of our activities in certain jurisdictions, or other actions that we may take may subject us to additional laws, regulations and other scrutiny. The increased scrutiny of certain acquisitions in the technology industry also could affect our ability to enter into strategic transactions of our own or to acquire other businesses. Compliance with new or modified laws and regulations could increase the cost of conducting our business, limit the opportunities to increase our revenues, or prevent us from offering certain products and services. While we have adopted policies and procedures designed to ensure compliance with applicable laws and regulations Our business and the effectiveness of our platform depends on our ability to collect and use online data. New tools used by consumers to limit data collection, regulatory restrictions and potential changes to web browsers and mobile operating systems affect our ability to collect such data, which could harm our operating results and financial condition. We have one of the largest compilations of personal data relating to U. S. and international consumers in the world. The ability of our platform to deliver high quality solutions to our customers is based on our technology' s capability to derive relevant, actionable insights from the data that we ingest into our systems and our ability to execute marketing programs across digital channels such as email, social media, website and other touchpoints to engage consumers. The principal way that we collect individual opted- in data is directly from the consumers when they register or interact with our platform (such as the DISQUS commenting system), or with partners' services. We also use various tracking technologies, both proprietary and those provided through third- party suppliers in order

to connect to individuals across marketing channels for the purpose of targeting consumers and delivering campaigns. The future of these and other digital data collection practices is evolving, with some prominent companies in the industry recently announcing that they will implement their own individual data collection tools and phase out others. This approach may or may not be compatible with our current operations in those channels and platforms. It is yet to be determined if there will be an industry-wide framework for targeting consumers in a digital environment. Furthermore, regulatory and legislative actions may influence which data collection tools are permitted in various jurisdictions and may further restrict our data collection efforts. Without this incremental data, we may not have sufficient insight into the consumer's activity to provide some of our current tools, which may impact our capacity to execute our customers' programs efficiently and effectively. Consumers can, with increasing ease, implement technologies that limit our ability to collect and use data to track and deliver our solutions across different marketing channels and platforms. Various digital tracking tools may be deleted or blocked by consumers. The most commonly used internet browsers also allow consumers to modify their browser settings to block first-party cookies (placed directly by the publisher or website owner that the consumer intends to interact with), which are not affected by changes from web browsers and operating systems, or third-party cookies (placed by parties that do not have direct relationship with the consumer), which some browsers may block by default. Mobile devices using Android and iOS operating systems limit the ability of cookies, or similar technology, to track consumers while they are using applications other than their web browser on the device. Even if cookies and ad blockers do not ultimately have an adverse effect on our business, investor concerns about the utility and robustness of these tracking technologies could limit demand for our stock and cause its price to decline. We also partner with third-party data suppliers and publishers. When we purchase or license from third-party data suppliers, we are dependent upon our ability to obtain such data on commercially reasonable terms and in compliance with applicable regulations. If a substantial number of data suppliers were to withdraw or withhold their data from us, or if we had to terminate our ties with data suppliers either due to commercial or regulatory reasons, our ability to provide products to our customers could be materially adversely impacted, which could result in decreased revenues and operating results. We cannot provide assurance that we will be successful in maintaining our relationships with these external data source providers or that we will be able to continue to obtain data from them on acceptable terms or at all. Furthermore, we cannot provide assurance that we will be able to obtain data from alternative sources if our current sources become unavailable. **Our business is dependent on email services..... and harm our results of operations.** Actual or perceived failures to comply with applicable data protection, privacy and security laws, regulations, standards and other requirements could adversely affect our business, results of operations, and financial condition. The global data protection landscape is rapidly evolving, and we are or may become subject to numerous state, federal and foreign laws, requirements and regulations governing the collection, use, disclosure, retention, and security of personal information. Implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future, and we cannot yet determine the impact future laws, regulations, standards, or perception of their requirements may have on our business. This evolution may create uncertainty in our business, affect our ability to operate in certain jurisdictions or to collect, store, transfer use and share personal information, necessitate the acceptance of more onerous obligations in our contracts, result in liability or impose additional costs on us. The cost of compliance with these laws, regulations and standards is high and is likely to increase in the future. Any failure or perceived failure by us to comply with federal, state or foreign laws or regulations, our internal policies and procedures or our contracts governing our processing of personal information could result in negative publicity, government investigations and enforcement actions, claims by third parties and damage to our reputation, any of which could have a material adverse effect on our operations, financial performance and business. In the U. S., numerous state laws impose standards relating to the privacy, security, transmission and breach reporting of personal information. Such laws and regulations ~~are will be~~ subject to interpretation by various courts and other governmental authorities, thus creating potentially complex compliance issues for us, our customers and our strategic partners. For example, the CCPA went into effect on January 1, 2020. The CCPA creates individual privacy rights for California consumers and **imposes** ~~increases the~~ privacy and security obligations **of on** entities handling personal information. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches suffered as a result of the business's violation of the duty to implement and maintain reasonable security procedures and practices, and this may ~~increase data~~ **lead to** breach litigation. Further, the CPRA ~~passed in California and~~, **effective January 1, 2023**, ~~significantly amends~~ **amended** the CCPA and imposes additional data protection obligations on covered businesses, including additional consumer rights processes, limitations on data uses, new audit requirements for higher risk data, and opt outs for certain uses of sensitive data. It ~~will also create~~ **created** a new California data protection agency authorized to issue substantive regulations ~~and~~, **which** could result in increased privacy and information security enforcement. ~~The majority of the provisions went into effect on January 1, 2023, requiring additional compliance investment.~~ Similar laws ~~have passed~~ **are now in effect and enforceable** in Virginia, Colorado, Connecticut, and Utah, and ~~have been proposed~~ **will soon be enforceable** in **several** other states **as well** and at the federal level, reflecting a trend toward more stringent privacy legislation in the U. S. Like the CPRA changes to the CCPA, Virginia's privacy law, the VCDPA, went into effect on January 1, 2023, and Colorado (CPA) and Connecticut's (CTDPA) laws go into effect on July 1, 2023. Finally, Utah's (UCPA) law goes into effect on December 31, 2023. Many of these new laws include a requirement to offer consumers the ability to opt out of the sale or sharing of their personal data, and to offer consumers the ability to opt out of targeted advertising. Additionally, state regulators ~~in these states~~ may exercise greater scrutiny regarding the collection and processing of personal information for purposes of online advertising, marketing, and analytics. These ~~new~~ laws and their requirements could have a material adverse effect on our financial performance, and any liability from failure to comply with the requirements of these laws could adversely affect our financial condition. Furthermore, the Federal Trade Commission ("FTC") and many state Attorneys General continue to enforce federal and state consumer protection laws against companies for online collection, use, dissemination and security practices that appear to be unfair or deceptive. **The For example, according to the FTC, failing sees failure** to take appropriate steps to keep consumers' personal information secure

can ~~as~~ constitute ~~constituting~~ unfair acts or practices in or affecting commerce in violation of Section 5 (a) of the Federal Trade Commission Act. The FTC expects a company's data security measures to be reasonable and appropriate in light of the sensitivity and volume of consumer information it holds, the size and complexity of its business, and the cost of available tools to improve security and reduce vulnerabilities. **The FTC has recently conducted enforcement actions against other companies that created new precedents that may require us to adjust our business practices, although these changes have not produced material costs or loss of revenue for us. Future FTC enforcement actions against marketing companies could result in more material impacts to us.** The FTC also has initiated a rulemaking regarding "Commercial Surveillance and Data Security," and ~~even though~~ ~~although~~ that rule is not expected to come into effect soon, it has resulted in increased regulatory attention and scrutiny regarding the collection and processing of personal information and online advertising, marketing and analytics services. Our communications with consumers are also subject to certain laws and regulations, including the Controlling the Assault of Non-Solicited Pornography and Marketing ("CAN-SPAM") Act of 2003, the Telephone Consumer Protection Act of 1991 (the "TCPA"), and the Telemarketing Sales Rule and analogous state laws, that could expose us to significant damages awards, fines and other penalties that could materially impact our business. For example, the TCPA imposes various consumer consent requirements and other restrictions in connection with certain telemarketing activity and other communication with consumers by phone, fax or text message. **Recently enacted state laws, for example in Connecticut and Maryland, create additional requirements and penalties for violations relating to telemarketing and SMS marketing.** Numerous class-action suits under federal and state laws have been filed in recent years against companies who conduct telemarketing and / or SMS texting programs, with many resulting in multi-million-dollar settlements to the plaintiffs. Any future such litigation against us could be costly and time-consuming to defend. In particular, the TCPA ~~and related state laws imposes~~ ~~impose~~ significant restrictions on the ability to make telephone calls or send text messages to mobile telephone numbers without the prior consent of the person being contacted. The CAN-SPAM Act and the Telemarketing Sales Rule and analogous state laws also impose various restrictions on marketing conducted using email, telephone, fax or text message. Additional laws, regulations, and standards covering marketing, advertising, and other activities conducted by telephone, email, mobile devices, and the internet may be or become applicable to our business, such as the Communications Act, the Federal Wiretap Act, the Electronic Communications Privacy Act, and similar state consumer protection and communication privacy laws, such as California's Invasion of Privacy Act. As laws and regulations, including FTC enforcement, rapidly evolve to govern the use of these communications and marketing platforms, the failure by us, our employees or third parties acting at our direction to abide by applicable laws and regulations could adversely impact our business, financial condition and results of operations or subject us to fines or other penalties. **New requirements relating to automated, browser-based, or one-stop opt-out mechanisms (OOMs) such as the Global Privacy Control, the forthcoming opt-out mechanism for data brokers established under the California Delete Act, or other OOMs that will be established in the future may result in significantly larger numbers of consumers opting out of having their data used for marketing purposes versus historical averages. This could result in Zeta having less access to consumer data, impacting performance of our services or resulting in loss of business.** Our operations abroad may also be subject to increased scrutiny or attention from data protection authorities. For example, in Europe, we are subject to the European Union General Data Protection Regulation (the "EU GDPR") and the United Kingdom's General Data Protection Regulation and the Data Protection Act 2018 (the "UK GDPR") (the EU GDPR and UK GDPR, together referred to as the "GDPR"), which impose strict requirements for processing the personal data of individuals within the EEA. Companies that must comply with the GDPR face increased compliance obligations and risk, including more robust regulatory enforcement of data protection requirements and potential fines for noncompliance. Since we are subject to the supervision of relevant data protection authorities under both the EU GDPR and the UK GDPR, we could be fined under each of these regimes independently, in respect of the same breach. Penalties for certain breaches are up to € 20 million / £ 17.5 million or 4% of the annual global revenues of the noncompliant company, whichever is greater. ~~For example, in July 2021, we received a notice from Norwegian authorities of an intent to impose a fine for our alleged failure to adhere to the GDPR in their country. While we are disputing the allegation, if the Norwegian authorities determine we violated the GDPR, we may be subject to litigation and penalties, which we may not be able to reasonably estimate, and our business and reputation may be harmed. In addition to this action, EU data protection authorities are exercising increased scrutiny regarding the use of personal data for online advertising practices and the legal basis for such processing activities. Adverse rulings on these issues, even if not directly against us, may have a direct impact on our ability to continue to collect and process personal data for the services that we provide and could adversely impact our business, financial condition and results of operations or subject us and our customers and business partners to fines or other penalties.~~ Among other requirements, the GDPR also regulates transfers of personal data subject to the GDPR to third countries that have not been found to provide adequate protection to such personal data, including the U. S.; in July 2020, the Court of Justice of the EU ("CJEU") limited how organizations could lawfully transfer personal data from the EU / European Economic Area ("EEA") to the U. S. by invalidating the Privacy Shield for purposes of international transfers and imposing further restrictions on the use of standard contractual clauses ("SCCs") **by stating reliance on SCCs alone may not be sufficient in all circumstances and that transfers must be assessed on a case-by-case basis.** European court and regulatory decisions subsequent to the CJEU decision have taken a restrictive approach to international data transfers. Further the European Commission published revised standard contractual clauses for data transfers from the EEA (mandatory for new transfers since September 27, 2021, and for existing transfers since December 27, 2022) and the UK Information Commissioner's Office published its own new data transfer standard contracts for data transfers from the UK (mandatory for new transfers since September 21, 2022 and for existing transfers by March 21, 2024). ~~We have had to expect the existing legal complexity and may uncertainty regarding international data transfers to~~ ~~continue to have to implement revised and in particular, we expect international transfer transfers~~ ~~documentation for existing intragroup, customer~~ ~~to the U. S. and vendor arrangements~~



within the other relevant time frames jurisdictions more generally to continue to be subject to enhanced scrutiny by regulators. As supervisory authorities issue further guidance on personal data export mechanisms, including circumstances where the SCCs cannot be used, and / or start taking enforcement action, we could suffer additional costs, complaints and / or regulatory investigations or fines, and / or if we are otherwise unable to transfer personal data between and among countries and regions in which we operate, it could affect the manner in which we provide our services, the geographical location or segregation of our relevant systems and operations, and could adversely affect our financial results. In addition, in February 2022, the Belgian data protection authority found that the Interactive Advertising Bureau's (IAB) "Transparency and Consent Framework" ("TCF"), the primary consent management platform used in Europe for online advertising compliance, violates the GDPR. While this decision is being appealed, a subsequent loss of the TCF could result in increased legal risk, or a need to discontinue online advertising in Europe, which could impact our revenues. For transfers from the EEA to the UK the European Commission has adopted an adequacy decision in favor of the United Kingdom, enabling data transfers from EU member states to the United Kingdom without additional safeguards. However, the UK adequacy decision will automatically expire in June 2025 unless the European Commission re-assesses and renews or extends that decision. We are also subject to evolving EU and UK privacy laws on cookies, tracking technologies and e-marketing. The GDPR also imposes conditions on obtaining valid consent for cookies, such as a prohibition on pre-checked consents and a requirement to ensure separate consents are sought for each type of cookie or similar technology. Recent European court and regulator decisions are driving increased attention to cookies and tracking technologies. In light of the complex and evolving nature of EU, EU Member State and UK privacy laws on cookies and tracking technologies, there can be no assurances that we will be successful in our efforts to comply with such laws, and violations of such laws could result in regulatory investigations, fines, orders to cease / change our use of such technologies, as well as civil claims including class actions, and reputational damage. **In July 2021, we received a notice from Norwegian authorities of an intent to impose a fine for our alleged failure to adhere to the GDPR with respect to the collection of personal data via cookies in their country. We have challenged this allegation on a number of grounds and currently await a response from the Norwegian DPA. We are hopeful that the Norwegian DPA will close this case without enforcement action as we have not received any correspondence since July 2022. Increased scrutiny regarding the use of such such regulations technologies and the use of personal data for online advertising practices, together with adverse rulings on these issues, even if not directly against us, may have a negative effect direct impact on businesses, including ours, our ability to continue to collect and process personal data for the services that collect we provide and could adversely impact use online usage information, resulting in impairments to our business activities.** Changes proposed by providers of major browsers to eliminate or restrict the usage of third-party cookies to track user behaviors, and to allow users to limit the collection of certain data generally or from specified websites, could impair our ability to collect user information, including personal data and usage information, that helps us provide more targeted advertising to our current and prospective consumers. The effectiveness of our platform relies in part on our ability to collect and use online data, so these changes could adversely affect our business, given our use of cookies and similar technologies. In Canada, the Personal Information Protection and Electronic Documents Act ("PIPEDA"), and various provincial laws require that companies give detailed privacy notices to consumers, obtain consent to use personal information, with limited exceptions, allow individuals to access and correct their personal information, and report certain data breaches. Failure to comply with PIPEDA or other Canadian provincial privacy or data protection laws could result in significant fines and penalties or possible damage awards. Our data-driven platform may also be subject to laws and evolving regulations regarding the use of artificial intelligence and machine learning, controlling for data bias, and antidiscrimination. For example, in addition to enforcing Section 5 of the FTC Act, the FTC enforces the Fair Credit Reporting Act, and the Equal Credit Opportunity Act. These laws prohibit unfair and deceptive practices, including use of biased algorithms in artificial intelligence. The European Commission also recently published its proposal for a regulation implementing harmonized rules on artificial intelligence and amending certain union legislative acts. The proposed regulation would impose additional restrictions and obligations on providers of artificial intelligence systems, including increasing transparency so consumers know they are interacting with an artificial intelligence system, requiring human oversight in artificial intelligence, and prohibiting certain practices of artificial intelligence that could lead to physical or psychological harm. If federal or state regulators were to determine that the type of data we collect, the process we use for collecting this data or how we use it unfairly discriminates against some groups of people, laws and regulations could be interpreted or implemented to prohibit or restrict our collection or use of this data. Additionally, existing and future laws, and evolving attitudes about privacy protection may impair our ability to collect, use, and maintain data points of sufficient type or quantity to develop and train our artificial intelligence algorithms. Although we work to comply with applicable laws, regulations and standards, our contractual obligations and other legal obligations, these requirements are evolving and may be modified, interpreted and applied in an inconsistent manner from one jurisdiction to another, and may conflict with one another or other legal obligations with which we must comply. Any failure or perceived failure by us or our employees, representatives, contractors, consultants, collaborators, or other third parties to comply with such requirements or adequately address privacy and security concerns, even if unfounded, could result in the imposition of significant civil and / or criminal penalties, damage in our reputation, private litigation, and restrictions on data processing. **Our intellectual property rights may be difficult..... of our data cloud and platform.** The growth of the digital marketing industry has led to increased scrutiny from consumer groups, government agencies and news organizations. Any future negative publicity about the digital marketing industry as a whole or about an individual actor could result in government agencies playing a more active role in regulating and enforcing rules that relate to the collection, use, sharing and disclosure of data. For example, in recent years, consumer advocates, mainstream media and elected officials have increasingly and publicly criticized the digital marketing industry for its collection, storage and use of data. As we process transactions through our platform, we collect large amounts of data about consumers and advertisements that we place. We collect data on ad specifications (such as placement, size and format), pricing and auction activity (such as

price floors, bid response behavior and clearing prices). Further, we collect data on consumers that does not directly identify the individual (although considered personal information under the CCPA and other ~~US-U. S.~~ laws, GDPR, and other laws), including browser, device location and characteristics, online browsing behavior, exposure to and interaction with advertisements, and inferential data about purchase intentions and preferences. Data providers also send us proprietary data, including data about consumers. We aggregate this data and analyze it in order to enhance our product, including the pricing, placement and scheduling of advertisements. Evolving regulatory standards could place restrictions on the collection, management, aggregation and use of the types of data we collect, which could result in a material increase in the cost of collecting or otherwise obtaining certain kinds of data and could limit the ways in which we may use or disclose data. In addition, regulations such as the GDPR permit data protection authorities to impose penalties for violations. Any new and unforeseen regulatory limitations on our operations could impair our ability to deliver effective solutions to our customers, which could adversely affect our business, ~~operating results of operations~~ and financial condition. **A significant inadvertent disclosure or breach of confidential and / or personal information we process, or a security breach of our or our customers', suppliers', or other partners' IT Systems could be detrimental to our business, reputation, financial performance and results of operations.** ~~The or a security breach of our or our customers', suppliers', or other partners' computer systems could be detrimental to our business, reputation, financial performance and results of operations.~~ The nature of our business means that we process large databases of personal information, including maintaining and storing large databases of such information, not only on our own behalf, but also on our customers' and others' behalf. As a result, we face ~~heightened numerous and evolving cybersecurity risk~~ **risks that threaten the confidentiality, integrity and availability of** ~~our IT Systems, and personal and confidential information.~~ ~~Such as a risks include the misappropriation of data breach or data being misappropriated by a malicious insider~~ **insiders or unauthorized third party parties, or other data breaches**. Such parties could attempt to gain entry to our ~~or our vendor' s IT systems~~ **Systems** (including by gaining employment at Zeta) for the purpose of stealing data, including confidential information or personal information, or breaching our security systems ~~or other IT Systems~~. In particular, we ~~(and certain of our third-party providers)~~, like other organizations, especially in the digital marketing industry and marketing ~~technology~~ **technology** industry is, are routinely subject to ~~attempts by such threat actors (e. g., cybersecurity threats, attempted data privacy breaches, or other incidents), which if successful, may result in either threatened or actual exposure leading to unauthorized access, disclosure and misuse of confidential information, personal information or other information regarding customers, suppliers, partners, vendors, employees, or our company and business. Cyberattacks are expected to accelerate on a global basis in frequency and magnitude as threat actors are becoming increasing increasingly~~ **scrutiny sophisticated in using techniques and tools, including artificial intelligence, that circumvent security systems controls, evade detection and remove forensic evidence**. In particular ~~As a result~~, we ~~may be unable~~, like other organizations, especially in the digital marketing industry and marketing technology industry, are routinely subject to ~~detect attempts by such malicious actors (e.g., investigate cybersecurity threats, remediate attempted data privacy breaches, or other recover from future attacks or incidents ), which if successful, may result in either threatened or actual exposure leading to unauthorized access, disclosure and misuse of confidential information, personal information or other information regarding customers, suppliers, partners, vendors, employees, or our or company and business.~~ **to avoid a material adverse impact to our IT Systems or information**. Even where we have invested in industry standard security, a breach may be due to employee error, malfeasance, system errors or vulnerabilities, including vulnerabilities of our customers, vendors, suppliers, their products, or otherwise. Third parties may also attempt to fraudulently induce employees to disclose sensitive information or credentials that permit access to sensitive information through a process known as social engineering. This includes disclosing data such as usernames, passwords or other information to gain access to our customers' data or our data, including intellectual property and other confidential information. **Employee-related risks are increased by remote and hybrid working arrangements at our company (and at third-party providers) which increase cybersecurity risks due to the challenges associated with managing remote computing assets and security vulnerabilities that are present in many non- corporate and home networks.** Third parties and ~~malicious threat~~ **actors** also may attempt to extort us through a ransomware or other similar form of attack by encrypting information ~~IT systems~~ **Systems**, rendering our ~~information~~ ~~IT systems~~ **Systems** inoperable, or stealing intellectual property, confidential information, personal information, or other sensitive data, and demanding payment in return. Techniques used to obtain unauthorized access to, or sabotage ~~IT systems~~ **Systems**, change frequently, grow more complex over time, and often are not recognized until launched against a target. Given the unpredictability of the timing, nature and scope of cybersecurity attacks and other security- related incidents, our technology may fail to adequately secure the data, including confidential information and personal information we maintain, and we cannot entirely eliminate the risk of improper or unauthorized access to or disclosure of such data, other security events that impact the integrity or availability of such data, or our ~~IT systems~~ **Systems** and operations and any data contained in such systems and operations. We may incur significant costs in protecting against or remediating such events, including cyber- attacks. Any security breach ~~could result in~~ **operational disruptions** ~~U. S. government actions that~~ **impair our ability to meet our customers' requirements, which** ~~could negatively disclosure of such data, other security events that impact the integrity or availability of such data, or our systems and operations and any data contained in such systems and operations. We may incur significant costs in protecting against or remediating such events, including cyber- attacks. Any security breach could result in operational disruptions that impair our ability to meet our customers' requirements, which could result in decreased revenue.~~ We carry insurance comparable to our industry. However, we cannot guarantee that our insurance coverage will be sufficient to cover all ~~losses~~ **costs and liabilities incurred in relation to a security breach, or that applicable insurance will be available to us in the future on economically reasonable terms or at all**. Whether there is an actual or a perceived breach of our security, our reputation could suffer irreparable harm, causing our current and prospective customers to reject our products in the future, deterring data suppliers from

supplying us data or customers from uploading their data on our platform, or changing customers' behaviors and use of our technology. Further, we could be forced to expend significant resources in response to a security breach, including those expended in notifying individuals and providing mitigating solutions, repairing system damage, increasing cyber security protection costs by deploying additional personnel and protection technologies, and litigating and resolving legal claims or governmental inquiries and investigations, all of which could divert the attention of our management and key personnel away from our business operations. **We depend on computer hardware purchased or leased from, software licensed from, content licensed from and services provided by a variety of third parties, which include databases, operating systems, virtualization software, tax requirement content and technologies, geolocation content and services (collectively, "IT Systems"). Any damage to or failure of our IT Systems generally would prevent us from operating our business, the disruption of which could adversely affect our business, results of operations and financial condition.** We rely on data centers and third-party technology vendors in order to operate our business, **and we.** Any damage to or failure of our systems generally would prevent us from operating our business. We host our company-owned infrastructure at third-party data centers. We are also dependent on third-party providers to provide industry standard protection against potential damages such as cyber intrusions, natural disasters, criminal acts and technical maintenance. In the event of damage or interruption **to IT Systems**, it is unlikely that we would be appropriately compensated for the reputational harm that such an interruption would create regardless of any damages we may recover from such third parties or any insurance policy in place. This would in turn reduce our revenue, subject us to liability and may cause us to lose customers, any of which could materially adversely affect our business, **adversely affect our business.** Additionally, improving our platform's infrastructure and expanding its capacity in anticipation of growth in new channels and formats, as well as implementing technological enhancements to our platform to improve its efficiency and cost-effectiveness are key components of our business strategy, and if our third-party data centers are unable to keep up with our growing needs for capacity, this could have an adverse effect on our business. Any changes in the service levels at our third-party data centers or any errors, service interruptions, defects, disruptions, or other performance problems could adversely affect our reputation, expose us to liability, cause us to lose customers, or otherwise adversely affect our business, **operating results of operations and financial condition.** We also rely on computer hardware purchased or leased from, software licensed from, content licensed from and services provided by a variety of third parties, which include databases, operating systems, virtualization software, tax requirement content and geolocation content and services. Any errors, bugs or defects in such **IT Systems could result in errors or a failure of our solutions, which could harm our business.** Additionally, we cannot ensure that these third-party hardware leases or licenses, software or support for such leased or licensed products and technologies, will continue to be available to us on commercially reasonable terms, if at all. **We cannot be certain that our suppliers or licensors are not infringing the intellectual property rights of others or that our suppliers and licensors have sufficient rights to the technology in all jurisdictions in which we may face claims relating to operate.** In the future, we might need to license the other information or hardware, software, content that or services to enhance our products and meet evolving customer requirements. Any inability to license or otherwise obtain such hardware or software could result in a reduction in functionality, or errors or failures of our products, until equivalent technology is made either developed by us or, if available, is identified, obtained through purchase or license, and integrated into platform. Though we contractually require our customers to represent that they will follow our policies with respect to all information or our solutions content they upload to our systems, we any of which may reduce demand for be exposed to potential liability if our solutions and increase our expenses customers do not abide by such policies. In particular addition, third-party licenses the nature of our business may expose us to increased risks claims related to defamation, dissemination including risks associated with the integration of or systems new technology, or into the systems or devices diversion of resources from the development of our own proprietary technology customers and their consumers, publishers could lose confidence in our platform, and we could face legal claims our inability to generate revenue from new technology sufficient to offset associated acquisition and maintenance costs, any all of which may increase could adversely affect our business, expenses and harm our results of operations and financial condition. We may be the target of fraudulent or malicious activities undertaken by persons seeking to use our platform for improper purposes. For example, someone may attempt to divert or artificially inflate customer purchases through our platform, or attempt to disrupt or divert the operation of the systems and devices of our publishers and their consumers in order to misappropriate misinformation --- information, generate fraudulent billings or stage cyberattacks, or other unauthorized or illicit purposes. Those activities could also introduce malware through or our platform in order to commandeer or gain access to confidential information or news hoaxes, discrimination, harassment, intellectual property right infringement, rights of publicity and privacy, personal information injury torts, laws regulating hate speech or other types of content, and breach of contract, among others. The We use third-party tools and proprietary technology industry is subject to identify intense media, political and regulatory scrutiny, including on non-human traffic issues related to antitrust and malware artificial intelligence, which exposes us to government investigations, legal actions and penalties. we may reduce For or terminate relationships with customers that instance, various regulatory agencies, including competition and consumer protection authorities, have active proceedings and investigations concerning multiple technology companies on antitrust and other issues. If we find become subject to be engaging in such investigations, we could be liable for substantial fines and penalties, be required to change our products or alter our business operations, receive negative publicity, or be subject to civil litigation, all of which could harm our business. Lawmakers also have proposed new laws and regulations, and modifications to existing laws and regulations, that affect the activities of technology companies such as the recent efforts to eliminate or modify Section 230 of the Communications Decency Act. However If such laws and regulations are enacted,.... ensure compliance with applicable laws and regulations, there can be no assurance that our employees policies, contractors controls or agents procedures, will not

violate such be fully implemented, complied with or effective in protecting our systems and information. Perpetrators of fraudulent impressions and malware frequently change their tactics and may become more sophisticated over time, requiring both us and third parties to improve processes for assessing the quality of publisher inventory and controlling fraudulent activity. In the meantime, new or changing data privacy laws (in particular outside the EU and regulations the U. S.) could potentially interfere with the data collection required in order to detect fraud. If we fail are found to have violated laws and regulations detect or prevent fraudulent or malicious activity of this sort, it could materially adversely affect our reputation, financial condition and operating results. We also could be harmed by government damaged, customers may contest payment, demand refunds or fail to give us future business, or we could face legal claims or investigations from litigation, or changes in laws and regulations directed at our customers or regulators. Even if we are not directly involved in fraud or malicious activity, any sustained failures of others in our industry to adequately detect and prevent fraud could generate the perception that digital marketing is unsafe and lead our customers to avoid digital marketing products like ours. Our business partners, is dependent on email services or for suppliers in promoting our customers' brands, products and services, the Other technology industry private entities often advocate standards of conduct or practices that would have significantly exceed current legal requirements and classify certain solicitations that comply with current legal requirements as impermissible "spam." Some of the these effect entities maintain "blacklists" of limiting our ability to do business companies and individuals, and the websites, inbox service providers and IP addresses associated with those those entities or individuals that do not adhere to those standards of conduct or practices for commercial solicitations that the blacklisting entity believes are appropriate. If a company's IP addresses are listed by a blacklisting entity, emails sent from those addresses may be blocked if they are sent to any internet domain or internet address that subscribes to the blacklisting entity's service or uses its blacklist. From time to time, some of our IP addresses have become, and we expect will continue to be, listed with one or more blacklisting entities due to the messaging practices of our customers and other users. We may be at an increased risk of having our IP addresses blacklisted due to our scale and volume of emails processed, compared to our smaller competitors. While the overall percentage of such email solicitations that our individual customers send may be at or below reasonable standards, the total aggregate number of all emails that we process on behalf of our customers may trigger increased scrutiny from these blacklisting entities. There can be no assurance guarantee that we will be able to successfully remove ourselves from those lists. Because we fulfill email delivery on behalf of our customers, blacklisting of this type could undermine the effectiveness of our customers' transactional email, email marketing programs and other email communications, all of which could have a material negative impact on our business will, financial condition and results of operations. Inbox service providers can also block emails from reaching their users. While we continually improve our own technology and work closely with inbox service providers to maintain our deliverability rates, the implementation of new or more restrictive policies by inbox service providers may make it more difficult to deliver our customers' emails, particularly if we are not be given adequate notice of a change in policy or struggle to update our platform to comply with the changed policy in a reasonable amount of time. In addition, some inbox service providers categorize as "promotional" emails that originate from email service providers and, as a result, direct them to an alternate or "tabbed" section of the recipient's inbox. If inbox service providers materially limit or halt the delivery of our customers' emails, or if we fail to deliver our customers' emails in a manner compatible with inbox service providers' email handling or authentication technologies or other policies, or if the open rates of our customers' emails are negatively impacted by the actions of inbox service providers to categorize emails, then customers may question the effectiveness of our platform and cancel their accounts. Additionally, changes in the laws or regulations that limit our ability to send such communications or impose additional requirements upon us in connection with sending such communications would also materially adversely affected impact our business. For example, Canada's Anti-Spam Legislation ("CASL") prohibits email marketing without the recipient's consent, with limited exceptions. In addition, electronic marketing and privacy requirements in the EU are highly restrictive and differ greatly from those currently in force in the U. S., which could cause fewer individually individuals in the EU to subscribe to or our marketing messages and drive up our costs and risk of regulatory oversight and fines if we are found to be non-compliant. These restrictions could prevent us from obtaining enough data to produce effective marketing results for our customers in the these aggregate markets. Our use of email and other messaging services to send communications to consumers may also result in legal claims against us, for which we may incur increased expenses, and if successful might result in fines and orders with costly reporting and compliance obligations or might limit or prohibit our ability to send emails or other messages. We also rely on social networking messaging services to send communications and to encourage consumers to send communications. Changes to the terms of these social networking services to limit promotional communications, any restrictions that would limit our ability or our customers' ability to send communications through their services, disruptions or downtime experienced by the these outcomes social networking services or decline in the use of such investigations, litigation or engagement with social networking services by or our customers' end consumers could materially and adversely affect our business, financial condition and operating results. We leverage new technologies and platforms to improve business effectiveness, including use of artificial intelligence, or AI, technologies. The AI regulatory landscape is rapidly evolving, and we are or may become subject to numerous state, federal and foreign laws, requirements and regulations governing the use of AI. Implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future, and we cannot yet determine the impact future laws, regulations, standards, or perception of their requirements may have on our business. In the United States and internationally, AI is the subject of evolving review by various governmental and regulatory agencies, including the SEC and the FTC, and changes to in laws, rules, directives and regulations in governing the use of AI may adversely affect the ability of our business to use or rely on AI. For example, California and the other future states have implemented, or are in the process of implementing, laws, rules, and regulations that impose

obligations on the use of automated decision making. Further, in October 2023, the President of the United States issued an executive order on the Safe, Secure and Trustworthy Development and Use of AI, emphasizing the need for transparency, accountability and fairness in the development and use of AI Tools. In Europe, on December 8, 2023, the European Union legislators reached a political agreement on the EU Artificial Intelligence Act (“ EU AI Act ”), which establishes a comprehensive, risk- based governance framework for artificial intelligence in the EU market. The EU AI Act is expected to enter into force in 2024, and the majority of the substantive requirements will apply two years later. The EU AI Act will apply to companies that develop, use and / or provide artificial intelligence in the EU and includes requirements around transparency, conformity assessments and monitoring, risk assessments, human oversight, security, accuracy, general purpose artificial intelligence and foundation models, and proposes fines for breach of up to 7 % of worldwide annual turnover. In addition, on September 28, 2022, the European Commission proposed two Directives seeking to establish a harmonized civil liability regime for artificial intelligence in the EU, in order to facilitate civil claims in respect of harm caused by artificial intelligence and to include artificial intelligence- enabled products within the scope of the EU’ s existing strict liability regime. Once fully applicable, the EU AI Act will have a material impact on the way artificial intelligence is regulated in the EU, and together with developing guidance and / or decisions in this area, likely to affect our use of artificial intelligence and our ability to provide and to improve our services, require additional compliance measures and changes to our operations and processes, result in increased compliance costs and potential increases in civil claims against us, and could adversely affect our business, operations and financial condition. Failure to comply with industry self- regulation could adversely affect our business, operating results of operations and financial condition. In addition to complying with government regulations, we participate in trade associations and industry self- regulatory groups that promote best practices or codes of conduct addressing data privacy. We also have agreed to follow certain practices as contractual obligations to customers (e. g. marketing agencies). We are a member of the Digital Advertising Alliance’ s (“ DAA ”) Self- Regulatory Principles for Online Behavioral Advertising in the U. S., as well as the Digital Advertising Alliance of Canada (“ DAAC ”) in Canada and the European Interactive Digital Advertising Alliance (“ EDAA ”) in Europe. Under the rules of these bodies, in addition to other compliance obligations, we are required to participate in the AdChoices program (and other similar programs), which provides consumers a single online interface to obtain information about and manage data collection by online third parties such as us. These bodies investigate non- compliance and report significant instances of non- compliance to regulatory authorities such as the FTC or data protection authorities in Europe. As new legislation comes into effect, such as the CPRA, self- regulatory programs may change their requirements based on such new legislation, which adds complexity and costs for companies to maintain compliance. If we fail to keep up with or to properly implement such changes, we could become subject to regulatory investigations, fines and legally- mandated corrective actions. Our intellectual property rights may be difficult to enforce and protect, which could enable others to copy or use aspects of our technology without compensating us, thereby eroding our competitive advantage and having an adverse effect on our business, operating results of operations and financial condition. Our success depends, in part, on our ability to protect the confidentiality of, and intellectual property rights in, our proprietary methods, and technologies, and content that we develop or otherwise acquire, so that we can prevent others from using them our inventions and proprietary information. If we fail to protect such our intellectual property rights adequately, or are otherwise required to disclose our proprietary methods, technologies and / or content, our competitors may might gain access to our technology and our business might be adversely affected. Policing unauthorized use of our technology is difficult and costly. In addition, the laws of some foreign countries may not be as protective of intellectual property rights as those of the U.S., and mechanisms for enforcement of our proprietary rights in such countries may be inadequate. If we are unable to protect our proprietary rights (including in particular, the proprietary aspects of our platform) we may find ourselves at a competitive disadvantage to others who have not incurred the same level of expense, time and effort to create, protect and enforce their intellectual property. We rely upon a combination of trade secrets, third- party confidentiality and non- disclosure agreements, additional contractual protections including those in agreements with business partners and customers, and trademark, copyright, patent and other intellectual property laws to establish and protect our proprietary technology and intellectual property rights. Establishing, maintaining and enforcing intellectual property rights can be difficult, time consuming, and expensive and despite our efforts to establish and maintain our intellectual property, the applicable laws may provide only a limited scope of protection. It may be possible for unauthorized third parties to copy or reverse engineer aspects of our technology or otherwise obtain and use information that we regard as proprietary, or to develop technologies similar or superior to our technology or design around our proprietary rights, despite the steps we have taken to protect our proprietary rights. Our trade secrets, know- how and other proprietary information may be stolen, used in an unauthorized manner, or compromised through an intrusion by private parties or foreign actors into our computer systems. In addition, theft or misuse of our proprietary information could still occur by employees or contractors who have access to our technology despite the agreements we have in place with such employees and contractors that restrict the use and disclosure of our information and technology and although we enter into non- disclosure agreements with our customers, consultants, suppliers and other parties with whom we have strategic relationships and business alliances and enter into intellectual property assignment agreements with our consultants and suppliers, no assurance can be given that these agreements will not be breached. While we have issued patents and have patent applications pending, we may be unable to obtain patent protection for the technology covered in our patent applications or such patent protection may not be obtained quickly enough to meet our business needs. Furthermore, the patent prosecution process is expensive, time- consuming and complex, and we may not be able to prepare, file, prosecute, maintain and enforce all necessary or desirable patent applications at a reasonable cost or in a timely manner. The scope of patent protection also can be reinterpreted after issuance and issued patents may be invalidated. Even if our patent applications do issue as patents, they may not issue in a form that is sufficiently broad to protect our technology, prevent competitors or other third parties from competing with us or otherwise provide us with any competitive

advantage. We may be subject to intellectual property rights claims by third parties, which are costly to defend, could require us to pay significant damages and could limit our ability to use our technology or intellectual property. We operate in an industry with an extensive history of intellectual property litigation. There is a risk that our business, platform and solutions may infringe or be alleged to infringe the trademarks, copyrights, patents and other intellectual property rights of third parties, including patents held by our competitors or by non-practicing entities. We may also face allegations that our employees have misappropriated or divulged the trade secrets or other confidential information of their former employers or other third parties. Regardless of whether any of these claims have any merit, evaluating and defending these claims, ~~including potentially challenging or attempting to invalidate the other party's patents,~~ is costly, time consuming, and diverts management attention and financial resources. Results of these litigation matters are difficult to predict and we may not be successful in defending ourselves in such matters. If our defense is unsuccessful, ~~or we are not successful in challenging or invalidating the patents of the third party claiming infringement,~~ we may be required to stop offering some features, purchase licenses, which may not be available on favorable terms or at all, or modify our technology or our platform while we develop non-infringing substitutes, or incur significant settlement costs. Additionally, we may be obligated to indemnify our customers or inventory and data suppliers in connection with any such litigation. Any of these events could have an adverse effect on our business, ~~operating results of~~ **operations** and financial condition. Our failure to meet content and inventory standards and provide products that our customers and third-party suppliers trust, could harm our brand and reputation and negatively impact our business, operating results and financial condition. We do not provide or control either the content of the advertisements we serve or that of the websites providing the inventory. Our customers provide the content and third-party suppliers provide the inventory. Both marketers and third-party suppliers are concerned about being associated with content they consider inappropriate, competitive or inconsistent with their brands, or illegal and they are hesitant to spend money without guaranteed brand security. Additionally, our customers may seek to display marketing campaigns in jurisdictions that do not permit such campaigns. Our customers and third-party suppliers will often include provisions in their contracts that restrict the type of content that can be run in marketing campaigns. Inadvertently, we may serve such restricted ad content, or the advertisements we serve may contain malware, which could harm our or our customers' brand and reputation, harm our relationships with our inventory suppliers and negatively impact our business, financial condition and operating results. Accordingly, a part of our business strategy is our ability to convince our customers that their brand and image are safe within our ecosystem. While we have established rules and guidance on how our platform is to be used, including prohibiting the display of content that is illegal, and we also utilize third party software that looks for malware in all of our marketing campaigns, we cannot guarantee that we will be able to capture all violating media before it is posted. It is therefore possible that our customers may run a campaign that does not conform to our standards. If this were to happen, we may be liable to the customer for damages and incur costs associated with remediating the issue. Further, if this were to happen it could harm our and / or our customers' brand and reputation, and negatively impact our business, financial condition and operating results. Additionally, marketing may result in litigation relating to copyright or trademark infringement, public performance royalties or other claims based on the nature and content of advertising that is distributed through our platform. Though we contractually require our customers to represent to us that they have the rights necessary to serve advertisements through our platform, we do not independently review or verify whether we are permitted to deliver, such advertisements. If any of our customers' representations turn out to be inaccurate, we may be exposed to potential liability and our reputation may be damaged. While our customers are typically obligated to indemnify us, such indemnification may not fully cover us, or we may not be able to collect the amounts owed to us. In addition to settlement costs, we may be responsible for our own litigation costs, which can be extensive. Our platform relies on third-party open source software components. Failure to comply with the terms of the underlying open source software licenses could expose us to liabilities, and the combination of open source software with code that we develop could compromise the proprietary nature of our platform. Our platform utilizes software licensed to us by third-party authors under "open source" licenses and we expect to continue to utilize open source software in the future. The use of open source software may entail greater risks than the use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. To the extent that our platform depends upon the successful operation of the open source software we use, any undetected errors or defects in this open source software could prevent the deployment or impair the functionality of our platform, delay new solution introductions, result in a failure of our platform and injure our reputation. For example, undetected errors or defects in open source software could render it vulnerable to breaches or security attacks, and, in conjunction, make our systems more vulnerable to data breaches. Furthermore, some open source licenses require that proprietary source code combined with, linked to or distributed with such open source software be released to the public, and may also prohibit charging fees for the use of the software. If we combine, link or distribute our proprietary software with open source software in a specific manner, we could, under some open source licenses, be required to release the source code of our proprietary software to the public. This could also preclude us from charging license **fees. This would allow our competitors to create similar solutions with lower development effort and time and ultimately put us at a competitive disadvantage. Any unfavorable publicity or negative public perception of current data collection practices could result in additional regulations which may impact the effectiveness of our data cloud and platform.** Risks Related to Public Reporting Matters and An Investment in Our Class A Common Stock general business considerations. In addition, the terms of our Senior Secured Credit Facility impose limitations on our ability to repurchase shares. The share repurchase program may be modified, suspended, or terminated at any time, and we cannot guarantee that the program will be fully consummated or that it will enhance long-term stockholder value. The program could affect the trading price of our stock and increase volatility, and any announcement of a termination of this program may result in a decrease in the trading price of our stock. In addition, this program could diminish our cash and cash equivalents and marketable securities. The nature of our business requires the application of accounting guidance that requires management to make estimates and assumptions. Reported results under GAAP may vary

from key metrics used to measure our business. Additionally, changes in accounting guidance may cause us to experience greater volatility in our quarterly and annual results. We prepare our consolidated financial statements to conform to United States Generally Accepted Accounting Principles (“GAAP”). These accounting principles are subject to interpretation by the SEC, Financial Accounting Standards Board (“FASB”), and various bodies formed to interpret and create accounting rules and regulations. Accounting standards, such as ASC 606 — Revenue from Contracts with Customers or ASC 842 — Leases, or the guidance relating to interpretation and adoption of standards could have a significant effect on our financial results and could affect our business. Additionally, the FASB and the SEC are focused on the integrity of financial reporting, and our accounting policies are subject to scrutiny by regulators and the public. We cannot predict the impact of future changes to accounting principles or our related accounting policies on our financial statements going forward. In addition, were we to change our accounting estimates, including those related to the timing of revenue recognition and those used to allocate revenue between various performance obligations, our reported revenue and results of operations could be significantly impacted. If we are unsuccessful in adapting to the requirements of any new standard, then we may experience greater volatility in our quarterly and annual results, which may cause our stock price to decline. In addition, GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Such estimates and assumptions are, by their nature, subject to substantial risks and uncertainties and factors may arise over time that lead us to change our methods, estimates, and judgments. Changes in those methods, estimates, and judgments could significantly affect our results of operations. If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired. Ensuring that we have adequate internal financial and accounting controls and procedures in place to produce accurate financial statements on a timely basis is a costly and time-consuming effort that needs to be re-evaluated frequently. The rapid growth of our operations in recent years and our initial public offering in 2021 have created a need for additional resources within the accounting and finance functions due to the increasing need to produce timely financial information and to ensure the level of segregation of duties customary for a U. S. public company. We continue to reassess the sufficiency of finance personnel in response to these increasing demands and expectations. Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our management does not expect that our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within our company will have been detected. We may experience material weaknesses in our internal controls over financial reporting in the future. Our failure to remediate these material weaknesses and maintain effective internal control over financial reporting could result in material misstatements in our financial statements, the inability to timely report our financial condition or results of operations, investors losing confidence in our reported financial information and our stock price being adversely affected. Substantial future sales of shares of our..... file for ourselves or our stockholders. We are unable to predict a “controlled company” within the effect-meaning of the NYSE rules and, as a result, expect to qualify for, and may rely on, exemptions from certain corporate governance requirements. As of December 31, 2022-2023, our Co- Founder and Chief Executive Officer, David Steinberg, beneficially owns a majority of the combined voting power of all classes of our outstanding voting stock. As a result, we continue to be a controlled company within the meaning of the applicable stock exchange corporate governance standards. Under the NYSE rules, a company of which more than 50 % of the voting power is held by another person or group of persons acting together is a controlled company and may elect not to comply with certain corporate governance requirements, including the requirements that: • a majority such sales related to the foregoing may have on the prevailing market price of our Class A common stock. In addition, on August 3, 2022, the Company board of directors consist of independent directors as defined under the rules of the NYSE; • the nominating and governance committee be composed entirely of independent directors with a written charter addressing the committee’s board purpose and responsibilities; and • the compensation committee be composed entirely of independent directors authorized withholding with a written charter addressing the committee’s purpose and responsibilities. These requirements will not apply to us as an alternative long as we remain a controlled company. We have not elected to take advantage of the exemption from these market sales by executives to satisfy tax withholding requirements upon vesting of restricted stock awards (, but may elect to do so in the future so long as we remain a “RSAs-controlled company.” If we choose to rely on ). As such, beginning in the these exemptions third quarter of 2022, we you may not have used and may continue the same protections afforded to use stockholders of companies that are subject to all of the corporate governance requirements cash to make required tax payments associated with the vesting of certain executive RSAs and withhold a corresponding..... trading volume, market conditions and other -- the NYSE general business considerations. In addition,..... cash and cash equivalents and marketable securities. The dual class structure of our common stock has the effect of concentrating voting control with those stockholders who held our capital stock prior to the completion of our initial public offering, including our Co- Founder and Chief Executive Officer and his affiliates. This will limit or preclude your ability to influence corporate matters, including the election of directors, amendments to our organizational documents and any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction requiring stockholder approval. Our Class B common stock is entitled to ten votes per share and our Class A common stock is entitled to one vote per share. The dual class structure of our common stock has the effect of concentrating voting control with our Co- Founder and Chief Executive Officer and his affiliates, which will limit your ability to influence the outcome of matters submitted to our stockholders for approval, including the election of our

directors and the approval of any change in control transaction. As of December 31, 2022-2023, our current founder and chief executive officer and his affiliates held, in aggregate 65.4% of the voting power of our outstanding capital stock. As a result, these stockholders, acting together, will have control over most matters that require approval by our stockholders, including the election of directors and approval of significant corporate transactions. They may also have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests. Corporate action might be taken even if other stockholders oppose them. This concentration of ownership may have the effect of delaying, preventing or deterring a change of control or other liquidity event of our company, could deprive our stockholders of an opportunity to receive a premium for their shares of common stock as part of a sale or other liquidity event and might ultimately affect the market price of our common stock. We are a "controlled company..... the corporate governance requirements of the NYSE". Anti-takeover provisions contained in our charter documents and Delaware law could prevent a takeover that stockholders consider favorable and could also reduce the market price of our stock. Our amended and restated certificate of incorporation contains provisions that could delay or prevent a change in control of our company. These provisions could also make it more difficult for stockholders to elect directors and take other corporate actions. These provisions do the following:

- permit our board of directors to issue up to 200,000,000 shares of preferred stock, with any rights, preferences and privileges as they may designate;
- provide that the authorized number of directors may be changed only by resolution of our board of directors;
- provide that our board of directors will be classified into three classes of directors;
- limit the ability of stockholders to remove directors to permit removals only "for cause" once Class B common stock ceases to hold more than 50% of all our outstanding common stock;
- provide that all vacancies, except as otherwise required by law, be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum;
- prohibit stockholder action by written consent, subject to the terms of any series of preferred stock, if the holders of shares of Class B common stock no longer hold at least a majority of the voting power of the outstanding shares of our common stock;
- require advance notice for nominations of directors by stockholders and for stockholders to include matters to be considered at our annual meetings;
- provide certain limitations on convening special stockholder meetings;
- so long as any shares of Class B common stock remain outstanding, require the prior affirmative vote of the holders of a majority of the outstanding shares of Class B common stock, voting as a separate class to consummate a Change of Control Transaction (as defined in our amended and restated certificate of incorporation);
- provide that the restrictions set forth in Section 203 of the Delaware General Corporation Law ("DGCL") shall be applicable to us in the event that no holder of Class B common stock owns shares of our capital stock representing at least fifteen percent (15%) of the voting power of all the then outstanding shares of our capital stock; and
- not provide for cumulative voting rights in election of directors.

These and other provisions in our amended and restated certificate of incorporation and under Delaware law could discourage potential takeover attempts, reduce the price investors might be willing to pay in the future for shares of our Class A common stock and result in the market price of our Class A common stock being lower than it would be without these provisions. Our amended and restated certificate of incorporation provides, subject to certain exceptions, that (i) the Court of Chancery of the State of Delaware is the sole and exclusive forum for certain stockholder litigation matters and (ii) the federal district courts of the United States of America are the exclusive forum for the resolution of any complaint asserting a cause of action under the Securities Act, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or stockholders. Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is, to the fullest extent permitted by law, the sole and exclusive forum for:

- any derivative action or proceeding brought on our behalf;
- any action asserting a claim of breach of a fiduciary duty owed by, or other wrongdoing by, any of our current or former directors, officers, employees or our stockholders;
- any action asserting a claim against us arising under the DGCL, our amended and restated certificate of incorporation, or our amended and restated bylaws (as either may be amended from time to time) or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware; and
- any action asserting a claim against us that is governed by the internal-affairs doctrine.

This exclusive forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage lawsuits against us and our directors, officers and other employees. Although our amended and restated certificate of incorporation contains the exclusive forum provision described above, it is possible that a court could find that such a provision is inapplicable for a particular claim or action or that such provision is unenforceable. If a court were to find the exclusive forum provision in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving the dispute in other jurisdictions, which could seriously harm our business. Under our amended and restated certificate of incorporation, the exclusive forum provision described above does not apply to claims arising under the Exchange Act. Accordingly, actions by our stockholders to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder must be brought in federal court. Our stockholders will not be deemed to have waived our compliance with the federal securities laws and the regulations promulgated thereunder. We are **a large accelerated filer and, subject to certain grace periods, may no longer provide scaled disclosures as an emerging growth company subject to reduced disclosure requirements, which will increase our costs and there is demands on management. As of December 31, 2023, we became a large accelerated filer, and risk that availing ourselves of such reduced disclosure requirements will make our Class A common stock less attractive to investors. We are no longer an emerging growth company. As, and for as long as we continue to be an emerging growth company, we intend had the option to avail ourselves take advantage of certain exemptions from various reporting requirements such as that are applicable to other public companies, including, but not limited to, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements. Subject to certain grace periods, we may not- no being required to obtain auditor attestation of longer provide scaled disclosure as an "emerging growth company" as defined under the Exchange Act, which will increase our reporting costs and demands on management. In addition, as a non-accelerated filer and emerging growth company, we**



have availed ourselves of the exemption from the requirement that our independent registered public accounting firm attest to the effectiveness of our internal control over financial reporting under Section 404 (b) of the Sarbanes Oxley Act. However, we may no longer avail ourselves of having reduced disclosure obligations about our executive compensation in this exemption Annual Report on Form 10-K and in our periodic reports and proxy statements, and not being required to hold advisory stockholder votes on executive compensation and stockholder approval of any golden parachute payments not previously approved. If some investors find our Class A common stock less attractive as a result, there may be a less active trading market for our Class A common stock, and our stock price may be more volatile. We will remain an emerging growth company until the earliest of (i) the last day of the year in which we have total annual gross revenues of \$1.07 billion or more; (ii) the last day of the year following the fifth anniversary of the date of the consummation of the Company's IPO; (iii) the date on which we have issued more than \$1.0 billion in non-convertible debt during the previous three years; or (iv) the date on which we are deemed to be a large accelerated filer under the rules, which will increase our expenses and require a significant amount of the SEC management time.