



2025 Proxy Statement

2024 Annual Report

Annual Meeting of Stockholders

JUNE 4, 2025 / PALO ALTO, CA

Notice of Annual Meeting of Stockholders

Dear Stockholders of AppLovin Corporation:

We cordially invite you to attend the 2025 annual meeting of stockholders (the “Annual Meeting”) of AppLovin Corporation, a Delaware corporation, to be held on Wednesday, June 4, 2025 at 10:00 a.m. Pacific Time. The Annual Meeting will be conducted virtually via live audio webcast. You will be able to attend the Annual Meeting virtually by visiting www.virtualshareholdermeeting.com/APP2025, where you will be able to listen to the meeting live, submit questions, and vote online.

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted at the meeting. Therefore, we urge you to promptly vote and submit your proxy via the internet, by telephone, or by mail, voting are set forth on page 3.

We are holding the Annual Meeting for the following purposes, as more fully described in the accompanying proxy statement:

Proposals

- 1 To elect nine (9) directors to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified;
- 2 To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2025; and
- 3 To transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Our Board of Directors has fixed the close of business on April 10, 2025 as the record date for the Annual Meeting. Stockholders of record on April 10, 2025 are entitled to notice of and to vote at the Annual Meeting. Further information regarding voting rights and the matters to be voted upon is presented in the accompanying proxy statement.

By order of the Board of Directors,





Adam Foroughi


Chief Executive Officer, Co-Founder, and Chairperson of the Board
Palo Alto, California
April 22, 2025

The accompanying proxy statement and our 2024 annual report are available at www.proxyvote.com. You will be asked to enter the 16 digit control number located on your proxy card.

MEETING DETAILS

Date
 June 4, 2025

Time
 10:00 a.m.
Pacific Time

Location
 www.virtualshareholdermeeting.com/APP2025

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the Annual Meeting, we urge you to submit your vote. Submitting your vote in advance does not deprive you of your right to attend the Annual Meeting and to re-vote your shares at the Annual Meeting.

Proxy

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AppLovin Corporation Proxy Statement for the 2025 Annual Meeting of Stockholders

General Information

This proxy statement and the enclosed form of proxy are furnished in connection with the solicitation of proxies by our board of directors (“Board of Directors” or “Board”) for use at the 2025 annual meeting of stockholders of AppLovin Corporation, a Delaware corporation (“we,” “our,” “us,” the “Company,” or “AppLovin”), and any postponements, adjournments, or continuations thereof.

Proxy



Date

June 4, 2025



Time

10:00 a.m. Pacific Time



Location

www.virtualshareholdermeeting.com/APP2025

The Annual Meeting will be conducted virtually via live audio webcast. You will be able to attend the Annual Meeting virtually by visiting www.virtualshareholdermeeting.com/APP2025, where you will be able to listen to the meeting live, submit questions, and vote online. The Notice of Internet Availability of Proxy Materials (the “Notice”) containing instructions on how to access this proxy statement and our annual report is first being mailed on or about April 22, 2025 to all stockholders entitled to vote at the Annual Meeting. The proxy materials and our 2024 annual report can be accessed by following the instructions in the Notice.

The information provided in the “question and answer” format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement and references to our website address in this proxy statement are inactive textual references only. Our Class A common stock and Class B common stock are collectively referred to in this proxy statement as our “common stock.”

What matters am I voting on?

You are being asked to vote on:

- the election of nine (9) directors to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified;
- a proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2025; and
- any other business as may properly come before the Annual Meeting.

How does the Board of Directors recommend I vote on these proposals?

Our Board of Directors recommends you vote:

- “FOR” the election of each director nominee named in this proxy statement; and
- “FOR” the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2025.

How many votes are needed for approval of each proposal?

- **Proposal No. 1:** Each director nominee is elected by a plurality of the votes of the shares present virtually or represented by proxy at the meeting and entitled to vote on the election of directors at the Annual Meeting. Abstentions and broker non-votes will have no effect on the outcome of the vote. “Plurality” means that the nine (9) director nominees who receive the largest number of votes cast “For” such nominees are elected as

directors. As a result, any shares not voted “For” a particular director nominee (whether as a result of a withhold vote or a broker non-vote) will not be counted in such director nominee’s favor and will have no effect on the outcome of the election. You may vote “For” or “Withhold” on each of the director nominees for election as a director.

- **Proposal No. 2:** The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2025, requires the affirmative “For” vote of a majority of the voting power of the shares of our common stock present virtually or represented by proxy at the Annual Meeting and entitled to vote thereon to be approved. You may vote “For,” “Against,” or “Abstain” with respect to this proposal. Abstentions are considered shares present and entitled to vote on this proposal, and, thus, will have the same effect as a vote “Against” this proposal. Broker non-votes will have no effect on the outcome of this proposal.

Who is entitled to vote?

Holders of our Class A and Class B common stock as of the close of business on April 10, 2025, the record date for the Annual Meeting, may vote at the Annual Meeting. As of the record date, there were 307,674,018 shares of our Class A common stock outstanding and 30,688,541 shares of our Class B common stock outstanding. Our Class A common stock and Class B common stock will vote as a single class on all matters described in this proxy statement for which your vote is being solicited. Stockholders are not permitted to cumulate votes with respect to the election of directors. Each share of Class A common stock is entitled to one (1) vote on each proposal and each share of Class B common stock is entitled to twenty (20) votes on each proposal.

Registered Stockholders. If shares of our common stock are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are considered the stockholder of record with respect to those shares, and the Notice was provided to you directly by us. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote live at the Annual Meeting.





Street Name Stockholders. If shares of our common stock are held on your behalf in a brokerage account or by a bank or other nominee, you are considered to be the beneficial owner of shares that are held in “street name,” and the Notice was forwarded to you by your broker or nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank, or other nominee as to how to vote your shares. Beneficial owners are also invited to attend the Annual Meeting. However, since a beneficial owner is not the stockholder of record, you may not vote your shares of our common stock live at the Annual Meeting unless you follow your broker’s procedures for obtaining a legal proxy. If you request a printed copy of our proxy materials by mail, your broker, bank, or other nominee will provide a voting instruction form for you to use. Throughout this proxy statement, we refer to stockholders who hold their shares through a broker, bank, or other nominee as street name stockholders.

Are a certain number of shares required to be present at the Annual Meeting?

A quorum is the minimum number of shares required to be present at the Annual Meeting to properly hold an annual meeting of stockholders and conduct business under our amended and restated bylaws and Delaware law. The presence, virtually, or by proxy, of a majority of the voting power of all issued and outstanding shares of our common stock entitled to vote at the Annual Meeting will constitute a quorum at the Annual Meeting. Abstentions, withhold votes, and broker non-votes are counted as shares present and entitled to vote for purposes of determining a quorum.

How do I vote?

If you are a stockholder of record, there are several ways to vote:

			
Internet	Phone	Mail	Virtual Meeting
Vote by internet prior to the Annual Meeting at www.proxyvote.com , 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on June 3, 2025 (have your Notice or proxy card in hand when you visit the website);	Vote by toll-free telephone at 1-800-690-6903, until 11:59 p.m. Eastern Time on June 3, 2025 (have your Notice or proxy card in hand when you call);	Vote by completing and mailing your proxy card (if you received printed proxy materials); or	Vote by attending the Annual Meeting by visiting www.virtualshareholdermeeting.com/APP2025 , where you may vote and submit questions during the meeting (please have your Notice or proxy card in hand when you visit the website).

Even if you plan to attend the Annual Meeting, we recommend that you also vote by proxy so that your vote will be counted if you later decide not to attend the Annual Meeting.

If you are a street name stockholder, you will receive voting instructions from your broker, bank, or other nominee. You must follow the voting instructions provided by your broker, bank, or other nominee in order to direct your broker, bank, or other nominee on how to vote your shares. Street name stockholders should generally be able to vote by returning a voting instruction form, or by telephone or on the internet. However, the availability of telephone and internet voting will depend on the voting process of your broker, bank, or other nominee. As discussed above, if you are a street name stockholder, you may not vote your shares live at the Annual Meeting unless you obtain a legal proxy from your broker, bank, or other nominee.

How may my brokerage firm or other intermediary vote my shares if I fail to provide timely directions?

Brokerage firms and other intermediaries holding shares of our common stock in street name for their customers are generally required to vote such shares in the manner directed by their customers. In the absence of timely directions, your broker will have discretion to vote your shares on our sole “routine” matter: the proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2025. Your broker will not have discretion to vote on any other proposals, which are “non-routine” matters, absent direction from you (and failure to provide instructions on these matters will result in a “broker non-vote”).

Can I change my vote?

Yes. If you are a stockholder of record, you can change your vote or revoke your proxy any time before the Annual Meeting by:

- entering a new vote by internet or by telephone;
- completing and returning a later-dated proxy card; or
- notifying the Corporate Secretary of AppLovin Corporation, in writing, at AppLovin Corporation, 1100 Page Mill Road, Palo Alto, California 94304.

You may also change your vote by attending and voting at the Annual Meeting (although attendance at the Annual Meeting will not, by itself, revoke a proxy).

If you are a street name stockholder, your broker, bank, or other nominee can provide you with instructions on how to change your vote.

What do I need to do to attend the Annual Meeting?

You will be able to attend the Annual Meeting virtually, submit your questions during the meeting and vote your shares electronically at the meeting by visiting www.virtualshareholdermeeting.com/APP2025. To participate in the Annual Meeting, you will need the control number included on your Notice or proxy card. As discussed above, if you are a street name stockholder, you may not vote your shares live at the Annual Meeting unless you obtain a legal proxy from your broker, bank, or other nominee. The Annual Meeting webcast will begin promptly at 10:00 a.m. Pacific Time. We encourage you to access the meeting prior to the start time. Online check-in will begin at 9:45 a.m. Pacific Time, and you should allow ample time for the check-in procedures.

Why are we holding a meeting virtually?

We are leveraging technology to hold a virtual Annual Meeting that expands convenient access to, and enables participation by, stockholders from any location around the world. We believe the virtual format encourages attendance and participation by a broader group of stockholders, while also reducing the costs and environmental impact associated with an in-person meeting. You will be able to vote and submit your questions during the meeting at www.virtualshareholdermeeting.com/APP2025. Our virtual Annual Meeting will be governed by our rules of conduct and procedures, which will be posted at www.virtualshareholdermeeting.com/APP2025 on the date of the Annual Meeting. We have designed the format of the virtual Annual Meeting so that stockholders have the same rights and opportunities to vote and participate as they would have at a physical meeting. Stockholders will be able to submit questions online during the meeting, providing our stockholders with the opportunity for meaningful engagement with the Company.

What is the effect of giving a proxy?

Proxies are solicited by and on behalf of our Board of Directors. Adam Foroughi, Matthew Stumpf, and Victoria Valenzuela have been designated as proxy holders by our Board of Directors. When proxies are properly dated, executed, and returned, the shares represented by such proxies will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If the proxy is dated and signed, but no specific instructions are given, the shares will be voted in accordance with the recommendations of our Board of Directors as described above. If any matters not described in this proxy statement are properly presented at the Annual Meeting, the proxy holders will use their own judgment to determine how to vote the shares. If the Annual Meeting is adjourned, the proxy holders can vote the shares on the new Annual Meeting date as well, unless you have properly revoked your proxy, as described above.

Why did I receive a Notice of Internet Availability of Proxy Materials instead of a full set of proxy materials?

In accordance with the rules of the Securities and Exchange Commission ("SEC"), we have elected to furnish our proxy materials, including this proxy statement and our annual report, primarily via the internet. The Notice containing instructions on how to access our proxy materials is first being mailed on or about April 22, 2025 to all stockholders entitled to vote at the Annual Meeting.

Stockholders may request to receive all future proxy materials in printed form by mail or electronically by e-mail by following the instructions contained in the Notice. We encourage stockholders to take advantage of the availability of our proxy materials on the internet to help reduce the environmental impact and cost of our annual meetings of stockholders.

How are proxies solicited for the Annual Meeting?

Our Board of Directors is soliciting proxies for use at the Annual Meeting. All expenses associated with this solicitation will be borne by us. We will reimburse brokers or other nominees for reasonable expenses that they incur in sending our proxy materials to you if a broker, bank, or other nominee holds shares of our common stock on your behalf. In addition, our directors and employees may also solicit proxies by telephone, by electronic communication, or by other means of communication. Our directors and employees will not be paid any additional compensation for soliciting proxies.

Where can I find the voting results of the Annual Meeting?

We will announce preliminary voting results at the Annual Meeting. We will also disclose voting results on a Current Report on Form 8-K that we will file with the SEC within four (4) business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four (4) business days after the Annual Meeting, we will file a Form 8-K to publish preliminary results and will provide the final results in an amendment to the Form 8-K as soon as they become available.

I share an address with another stockholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?

We have adopted a procedure called “householding,” which the SEC has approved. Under this procedure, we deliver a single copy of the Notice and, if applicable, our proxy materials, to multiple stockholders who share the same address, unless we have received contrary instructions from one or more of such stockholders. This procedure reduces our printing costs, mailing costs, and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will deliver promptly a separate copy of the Notice and, if applicable, our proxy materials, to any stockholder at a shared address to which we delivered a single copy of any of these materials. To receive a separate copy, or, if a stockholder is receiving multiple copies, to request that we only send a single copy of the Notice and, if applicable, our proxy materials, such stockholder may contact us at the address below.

AppLovin Corporation
Attention: Corporate Secretary
1100 Page Mill Road
Palo Alto, California 94304
(800) 839-9646

Street name stockholders may contact their broker, bank, or other nominee to request information about householding.

What is the deadline to propose actions for consideration at next year’s annual meeting of stockholders or to nominate individuals to serve as directors?

Stockholder Proposals

Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at next year’s annual meeting of stockholders by submitting their proposals in writing to our Corporate Secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for the 2026 Annual Meeting of Stockholders, our Corporate Secretary must receive the written proposal at our principal executive offices not later than December 23, 2025. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Stockholder proposals should be addressed to the address included in the answer to the preceding question.

Our amended and restated bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy statement. Our amended and restated bylaws provide that the only business that may be conducted at an annual meeting of stockholders is business that is (i) specified in our proxy materials with respect to such annual meeting, (ii) otherwise properly brought before such annual meeting by or at the direction of our Board of Directors, (iii) properly brought before such annual meeting as may be provided in the certificate of designations for any class or series of preferred stock, or (iv) properly brought before such meeting by a stockholder who (A) is a stockholder of record at the time of giving of the notice contemplated by our amended and restated bylaws; (B) is a stockholder of record on the record date for the determination of stockholders entitled to notice of an annual meeting; (C) is a stockholder of record on the record date for the determination of stockholders entitled to vote at an annual meeting; (D) is a stockholder of record at the time of an annual meeting; and (E) complies with the procedures set forth in our amended and restated bylaws, including delivering timely written notice to our Corporate Secretary, which notice must contain the information specified in our amended and restated bylaws. To be timely for the 2026 Annual Meeting of Stockholders, our Corporate Secretary must receive the written notice at our principal executive offices:

- no earlier than 8:00 a.m., Pacific time, on February 4, 2026; and
- no later than 5:00 p.m., Pacific time, on March 6, 2026.

In the event that we hold the 2026 Annual Meeting of Stockholders more than 25 days from the one-year anniversary of the Annual Meeting, a notice of a stockholder proposal that is not intended to be included in our proxy statement must be received no earlier than 8:00 a.m., Pacific time, on the 120th day prior to the day of the 2026 Annual Meeting of Stockholders and no later than 5:00 p.m., Pacific time, on the later of (i) the 90th day prior to the day of the 2026 annual meeting of stockholders and (ii) if the first public announcement of the date of the 2026 Annual Meeting of Stockholders is less than 100 days prior to the date of such annual meeting, the 10th day following the day on which public announcement of the date of the 2026 Annual Meeting of Stockholders is first made by us.

Unless otherwise required by law, if a stockholder who has notified us of his, her, or its intention to present a proposal at an annual meeting of stockholders does not appear to present his, her, or its proposal at such annual meeting, we are not required to present the proposal for a vote at such annual meeting.

Recommendation or Nomination of Director Nominees

Stockholders who have continuously held 1% of our fully diluted capitalization for at least twelve (12) months prior to the submission of their recommendation may recommend director nominees for consideration by our Nominating and Corporate Governance Committee. Any such recommendations should include the nominee's name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the nominee confirming willingness to serve, information regarding any relationships between the nominee and the Company and evidence of the recommending stockholder's ownership of the Company's capital stock and should be directed to our Chief Legal Officer and Corporate Secretary at the address set forth above. For additional information regarding stockholder recommendations for director nominees, see the section titled "Board of Directors and Corporate Governance—Stockholder Recommendations and Nominations to the Board of Directors" on page 26.

In addition, our amended and restated bylaws permit stockholders to nominate directors for election at an annual meeting of stockholders. To nominate a director, the stockholder must provide the information required by our amended and restated bylaws. Any notice of director nomination submitted must include the additional information required by Rule 14a-19(b) under the Exchange Act and otherwise must comply with applicable federal and state law. In addition, the stockholder must give timely notice to our Corporate Secretary in accordance with our amended and restated bylaws, which, in general, require that the notice be received by our Corporate Secretary within the time periods described above under the section titled "Stockholder Proposals," on page 5 for stockholder proposals that are not intended to be included in a proxy statement.

Availability of Bylaws

A copy of our amended and restated bylaws is available via our website at <https://investors.applovin.com> and the SEC's website at www.sec.gov. You may also contact our Corporate Secretary at the address set forth above for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director nominees.

Election of Directors

Our Board of Directors is currently composed of ten (10) members. As previously announced, Edward Oberwager, who currently serves as a director, will not stand for re-election and his term will expire at the Annual Meeting. As such, following the Annual Meeting, it is anticipated that the size of our Board of Directors will be reduced to nine (9) members.

Director Nominees

Our Nominating and Corporate Governance Committee has recommended, and our Board of Directors has approved, as director nominees for election as directors at the Annual Meeting: Adam Foroughi, Herald Chen, Craig Billings, Margaret Georgiadis, Alyssa Harvey Dawson, Barbara Messing, Todd Morgenfeld, Eduardo Vivas and Maynard Webb. Mr. Webb is standing for election by our stockholders for the first time and was recommended for consideration as a director to the Nominating and Corporate Governance Committee by our Chief Executive Officer and non-management directors. If elected, each of the director nominees will serve as directors until the 2026 Annual Meeting of Stockholders and until their successors are duly elected and qualified. For information concerning the director nominees, please see “Board of Directors and Corporate Governance” on page 8.

If you are a stockholder of record and you sign your proxy card or vote by telephone or over the internet but do not give instructions with respect to the voting of directors, your shares will be voted “FOR” the election of Messrs. Foroughi, Billings, Chen, Morgenfeld, Vivas and Webb, and Ms. Georgiadis, Harvey Dawson, and Messing. If you are a street name stockholder and you do not give voting instructions to your broker or nominee, your broker will leave your shares unvoted on this matter.

Vote Required

Each director is elected by a plurality of the votes of the shares present virtually or represented by proxy at the meeting and entitled to vote on the election of directors at the Annual Meeting. “Plurality” means that the nine (9) director nominees who receive the largest number of votes cast “For” such director nominees are elected as directors. As a result, any shares not voted “For” a particular director nominee (whether as a result of a withhold vote or a broker non-vote) will not be counted in such director nominee’s favor and will have no effect on the outcome of the election.



OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” EACH OF THE DIRECTOR NOMINEES NAMED ABOVE.

Board of Directors and Corporate Governance

Our Board of Directors is comprised of seasoned directors with various subject matter expertise, each of whom play a critical role in the oversight and governance of our business and operations. The active engagement by our Board of Directors and its three (3) fully independent standing committees reflect our commitment to effective risk oversight, decision-making aligned with our stockholders' interests, and ensuring a culture of integrity and accountability, all of which are designed to enhance long-term stockholder value.




Our slate of director nominees to serve on our Board of Directors consists of nine (9) directors, six (6) of whom qualify as “independent” under the corporate governance requirements of the Nasdaq Listing Rules. At each annual meeting of stockholders, directors will be elected for a one-year term and until their successors are duly elected and qualified.

The following charts provide summary information about our director nominees' skills, expertise, and background.

Director Nominees' Skills and Expertise





Skills and Expertise		Director Nominees								
		Adam Foroughi	Craig Billings	Herald Chen	Margaret Georgiadis	Alyssa Harvey Dawson	Barbara Messing	Todd Morgenfeld	Eduardo Vivas	Maynard Webb
CEO Experience		■	■	■	■				■	■
Marketing & Digital Media		■	■		■		■	■	■	
Product & AdTech		■			■			■	■	■
Public Company		■	■	■	■	■	■	■		■
Cyber Security					■	■				■
Financial & Accounting			■	■	■			■		■
International Operations		■	■		■	■	■	■	■	■
Legal & Regulatory						■				
Data Privacy		■			■	■				■
Operational Expertise		■	■	■	■	■	■	■	■	■
Risk Management & Corporate Governance			■		■	■		■		■
Human Capital & Talent Development		■			■		■		■	■

Director Nominees' Background

	Director Nominees									
		Adam Foroughi	Craig Billings	Herald Chen	Margaret Georgiadis	Alyssa Harvey Dawson	Barbara Messing	Todd Morgenfeld	Eduardo Vivas	Maynard Webb
Independent			■		■	■	■	■		■
Age		44	52	55	61	55	53	53	39	69
Tenure		14	5	7	4	4	1	2	7	0

Proxy

Skills Categories

CEO Experience Experience and skills in leadership, management, and business strategy as a chief executive officer at a large publicly traded or private company. 	Marketing & Digital Media A deep understanding of marketing and digital media strategies, including brand and marketing strategy, social media and content marketing, and/or creating or implementing platforms to promote products and services. 	Product & AdTech In-depth knowledge and expertise in the creation, management, and optimization of products within the advertising technology space, including building and improving tools, platforms and strategies that help companies reach their audiences. 
Public Company Experience as a senior executive or member of the board of directors of a publicly traded company, providing valuable insight into public company operations, governance, financial reporting, investor relations, and regulatory compliance. 	Cyber Security Experience (including through oversight) in various cybersecurity principles, technologies, tools in protecting computer systems, networks, and data from various threats such as cyberattacks, hacking, data breaches, malware, and other forms of digital security vulnerabilities. 	Financial & Accounting Experience in positions requiring a deep understanding of financial principles, accounting standards, tax strategies, auditing, and reporting. 
International Operations Leadership position in an organization with international operations, providing knowledge and expertise in managing business activities and strategies across multiple countries and regions. 	Legal & Regulatory Experience (including through oversight) in legal, regulatory, or compliance matters, including navigating complex and evolving legal frameworks, overseeing corporate governance, and managing compliance with applicable laws and regulations. 	Data Privacy Knowledge and experience in managing sensitive personal and organizational data, including privacy law and regulations, risk assessment and management, data governance and compliance and data protection techniques. 
Operational Expertise Experience managing day-to-day business operations at scale, including executing strategy, optimizing organizational performance, and driving growth in complex or high-growth environments. 	Risk Management & Corporate Governance Knowledge and experience in identifying, accessing, and managing risks that may affect an organization's objectives, including understanding the principles, structures, and processes that ensure a company operates in an ethical, accountable, and transparent manner. 	Human Capital & Talent Development Management experience involving strategies and practices aimed at maximizing the potential of an organization's workforce. 

Nominees for Director



Adam Foroughi

Chairperson of the Board and
Chief Executive Officer

Age: 44

Director Since: 2011

Committees: None

Mr. Foroughi is one of our co-founders and has served as our Chief Executive Officer and a member of our Board of Directors since December 2011.

He was designated as Chairperson of our Board of Directors in March 2021. He previously co-founded two advertising technology companies, Lifestreet Media Inc. and Social Hour Inc. Mr. Foroughi holds a B.A. in Business Administration from the University of California, Berkeley.

Qualifications

Mr. Foroughi was selected to serve on our Board of Directors because of his deep industry knowledge and the vision and experience he brings as our Chief Executive Officer and Co-Founder. With deep expertise in international operations, product development, building high-performing teams, and driving strategic vision, he has successfully led us through growth and innovation in the ever-evolving tech landscape.

Skills





Craig Billings

Lead Independent Director

Age: 52

Director Since: 2020

Committees: Compensation (Chair); Audit

Mr. Billings has served as a member of our Board of Directors since December 2020 and as our Lead Independent Director since February 2021.

Mr. Billings has served as Chief Executive Officer and a member of the board of directors of Wynn Resorts, Limited (NYSE: WYNN), a developer and operator of hotels and casinos, since February 2022. Prior to February 2022, Mr. Billings served as the Chief Financial Officer and Treasurer of Wynn Resorts from March 2017 to January 2022 and as President from May 2019 to May 2021. He has also served as a Director of Wynn Macau, Limited, a majority owned subsidiary of Wynn Resorts since August 2018. From December 2015 to January 2018, Mr. Billings served as Non-Executive Chairman of NYX Gaming Group Ltd., a developer of digital gaming systems which was acquired by Scientific Games Corporation in January 2018. Mr. Billings has been a Certified Public Accountant since 1999. He holds a B.S. in Business Administration from the University of Nevada, Las Vegas and an M.B.A. from Columbia Business School.

Qualifications

Mr. Billings was selected to serve on our Board of Directors because of his significant global operational experience as a public-company CEO, his financial and accounting acumen, his risk management and corporate governance expertise, and his industry knowledge, which brings a strategic perspective to the boardroom, playing a key role in guiding us through complex challenges and growth opportunities.

Skills





Herald Chen

Director

Age: 55

Director Since: 2018

Committees: None

Mr. Chen has served as a member of our Board of Directors since August 2018.

Mr. Chen previously served as AppLovin's President and Chief Financial Officer from November 2019 to December 2023. Prior to joining us, he served as the head of Technology, Media and Telecom at Kohlberg Kravis Roberts & Co. L.P. (together with its affiliates, KKR) (NYSE: KKR), an investment firm that manages multiple alternative asset classes, from 2007 to 2019, having previously worked for the firm from 1995 to 1997. He also currently serves on the board of directors of GoDaddy, Inc. (NYSE: GDDY), an online solutions provider, and Internet Brands Inc., an integrated digital media and software services company. Mr. Chen holds a B.S. in Economics (Finance) and a B.S.E. in Mechanical Engineering from the University of Pennsylvania and an M.B.A. from the Stanford University Graduate School of Business.

Qualifications

Mr. Chen was selected to serve on our Board of Directors because of his extensive operating and management experience. He brings strong financial and accounting expertise, along with significant experience in public company leadership and governance. His experience serving on the boards of both public and private technology companies provides valuable oversight and strategic insight to our Board.

Skills





Margaret Georgiadis

Independent Director

Age: 61

Director Since: 2021

Committees: Nominating and Corporate Governance (Chair); Audit

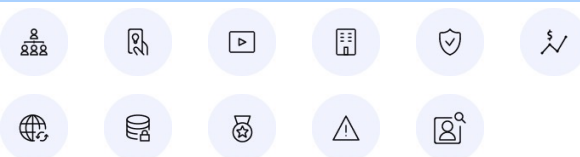
Ms. Georgiadis has served as a member of our Board of Directors since January 2021.

Ms. Georgiadis currently serves as Co-Founder and Chief Executive Officer of Montai Therapeutics and as Chief Executive Officer-Partner of Flagship Pioneering Inc., a bioplatfrom innovation company, since April 2022. She previously served as an Endurance Partner-in-Residence at General Catalyst, a venture capital firm, from January 2021 to April 2022. From May 2018 to December 2020, she served as President and Chief Executive Officer of Ancestry.com LLC, a global family history and consumer genomics company. Prior to Ancestry, from February 2017 to May 2018, Ms. Georgiadis served as Chief Executive Officer of Mattel, Inc. (NASDAQ: MAT), a global children's entertainment company specializing in toys and consumer products. From 2009-2017 she served as President of Google Americas and the Vice President of Global Operations. She is an experienced public and private company board director and currently serves on the board of directors of McDonald's Corporation (NYSE: MCD) and several private companies in technology and health technology. She holds an A.B. from Harvard College and an M.B.A. from Harvard Business School.

Qualifications

Ms. Georgiadis was selected to serve on our Board of Directors because of her experience as a public company director and deep expertise in the tech industry. With extensive CEO and public company experience, she brings a strategic and operational mindset to the boardroom. Her experience spans product development, ad tech, and data privacy, along with strong financial, accounting and risk management acumen. A leader in corporate governance, with a long track record in international operations, strategic transactions, and talent development, she provides critical oversight while driving innovation and growth.

Skills





Alyssa Harvey Dawson

Independent Director

Age: 55

Director Since: 2021

Committees: Audit; Nominating and Corporate Governance

Ms. Harvey Dawson has served as a member of our Board of Directors since November 2021.

Ms. Harvey Dawson served as Chief Legal Officer and Corporate Secretary for HubSpot, Inc. (NYSE: HUBS), a leading CRM platform, from November 2022 to December 2024, where she was responsible for overseeing the company's legal and compliance teams, and as an Advisor to HubSpot from December 2024 to March 2025. Prior to joining HubSpot, she served as the Chief Legal Officer of Gusto, Inc., a modern HR platform, from August 2020 to November 2022, and on the executive leadership team, overseeing the company's legal, compliance and government affairs team. Previously, from June 2017 to July 2020, she was General Counsel at Sidewalk Labs, an urban innovation subsidiary of Alphabet Inc., where, among other things, she was responsible for developing the legal team and data privacy strategy. From 2011 to 2017 she oversaw global IP and licensing at HARMAN, a Samsung company, as its Vice President, Global Intellectual Property, and was Associate General Counsel at Netflix (NASDAQ: NFLX) from 2008 to 2011. Prior to Netflix, she was also at Autodesk (NASDAQ: ADSK). Ms. Harvey Dawson received her BA, cum laude, in Journalism from Michigan State University and was an Honors College member. She received her JD, cum laude, from Georgetown University Law Center. Ms. Harvey Dawson is also a board member of Make-A-Wish Connecticut and is a member of the Georgetown University Law School Board of Visitors.

Qualifications

Ms. Harvey Dawson was selected to serve on our Board of Directors because she has over 25 years of broad-based legal experience and has overseen corporate governance, mergers and acquisitions, commercial transactions, enterprise risk management, compliance, data privacy, intellectual property, regulatory, and governmental/public affairs matters.

Skills





Barbara Messing

Independent Director

Age: 53

Director Since: 2024

Committees: Compensation;
Nominating and Corporate
Governance

Ms. Messing has served as a member of our Board of Directors since March 2024.

Ms. Messing served as Chief Marketing & Communications Officer at Roblox (NYSE: RBLX) from August 2020 to December 2023 and previously served as Chief Marketing Officer and People Experience Officer from August 2020 to July 2023. Prior to Roblox, Ms. Messing served as Senior Vice President, Chief Marketing Officer of Walmart U.S (NYSE: WMT) from August 2018 to August 2019, and brought her years of experience serving in multiple roles including Vice President and Chief Marketing Officer, and later Senior Vice President and Chief Marketing Officer at TripAdvisor, Inc. (NASDAQ: TRIP) an online travel company, between 2011 and 2018. Between 2002 and 2011, she served in a number of management positions at Hotwire.com, an internet-based travel agency, including Vice President of Customer Experience and Vice President and General Manager, Travel Ticker. Ms. Messing currently serves on the board of directors of Vacasa (NASDAQ: VCSA), a publicly-traded company with a leading platform for vacation rental management. She previously served on the board of directors of Overstock.com, Inc. (NYSE: BYON), a publicly-traded internet retailer, and the board of directors of publicly-traded XO Group, Inc., which merged with WeddingWire in December 2018. Ms. Messing received her B.A. from Northwestern University and her J.D. from Stanford Law School.

Qualifications

Ms. Messing was selected to serve on our Board of Directors because of her extensive operational expertise and leadership experience in both management and director roles at public companies. She brings deep knowledge in marketing, digital media, product development, and adtech, with a strong background in building and scaling online platforms. Her experience in human capital and talent development enhances our ability to help drive organizational growth and foster leadership excellence.

Skills





Todd Morgenfeld

Independent Director

Age: 53

Director Since: 2023

Committees: Audit (Chair);
Compensation

Mr. Morgenfeld has served as a member of our Board of Directors since September 2023.

Mr. Morgenfeld previously held pivotal roles at Pinterest, Inc. (NYSE: PINS), including Chief Financial Officer and Head of Business Operations from November 2016 to July 2023. Before Pinterest, he left his mark at Twitter as Vice President of Finance from 2015 to 2016 and at Hewlett-Packard (NYSE: HPQ) as Treasurer and Senior VP of Financial Analytics and Corporate Development from 2013 to 2015. Prior to his role at Hewlett-Packard, he was an investment partner at Silver Lake Partners from 2004 to 2013. Mr. Morgenfeld currently sits on the board of directors of Urban Outfitters, Inc. (NASDAQ: URBN), a portfolio of global consumer brands comprising Urban Outfitters, Anthropologie, Free People, BHLDN, Terrain, Menus & Venues, and Nuuly. Mr. Morgenfeld graduated first in his class from the United States Military Academy at West Point and holds an M.B.A. from Stanford University Graduate School of Business.

Qualifications

Mr. Morgenfeld was selected to serve on our Board of Directors because of his deep operational expertise in technology-driven enterprises. He has a strong background in finance and accounting, and his public company board experience helps him bring valuable insights into public company financial oversight, risk management, and corporate governance matters.

Skills





Eduardo Vivas

Director

Age: 39

Director Since: 2018

Committees: None

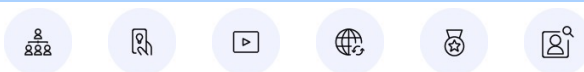
Mr. Vivas has served as a member of our Board of Directors since August 2018.

Mr. Vivas has served as Chief Operating Officer at Humans, Inc., the developer of the Flip Shop social shopping app since March 2024. From August 2017 to March 2024, he served as the Chief Executive Officer at Curated, Inc. (Curated.com), an online outdoor sports retailer he co-founded. From March 2014 to April 2017, Mr. Vivas served as Head of Product, Talent Solutions at LinkedIn Corporation, a business and employment-oriented online service. He joined LinkedIn through its acquisition of Bright.com, an employment website company he co-founded and served as Chief Product Officer from October 2011 to February 2014.

Qualifications

Mr. Vivas was selected to serve on our Board of Directors because of his experience as a CEO and executive leader in the technology sector. His expertise in marketing, digital media, product development, and adtech has been instrumental in shaping and executing successful go-to-market strategies. Mr. Vivas also has extensive experience in mergers, acquisitions, and strategic transactions, providing valuable insight into business expansion and corporate development.

Skills





Maynard Webb

Independent Director

Age: 69

Director Since: 2025

Committees: Audit; Nominating and Corporate Governance

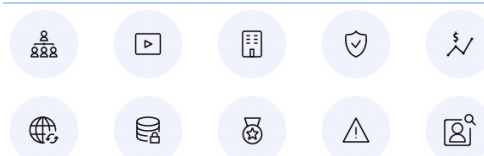
Mr. Webb has served as a member of our Board of Directors since April 2025.

Mr. Webb is the Founder of Webb Investment Network, an early-stage venture capital firm he started in 2010. Mr. Webb served as the Chairman of the board of Liveops, Inc., a cloud-based call center, from 2008 to 2013 and was the Chief Executive Officer from 2006 to 2011. Previously, Mr. Webb was the Chief Operating Officer of eBay, Inc. (NASDAQ: EBAY), a global commerce and payments provider, from 2002 to 2006, and President of eBay Technologies from 1999 to 2002. Prior to joining eBay, Mr. Webb was Senior Vice President and Chief Information Officer at Gateway, Inc., a computer manufacturer, and Vice President and Chief Information Officer at Bay Networks, Inc., a computer networking products manufacturer. Mr. Webb currently serves on the board of directors of Salesforce, Inc. (NYSE: CRM) and Visa Inc. (NYSE: V). Mr. Webb previously served as the Chairman of the board of directors at Yahoo! Inc. until 2017. Mr. Webb holds a Bachelor of Applied Arts degree from Florida Atlantic University.

Qualifications

Mr. Webb was selected to serve on our Board of Directors because of his extensive leadership experience as a CEO, executive advisor, and investment professional. He brings deep operational expertise in marketing, digital media, product development, and adtech, along with a strong track record of scaling businesses. He also brings strong experience in strategic transactions and international operations. Additionally, his governance experience on the boards of public and private technology companies provides valuable oversight and strategic insight to our Board.

Skills



Director Independence and Controlled Company Exemption

We believe strong governance is consistent with our culture of transparency and accountability and leads to better decision-making and long-term success. The Nasdaq corporate governance rules require that a majority of a listed company's board of directors be independent and that key committees—such as Audit, Compensation and Nominating and Corporate Governance—be composed entirely of independent directors. A director is considered “independent” if, in the opinion of the company's board of directors, the director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Our Board of Directors carefully reviews each director's background, employment history, and affiliations. After this review, our Board of Directors has determined that Messrs. Billings, Morgenfeld, and Webb, and Mses. Georgiadis, Harvey Dawson, and Messing are independent under the Nasdaq corporate governance rules. In making these determinations, the Board considered all relevant factors, including current and prior relationships with the Company, as outlined in the “Certain Relationships, Related Party and Other Transactions” section on page 60.

AppLovin is considered a “controlled company” under the Nasdaq Listing Rules because Messrs. Foroughi and Chen, along with certain affiliated trusts and entities (the “Voting Agreement Parties”), collectively hold a majority of the voting power of our outstanding common stock. As a result, we could take advantage of exemptions for certain governance requirements related to independence and annual performance evaluations for our Board of Directors and its committees. However, we are committed to maintaining strong independent oversight, and we do not rely on any of these exemptions. Instead, we maintain the following governance structure with respect to our Board of Directors:

- a majority of our Board of Directors members are independent;
- our Audit, Nominating and Corporate Governance Committee, and Compensation Committees are each composed solely of independent directors;
- our lead independent director role is designed to ensure a strong, independent, and active board;
- our independent directors meet regularly in executive sessions—without non-independent directors or management present—following board of directors and committee meetings; and
- we conduct annual performance evaluations of all Board committees.

Board Leadership Structure and Role of the Lead Independent Director

Our board leadership structure and practices are designed to promote strong, independent oversight while enabling decisive execution of the Company's strategic vision. Adam Foroughi, our Co-Founder, and Chief Executive Officer, serves as our Chairperson of the Board and plays a critical role in driving strategy, setting priorities, and leading key discussions. His deep understanding of our business uniquely positions him to navigate short-term issues while executing our long-term vision.

To provide balanced governance and independent oversight, our Board of Directors has adopted Corporate Governance Guidelines which provide for one of our independent directors to serve as our lead independent director at any time when the chairperson of our Board is not independent. Our lead independent director assumes key leadership responsibilities to enhance oversight and accountability.

The Role of Our Lead Independent Director

Mr. Billings serves as our lead independent director, bringing extensive public company leadership, financial acumen, and global operational expertise to the role. As lead independent director, his responsibilities include:

- calling special meetings of the independent directors when necessary to address urgent or emerging matters;
- determining the agenda and serving as chairperson of meetings of independent directors, ensuring candid and open discussions without management present;
- serving as a direct liaison between the independent directors and Mr. Foroughi, facilitating communication and feedback from executive sessions;
- serving as a spokesperson for the Company as requested and perform such other responsibilities as may be designed by a majority of the independent directors; and
- providing guidance and oversight on strategic priorities, corporate governance, and risk management.

Independent Board Oversight & Governance

Our independent directors are deeply engaged in guiding the Company's most important decisions. They meet regularly in executive sessions—without management present—following Board and committee meetings, as well as periodically without non-independent directors and management present. These executive sessions are chaired by our lead independent director or applicable committee chairperson and provide a forum for:

- independent assessment of management's performance;
- strategic discussions on risk management, corporate governance, and financial oversight; and
- strategic discussion on guidance and feedback to provide to the CEO and other executives on key issues and long-term planning.

Why This Structure Works for AppLovin

With a strong, wholly independent committee structure and a majority of independent directors, our Board of Directors believes it maintains effective oversight across all critical areas, including:

- business operations and financial performance, including our financial statements;
- executive compensation, human capital strategy and organizational health;
- management's performance and retention;
- board member selection and corporate governance; and
- regulatory and compliance programs.

We believe that this leadership structure—combining the strategic leadership of our CEO with the strong oversight of our lead independent director and independent committees—enhances our ability to execute our day to day operations and strategic initiatives, while strengthening accountability to our stockholders.

Role of our Board in the Risk Oversight Process

How Our Board Oversees Risk

As our business and operations evolve, we remain focused on identifying, assessing, and mitigating risks that could impact our current and future business as they emerge. While our management team handles the day-to-day oversight of strategic, financial, operational, reputational and legal risks, our Board of Directors and its independent committees play a critical role providing high-level oversight of those risks and ensuring the Company maintains a risk management framework that fosters accountability and is responsive to the Company's evolving operations.

How Our Board Stays Engaged

Our Board of Directors and its committees actively engage on key risk areas through:

- ongoing discussions with the management team on strategic and operational risks;
- Q&A sessions or periodic reports from the management team and external advisors, as needed, on key risk areas;
- an annual review of the Company's risk profile, as prepared by the management team; and
- evaluating the risks inherent in major transactions and corporate decisions.

To bolster our Board's risk oversight, our Board's committees oversee specific key risk areas and receive regular updates from management and industry experts, as needed.

- **Audit Committee:** Oversees financial reporting, internal controls, disclosure controls and procedures, AI governance, cybersecurity, data privacy and protection matters, legal and regulatory compliance and conflicts of interest. Regularly engages with management and auditors on risk assessment policies and risk management pertaining to financial, accounting, and tax matters.
- **Compensation Committee:** Evaluates risks related to executive compensation, ensures our compensation structure promotes sound decision-making and prevents excessive risk-taking, and administers our compensation recovery policy.
- **Nominating and Corporate Governance Committee:** Focuses on risks tied to corporate governance, succession planning, and board independence.

Leveraging Expertise for Risk Management

To stay ahead of emerging challenges and proactively approach dynamic issues, our Board of Directors and its committees also engage outside legal and subject-matter experts, as well as the accounting and tax professionals, to provide insights on market trends, regulatory shifts, and evolving risk landscapes.

We see risk oversight as more than just a compliance requirement—it's an essential part of how we drive innovation, safeguard our Company, and create long-term value for all stakeholders.

Board Committees

Our Board of Directors has established three (3) standing committees: an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. On April 9, 2025, our Board of Directors approved the below committee reassignments. The current composition and responsibilities of each of the committees of our Board of Directors is described below. Members will serve on these committees until their resignation or until as otherwise determined by our Board of Directors.

Director	Audit	Compensation	Nominating and Corporate Governance
Craig Billings	•▲	C	
Margaret Georgiadis	•▲		C
Alyssa Harvey Dawson	•		•
Barbara Messing		•	•
Todd Morgenfeld	C▲	•	
Maynard Webb	•▲		•

• Committee member C Committee chair ▲ Financial expert

Audit Committee

Our Audit Committee plays a crucial role in helping us to maintain our financial integrity, transparency, and strong internal controls. The Audit Committee provides independent oversight of our financial reporting, risk management, and compliance processes, helping to safeguard the trust of our stockholders, employees, and partners.

Each member of our Audit Committee meets the independence standards required by the Nasdaq corporate governance rules and SEC rules and regulations. Additionally, all members meet the financial literacy and sophistication requirements of the Nasdaq corporate governance rules and our Board of Directors has determined that Messrs. Morgenfeld, Billings, Webb, and Ms. Georgiadis qualify as audit committee financial experts under Item 407(d) of Regulation S-K under the Securities Act of 1933.

Our Audit Committee is responsible for oversight of the following:

- **Financial Oversight & Reporting**
 - reviews our financial statements, earnings releases, and SEC filings;
 - oversees internal audit procedures to evaluate effectiveness and results;
 - reviews and discusses audit findings, financial statement accuracy, and internal control measures with management and our independent registered public accounting firm;
- **Risk Management & Compliance**
 - promotes strong internal controls and reviews policies on financial risk, tax, and accounting matters;
 - oversees legal and regulatory compliance, including with respect to cybersecurity, artificial intelligence (AI), data privacy, and information security to protect Company and user data;
 - develops procedures for employees to report concerns anonymously about questionable accounting or audit matters;
 - reviews related party transactions;

- **Audit & External Oversight**

- selects, retains, and oversees an independent registered public accounting firm to audit our financial statements;
- reviews audit plans, annual reports, and audit performance; and
- approves or pre-approves all audit and permissible non-audit services, other than de minimis non-audit services, to be performed by the independent registered public accounting firm.

Our Audit Committee operates under a written charter that complies with SEC rules and regulations and the Nasdaq corporate governance rules. A copy of the charter is available at <https://investors.applovin.com>. In 2024, our Audit Committee held seven (7) meetings, providing regular oversight and proactive governance.

Compensation Committee

We recognize that a well-structured compensation strategy is essential to attracting, retaining, and motivating top talent. Our Compensation Committee is responsible for aligning executive compensation, equity programs, and benefits with Company performance, stockholder interests, and evolving governance best practices.

Each member of our Compensation Committee meets the independence requirements under Nasdaq corporate governance rules and SEC rules and regulations, and qualifies as a non-employee director under Rule 16b-3 of the Exchange Act.

The Compensation Committee plays a critical role in shaping AppLovin's compensation philosophy to foster performance, innovation, and responsible risk-taking, while also ensuring alignment with long-term stockholder value creation. Key responsibilities include:

- **Executive Compensation & Performance Evaluation**

- oversees the annual performance evaluation of our chief executive officer (CEO) and considers the CEO's evaluation of senior management when determining executive compensation;
- reviews and approves, or makes recommendations to the Board regarding, compensation for our CEO and other named executive officers (NEOs), including base salary, annual and long-term incentives, and benefits;
- administers employment agreements, severance arrangements, and change-in-control protections for executive officers;

- **Equity & Incentive Compensation Plans**

- administers our equity compensation plans and grants equity awards to eligible individuals;
- reviews, approves, and recommends modifications to incentive compensation plans to drive long-term value creation;
- oversees and enforces the compensation recovery ("clawback") policy;

- **Compensation Governance & Risk Oversight**

- designs our compensation policies and practices to support sustainable growth without encouraging excessive risk-taking;
- evaluates and recommends director compensation;
- oversees stock ownership guidelines for executives and Board of Directors members;
- reviews and discusses executive compensation disclosures, including compensation discussion and analysis, in compliance with SEC requirements;

- **Independent Oversight**

- engages independent compensation consultants to provide independent advice and benchmarking for executive and director compensation against peer companies;
- reviews market trends in executive pay, performance metrics, and regulatory developments to maintain competitive programs that are aligned with stockholder interests;
- reviews Say-on-Pay advisory votes and stockholder feedback to enhance our compensation programs; and
- evaluates any potential conflicts of interest with its advisors in accordance with SEC and Nasdaq Listing Rules.

Our Compensation Committee operates under a written charter, which complies with SEC rules and regulations and Nasdaq corporate governance rules. A copy of the charter is available at <https://investors.applovin.com>.

In 2024, our Compensation Committee held eight (8) meetings, reinforcing its commitment to sound governance. Each member of the Compensation Committee brings deep expertise from public and private board service, executive leadership roles, and industry experience. This collective insight enables the Committee to oversee and guide our executive compensation programs with sound judgment, objectivity, and a long-term focus.

Nominating and Corporate Governance Committee

We believe that strong leadership, governance, and forward-thinking corporate policies drive long-term success. Our Nominating and Corporate Governance Committee works to ensure that our Board of Directors remains diverse, independent, and equipped with the right expertise to guide our Company's growth.

Each member of our Nominating and Corporate Governance Committee meets the independence requirements under Nasdaq corporate governance rules and SEC rules and regulations.

The Nominating and Corporate Governance Committee plays a vital role in shaping AppLovin's leadership and governance framework. Key responsibilities include:

- **Board Leadership & Composition**

- Identifies, evaluates, and recommends nominees for election to our Board of Directors.
- Reviews the composition and structure of our Board of Directors and its committees to develop the right mix of expertise and experience.
- Evaluates the performance of our Board of Directors, its committees, and individual directors.
- Recommends committee assignments and leadership roles within the Board.

- **Governance Oversight**

- Develops and maintains corporate governance policies and practices to promote compliance and best practices.
- Oversees the Board of Directors' leadership structure.
- Evaluates director independence in accordance with Nasdaq Listing Rules and SEC requirements.

- **Succession Planning**

- Oversees executive succession planning to promote smooth leadership transitions.

- **Stockholder & Governance Engagement**

- Develops policies and procedures for stockholder nominations to our Board of Directors.
- Reviews stockholder proposals and corporate governance matters.
- Evaluates and recommends actions on stockholder engagement efforts.

Our Nominating and Corporate Governance Committee operates under a written charter, which complies with Nasdaq corporate governance rules. A copy of the charter is available at <https://investors.applovin.com>.

In 2024, our Nominating and Corporate Governance Committee held five (5) meetings, reinforcing our commitment to strong governance, strong leadership, and driving sustainable growth.

Ad Hoc Committees

In addition to the standing committees described above, from time to time, our Board of Directors may designate a committee consisting of one (1) or more directors on an ad hoc basis, including for purposes of evaluating and/or approving specific projects or transactions. Ad hoc committees comprised entirely of independent directors met two (2) times in 2024.

Attendance at Board and Stockholder Meetings

During our fiscal year ended December 31, 2024, our Board of Directors held seven (7) meetings (including regularly scheduled and special meetings). Each director attended at least 89% of (i) the total number of meetings of our Board of Directors held during the period for which he or she has been a director and (ii) the total number of meetings held by all committees of our Board of Directors on which he or she served during the periods that he or she served. In the aggregate, our directors attended approximately 98% of such meetings.

Although we do not have a formal policy regarding attendance by members of our Board of Directors at annual meetings of stockholders, our Corporate Governance Guidelines strongly encourage, but do not require, our directors to attend. Eight (8) of AppLovin's nine (9) then serving directors were present at the 2024 Annual Meeting of Stockholders.

Compensation Committee Interlocks and Insider Participation

None of the members of our Compensation Committee is or has been an officer or employee of AppLovin. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee (or other committee of the board of directors performing equivalent functions) of any other entity that has one of its executive officers serving on our Board of Directors or Compensation Committee. See the section titled "Certain Relationships, Related Party and Other Transactions" on page 60, for information about related party transactions involving members of our Compensation Committee or their affiliates.

Board of Directors Evaluations

Our Board of Directors, in conjunction with our Nominating and Corporate Governance Committee, conducts an annual evaluation of the performance of the Board of Directors as a whole and each of its standing committees, including an evaluation of the qualifications of individual members of the Board of Directors and its committees. The results of the evaluation are reviewed by our lead independent director and the chair of our Nominating and Corporate Governance Committee, in partnership with our outside legal counsel. Thereafter, the evaluation results and any recommendations for improvement are provided to our Board of Directors and its standing committees by a member of our outside legal counsel. Our Board of Directors and our management work closely to address any action items that result from this evaluation process.

Voting Structure and Voting Agreement

In connection with our initial public offering, we amended and restated our certificate of incorporation to create three classes of authorized common stock. Holders of our Class A common stock are entitled to one (1) vote for each share held on all matters submitted to a vote of stockholders, holders of our Class B common stock are entitled to twenty (20) votes for each share held on all matters submitted to a vote of stockholders, and holders of our Class C common stock are not entitled to vote on any matter that is submitted to a vote of stockholders, except as otherwise required by law. There are no shares of our Class C common stock outstanding. The holders of our Class A common stock and Class B common stock vote together as a single class, unless otherwise required by law.

All shares of Class B common stock are held by the Voting Agreement Parties. The Voting Agreement Parties have entered into a voting agreement (the "Voting Agreement") whereby all Class B common stock held by the Voting

Agreement Parties and their respective permitted entities and permitted transferees will be voted as determined by Mr. Foroughi and Mr. Chen. As a result, the Voting Agreement Parties will collectively be able to determine or significantly influence any action requiring the approval of our stockholders, including the election of our Board of Directors, the adoption of amendments to our certificate of incorporation and bylaws, and the approval of any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction. The multi-class structure of our common stock is intended to ensure that, for the foreseeable future, our CEO and Co-Founder Adam Foroughi continues to control or significantly influence the governance of the Company, which we believe will permit us to continue to prioritize our strategic goals and the creation of long-term stockholder value rather than short-term results.

Further, Mr. Chen is party to an Equity Exchange Right Agreement which originally covered 2,280,201 options to purchase shares of Class A common stock, of which 1,680,201 remain unexercised as of March 31, 2025. The Equity Exchange Right Agreement provides that Mr. Chen may exchange such shares, or the shares received upon exercise of such options, as may be the case, for an equivalent number of shares of our Class B common stock. For additional information on the voting power of the Voting Agreement Parties, see the section titled “Security Ownership of Certain Beneficial Owners and Management” on page 57.

Considerations in Evaluating Director Nominees

Our Nominating and Corporate Governance Committee uses a variety of methods, including engaging the services of outside consultants and search firms, to identify and evaluate director nominees. Our Nominating and Corporate Governance Committee works with our Board of Directors to determine the desired qualifications, expertise, and characteristics of our Board of Directors, including such factors as relevant business experience and diversity, and with respect to diversity, such factors as differences in professional background, education, skill and other individual qualities, and attributes that contribute to the total mix of viewpoints and experience represented on our Board of Directors.

In its evaluation of director nominees, our Nominating and Corporate Governance Committee and our Board of Directors evaluate each director in the context of the membership of the Board of Directors as a group, with the objective of having a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of background and experience in the various areas. Each director should be an individual of high character and integrity. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee also considers the director’s past attendance at meetings, participation in and contributions to the activities of the Board of Directors and the Company, and other qualifications and characteristics set forth in the charter of the Nominating and Corporate Governance Committee charter. Some of the qualifications that our Nominating and Corporate Governance Committee considers include, without limitation, issues of character, integrity, judgment, corporate experience, diversity of experience, professional background, independence, area of expertise, length of service, potential conflicts of interest, and other commitments. Director nominees must also have the highest personal and professional ethics and integrity, proven achievement and competence in the director nominee’s field and the ability to exercise sound business judgment, skills that are complementary to those of the existing members of the Board of Directors, and the ability to assist and support management and make significant contributions to our success. Director nominees must understand the fiduciary responsibilities that are required of a member of our Board of Directors and have sufficient time and energy available, in the judgment of our Nominating and Corporate Governance Committee, to perform all board of director and applicable committee responsibilities. Members of our Board of Directors are expected to prepare for, attend, and participate in all board of directors and applicable committee meetings. Our Nominating and Corporate Governance Committee may also consider such other factors as it may deem, from time to time, are in our and our stockholders’ best interests.

After completing its review and evaluation of director nominees, including incumbent directors, our Nominating and Corporate Governance Committee recommends to our full Board of Directors the director nominees for selection.

Stockholder Recommendations and Nominations to the Board of Directors

Our Nominating and Corporate Governance Committee will consider director nominees recommended by stockholders who have continuously held at least 1% of our fully diluted capitalization for at least twelve (12) months prior to the date of the submission of the recommendation. Our Nominating and Corporate Governance Committee

will evaluate such recommendations in accordance with its charter, our amended and restated bylaws and our policies and procedures for director nominees, as well as the regular director nominee criteria described above. This process is designed to ensure that our Board of Directors includes members with diverse backgrounds, skills, and experience, including appropriate financial and other expertise relevant to our business. Eligible stockholders wishing to recommend a nominee for nomination should contact our Chief Legal Officer and Corporate Secretary in writing at the address below. Such recommendations must include the nominee's name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the nominee confirming willingness to serve, information regarding any relationships between the nominee and the Company, and evidence of the recommending stockholder's ownership of the Company's capital stock. Our Nominating and Corporate Governance Committee has discretion to decide which individuals to recommend for nomination as directors.

Under our amended and restated bylaws, stockholders may also directly nominate persons for our Board of Directors. Any nomination must comply with the requirements set forth in our amended and restated bylaws and should be sent in writing to our Chief Legal Officer and Corporate Secretary at AppLovin Corporation, 1100 Page Mill Road, Palo Alto, California 94304. Any notice of director nomination submitted must include the additional information required by Rule 14a-19(b) under the Exchange Act and otherwise must comply with applicable federal and state law. To be timely for the 2026 Annual Meeting of Stockholders, nominations must be received by our Corporate Secretary observing the same deadlines for stockholder proposals discussed above on page 6 under "What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors?—Stockholder Proposals."

Communications with the Board of Directors

Interested parties wishing to communicate with non-management members of our Board of Directors may do so by writing and mailing the correspondence to our Chief Legal Officer and Corporate Secretary at AppLovin Corporation, Attn: Chief Legal Officer, 1100 Page Mill Road, Palo Alto, California 94304. Each communication should set forth (i) the name and address of the stockholder, as it appears on our books, and if the shares of our common stock are held by a nominee, the name and address of the beneficial owner of such shares, and (ii) the class and number of shares of our common stock that are owned of record by the record holder and beneficially by the beneficial owner.

Our Chief Legal Officer, in consultation with appropriate members of our Board of Directors as necessary, will review all incoming communications (except for mass mailings, product complaints or inquiries, job inquiries, business solicitations, and patently offensive or otherwise inappropriate material), and, if appropriate, will route such communications to the appropriate director(s) or, if none is specified, to the Chairperson of the Board or the Lead Independent Director.

This procedure does not apply to (i) communications to non-management directors from our officers or directors who are stockholders or (ii) stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act, which are discussed further in the section titled "What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors?—Stockholder Proposals" described on page 6 in this proxy statement.

Corporate Governance

Our governance practices and leadership demonstrate a strong commitment to integrity, transparency, and accountability.

Here's how we put these values into practice:

Currently, a majority of our Board of Directors is composed of independent directors, in line with Nasdaq's corporate governance rules. We have implemented robust governance policies, including board committee charters, corporate governance guidelines, a Code of Conduct and Business Ethics, Insider Trading and Compensation Recovery policies, and Equity Ownership Guidelines. To reinforce a culture of ethical conduct, we have also partnered with an independent third-party to manage a confidential and anonymous whistleblower hotline, providing employees, contractors, customers, and vendors with a secure channel to report concerns.

Corporate Governance Guidelines & Code of Conduct

Our Corporate Governance Guidelines set the standard for how we run our Board of Directors and company, covering director qualifications, responsibilities, and governance best practices. These guidelines are designed to focus our leadership on long-term value creation and ethical decision-making. We hold ourselves to the highest ethical standards through our Code of Conduct and Business Ethics (“Code”) which applies to every employee, officer, and director—from our CEO to each team member. This Code guides how we conduct business with integrity and accountability, ensuring we always act in the best interests of our stakeholders.

You can find our full Corporate Governance Guidelines and Code of Conduct and Business Ethics on our website at <https://investors.applovin.com>. Any amendments or waivers for executive officers or directors will be posted there or disclosed in SEC filings as required.

Insider Trading Policy

Our Board of Directors has adopted an Insider Trading Policy governing the purchase, sale, and/or disposition of our securities by directors, officers, employees, and other covered persons. We believe this policy is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards applicable to us. A copy of our Insider Trading Policy was filed as an exhibit to our Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

From time to time, we may engage in transactions in our own securities. It is the Company’s policy to comply with all applicable securities laws and the exchange listing standards applicable to us when engaging in transactions in our securities.

Compensation Recovery Policy

In November 2023, our Compensation Committee adopted a Compensation Recovery Policy in compliance with the Nasdaq and SEC rules requiring public companies to recover excess incentive-based compensation from current and former executive officers by our Board of Directors in accordance with Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended, in the event of an accounting restatement.

Specifically:

- If we are required to prepare an accounting restatement due to our material noncompliance with financial reporting requirements, we must clawback from covered executive officers any incentive-based compensation that was in excess of what they would have received had their incentive compensation been determined based on the restated amounts.
- This applies to incentive compensation received on or after October 2, 2023, covering the three (3) completed fiscal years prior to the restatement date.

Equity Ownership Guidelines

To further align the interests of our executive team and Board of Directors with stockholders, our Board adopted Equity Ownership Guidelines (as amended). These guidelines set the following expectations for how much Company equity our executives and non-employee directors should hold over time:

- Chief Executive Officer and Chief Technology Officer: 600% of base salary in equity;
- other Executive Officers: 300% of base salary in equity; and
- non-Employee Directors: 500% of annual Board cash retainer (excluding committee or chair retainers).

What counts toward the equity ownership requirement?

- Shares of Class A and Class B common stock (including unvested restricted stock);
- shares held in trusts, limited partnerships, or similar entities for the benefit of the executive officer or non-employee director, or their immediate family;
- shares held in retirement or deferred compensation accounts; and
- certain RSUs and other full-value awards (whether vested or unvested).

What doesn't count?

- Unexercised stock options; and
- performance-based awards that remain subject to performance-based vesting requirements.

Executives and non-employee directors generally have until five (5) years from the later of the policy adoption or their appointment to meet these ownership requirements. The full policy is available at <https://investors.applovin.com> and may be amended by the Board or Compensation Committee.

Director Compensation

We have adopted a compensation policy for our non-employee directors (the "Director Compensation Policy"). The Director Compensation Policy is designed to attract, retain, and reward experienced non-employee directors. To ensure our Director Compensation Policy remains competitive to help us attract qualified non-employee director nominees and retain our existing non-employee directors, the policy is reviewed annually by our Compensation Committee and its independent advisor, Semler Brossy. In February 2025, we amended our Director Compensation Policy to increase our compensation for the chairperson and members of the Nominating and Corporate Governance Committee, increase the initial grant to individuals who become non-employee directors, and increase the annual equity award granted to non-employee directors each year.

Under the Director Compensation Policy each non-employee director receives the cash and equity compensation for board services described below. We also reimburse our non-employee directors for reasonable, customary, and documented travel expenses to meetings of our Board of Directors or its committee and other expenses.

Cash Compensation

Under our Director Compensation Policy in effect during 2024, non-employee directors were entitled to receive the following cash compensation for their service on our Board of Directors (the parentheses show amounts changed in February 2025):

- \$50,000 per year for service as a member of the Board of Directors;
- \$60,000 per year for service as chairperson of the Board of Directors;
- \$75,000 per year for service as lead independent director of the Board of Directors;
- \$35,000 per year for service as chairperson of the Audit Committee;
- \$10,000 per year for service as member of the Audit Committee;
- \$30,000 per year for service as chairperson of the Compensation Committee;
- \$10,000 per year for service as member of the Compensation Committee;
- \$15,000 (\$25,000) per year for service as chairperson of the Nominating and Corporate Governance Committee; and
- \$5,000 (\$10,000) per year for service as member of the Nominating and Corporate Governance Committee.

Each non-employee director who serves as the chairperson of a committee will receive only the annual cash fee as the chairperson of the committee, and not the additional annual cash fee as a member of the committee. All cash payments to non-employee directors are paid quarterly in arrears on a pro-rated basis, and, as noted above, non-employee directors can elect to receive an award of restricted stock units (RSUs) or non-qualified stock options in lieu of cash compensation.

Equity Compensation

Initial Award

Each person who first becomes a non-employee director will be granted an initial award on the first trading date on or after the date on which such individual first becomes a non-employee director (the “Initial Award”) covering a number of shares of our Class A common stock having a grant date fair value (determined in accordance with U.S. generally accepted accounting principles (“GAAP”)) of \$425,000 (increased to \$500,000 in February 2025), rounded to the nearest whole share. The Initial Award will vest in twelve (12) equal quarterly installments beginning on the first standard quarterly vesting date to occur after such individual first becomes a non-employee director and each subsequent standard quarterly vesting date thereafter, subject to the non-employee director continuing to be a service provider through the applicable vesting date. Our standard quarterly vesting dates are February 20, May 20, August 20, and November 20. If the person was a member of our Board of Directors and also an employee, becoming a non-employee director due to termination of employment does not entitle them to an Initial Award. The type of equity award to be granted to a non-employee director will be elected in advance at the discretion of the non-employee director and may consist entirely of RSUs or non-qualified stock options.

Annual Award

On the date of each annual meeting of our stockholders, each non-employee director will automatically receive an annual equity award (an “Annual Award”) covering a number of shares of our Class A common stock having a grant date fair value (determined in accordance with GAAP) of \$250,000 (increased to \$300,000 in February 2025), rounded to the nearest whole share. The Annual Award will vest on the earlier of (i) the one (1) year anniversary of the date the Annual Award is granted or (ii) the day prior to the date of the annual meeting next following the date the Annual Award is granted, in each case, subject to the non-employee director continuing to be a service provider through the applicable vesting date. The type of equity award to be granted to a non-employee director will be elected in advance of an annual meeting at the discretion of the non-employee director and may consist entirely of RSUs or non-qualified stock options.

Change in Control

In the event of a “change in control” (as defined in our 2021 Equity Incentive Plan (the “2021 Plan”)), each non-employee director’s outstanding award(s) will fully vest, provided that the non-employee director continues to be a non-employee director through the date of the change in control.

Maximum Annual Compensation Limit

The Director Compensation Policy includes a maximum annual limit of \$750,000 in total cash and equity compensation awards that may be paid, issued, or granted to a non-employee director in any fiscal year (increased to \$1,000,000 in the non-employee director’s initial year of service as a non-employee director). For purposes of this limitation, the value of equity awards is based on the grant date fair value (determined in accordance with GAAP). Any cash compensation paid or equity awards granted to a person for their service as an employee, or for their service as a consultant (other than as a non-employee director), will not count for purposes of the limitation. The maximum limit does not reflect the intended size of any potential compensation or equity awards to our non-employee directors.

2024 Compensation

The following table provides information regarding compensation of our non-employee directors for their service as directors, for the fiscal year ended December 31, 2024. During 2024, Messrs. Chen, Foroughi and Oberwager did not receive compensation for service as directors, although Mr. Chen continued to vest in his equity award granted to him in 2023 for his service as an advisor to our CEO during calendar year 2024. See “Executive Compensation” starting on page 36, for additional information regarding the compensation of Mr. Foroughi.

Name	Fees Paid or Earned in Cash (\$)	Stock Awards \$(⁽¹⁾)(⁽⁴⁾)	All Other Compensation (\$)	Total (\$)
Craig Billings	207,734	249,922	—	457,656
Herald Chen	—	—	105,000 ⁽³⁾	105,000
Margaret Georgiadis	93,750	249,922	—	343,672
Alyssa Harvey Dawson	—	312,048	—	312,048
Barbara Messing	—	711,766	—	711,766
Todd Morgenfeld	105,398	249,922	—	355,320
Edward Oberwager ⁽²⁾	—	—	—	—
Eduardo Vivas	—	302,431	250,000 ⁽³⁾	552,431

1. Amounts shown do not reflect compensation actually received by the director, and there can be no assurance that these amounts will ever be realized by the director. Instead, the amount shown is the grant date fair value of the awards granted in fiscal 2024 computed in accordance with ASC Topic 718 — Compensation — Stock Compensation (“ASC Topic 718”), disregarding forfeiture assumptions. The grant date fair value of the RSU awards was calculated based on the closing price per share of our Class A common stock on the grant date.
2. Mr. Oberwager was elected as a KKR designated director on the Company’s Board of Directors and does not receive cash or equity compensation.
3. Amounts reflect the Company’s payment of a required filing fee incurred by each of Mr. Chen and Mr. Vivas under the Hart-Scott Rodino Act of 1976, or HSR Act, which fees were approved by the Board of Directors.
4. The following table lists all outstanding equity awards held by non-employee directors as of December 31, 2024:

Name	Date of Grant	Number of Shares Underlying Stock Award (#)	Number of Shares Underlying Options (#)
Craig Billings	12/30/2020 ^(a)	—	3,000 ^(b)
	07/06/2023	—	15,537 ^(b)
	06/05/2024	2,987 ^(c)	—
Herald Chen	11/05/2019 ^(a)	—	1,880,201 ^(b)
Margaret Georgiadis	06/05/2024	2,987 ^(c)	—
Alyssa Harvey Dawson	06/05/2024	2,987 ^(c)	—
Barbara Messing	03/01/2024	5,119 ^(d)	—
	06/05/2024	2,987 ^(c)	—
Todd Morgenfeld	09/05/2023	5,828 ^(e)	—
	06/05/2024	2,987 ^(c)	—
Eduardo Vivas	07/06/2023	—	15,537 ^(b)
	06/05/2024	2,987 ^(c)	—

- a. These awards were granted pursuant to our 2011 Equity Incentive Plan (the “2011 Plan”); all other awards were granted pursuant to our 2021 Plan.
- b. This option is fully vested.
- c. The vesting conditions are satisfied, subject to each non-employee directors’ continued role as a service provider to us, as to 100% of the total shares on the earlier of (i) the one-year anniversary of the date the Annual Award is granted or (ii) the day prior to the date of the Annual Meeting next following the date the Annual Award is granted.
- d. The vesting conditions are satisfied, subject to Ms. Messing’s continued role as a service provider to us, as to 1/12th of the total shares on May 20, 2024 with 1/12th of the total shares vesting quarterly thereafter.
- e. The vesting conditions are satisfied, subject to Mr. Morgenfeld’s continued role as a service provider to us, as to 1/12th of the total shares on November 20, 2023 with 1/12th of the total shares vesting quarterly thereafter.

Audit Committee Report

The Audit Committee is a committee of the Board of Directors comprised solely of independent directors as required by Nasdaq corporate governance requirements and SEC rules and regulations. The composition of the Audit Committee, the attributes of its members and the responsibilities of the Audit Committee, as reflected in its charter, are intended to be in accordance with applicable requirements for corporate Audit Committees. With respect to AppLovin's financial reporting process, AppLovin's management is responsible for establishing and maintaining internal controls and preparing AppLovin's financial statements. AppLovin's independent registered public accounting firm, Deloitte & Touche LLP ("Deloitte"), is responsible for performing an independent audit of AppLovin's financial statements. It is the responsibility of the Audit Committee to oversee these activities. It is not the responsibility of the Audit Committee to prepare AppLovin's financial statements. These are the fundamental responsibilities of management. In the performance of its oversight function, the Audit Committee has:

- reviewed and discussed the audited financial statements with management;
- discussed with Deloitte the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC; and
- received the written disclosures and the letter from Deloitte required by applicable requirements of the PCAOB regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with Deloitte its independence.

Based on the Audit Committee's review and discussions with management and Deloitte, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024 for filing with the SEC.

Respectfully submitted by the members of the Audit Committee of the Board of Directors for fiscal year 2024,

Todd Morgenfeld (Chair)

Craig Billings

Margaret Georgiadis

Alyssa Harvey Dawson

This report of the Audit Committee is required by the SEC and, in accordance with the SEC's rules, will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate this information by reference and will not otherwise be deemed "soliciting material" or "filed" under either the Securities Act or the Exchange Act.

Ratification of Appointment of Independent Registered Public Accounting Firm

Our Audit Committee has appointed Deloitte & Touche LLP (“Deloitte”), an independent registered public accounting firm, to audit our consolidated financial statements for our fiscal year ending December 31, 2025. Deloitte has served as our independent registered public accounting firm since 2015 when they were first engaged to complete our fiscal year 2014 audit.

At the Annual Meeting, our stockholders are being asked to ratify the appointment of Deloitte as our independent registered public accounting firm for our fiscal year ending December 31, 2025. Our Audit Committee is submitting the appointment of Deloitte to our stockholders because we value our stockholders’ views on our independent registered public accounting firm and as a matter of good corporate governance. The Audit Committee believes that the continued retention of Deloitte is in the best interests of the Company and its stockholders. In arriving at this conclusion, the Audit Committee believes that Deloitte’s global reputation, deep technical expertise, and familiarity with complex international operations make them well-qualified to serve the Company and our stockholders. Notwithstanding the appointment of Deloitte, and even if our stockholders ratify the appointment, our Audit Committee, in its discretion, may appoint another independent registered public accounting firm at any time during our fiscal year if our Audit Committee believes that such a change would be in the best interests of our Company and our stockholders. If our stockholders do not ratify the appointment of Deloitte, our Board of Directors may reconsider the appointment. Representatives of Deloitte will be present at the Annual Meeting, have an opportunity to make a statement, and be available to respond to appropriate questions from our stockholders.

Fees Paid to the Independent Registered Public Accounting Firm

The following table presents fees for professional audit services and other services rendered to our Company by Deloitte for our fiscal years ended December 31, 2024 and 2023.

	(\$ in thousands)			
	2024		2023	
Audit Fees ⁽¹⁾	\$	4,995	\$	4,681
Audit-Related Fees ⁽²⁾		—		—
Tax Fees ⁽³⁾		1,228		1,661
All Other Fees ⁽⁴⁾		—		15
Total Fees	\$	6,223	\$	6,357

1. Audit Fees include fees related to professional services rendered in connection with the audit of our annual financial statements, the audit of internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002, reviews of financial statements included in our Quarterly Reports on Form 10-Q, and for audit services provided in connection with other statutory and regulatory filings.
2. Audit-Related Fees include fees related to assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not included in the fees reported in the table above under “Audit Fees.” No audit-related fees were incurred during the fiscal years ended December 31, 2024 and 2023.
3. Tax Fees include fees related to services for U.S. federal, state, local, international, and other tax compliance, planning, advisory, and consultation services.
4. All Other Fees include services other than the services reported above, including permissible advisory and consulting services in connection with mergers and acquisitions and other transactions.

Auditor Independence

In our fiscal year ended December 31, 2024 there were no other professional services provided by Deloitte, other than those listed above, that would have required our Audit Committee to consider their compatibility with maintaining the independence of Deloitte.

Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

Our Audit Committee has established a policy governing our use of the services of our independent registered public accounting firm. Under this policy, our Audit Committee is required to pre-approve all audit services and permissible non-audit services performed by our independent registered public accounting firm in order to ensure that the provision of such services does not impair the public accountants' independence. All services provided by Deloitte for our fiscal years ended December 31, 2024 and 2023, which includes all fees for audit services, were pre-approved by our audit committee in accordance with the policy.

Vote Required

The ratification of the appointment of Deloitte as our independent registered public accounting firm for our fiscal year ending December 31, 2025 requires the affirmative vote of a majority of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote thereon. Abstentions will have the effect of a vote against this proposal, and broker non-votes will have no effect.



OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Executive Officers

The following table identifies certain information about our executive officers as of March 31, 2025. Our executive officers are appointed by, and serve at the discretion of, our Board of Directors. There are no family relationships among any of our directors or executive officers.

Name	Age	Position
Adam Foroughi	44	Chief Executive Officer and Chairperson
Matthew Stumpf	41	Chief Financial Officer
Vasily Shikin	39	Chief Technology Officer
Victoria Valenzuela	51	Chief Legal Officer and Corporate Secretary

For Mr. Foroughi's biography, see "Nominees for Director."



Matthew Stumpf. Mr. Stumpf has served as our Chief Financial Officer since January 2024 and prior to that served as our Vice President of Finance and FP&A from July 2022 through December 2023 and as our Senior Director, FP&A from February 2020 through June 2022. Prior to joining us, Mr. Stumpf worked at PricewaterhouseCoopers, an audit and assurance, consulting and tax services firm, from 2006 to 2020 in roles of increasing responsibility, including most recently as Transaction Services - Financial Due Diligence Director. He holds a B.A. in Business Management Economics from the University of California, Santa Cruz.



Vasily Shikin. Mr. Shikin has served as our Chief Technology Officer since January 2020 and prior to that served as our Vice President of Engineering since January 2012. Prior to joining us, from May 2008 to January 2012, he served as Senior Software Engineer at DeviceAnywhere, Inc., a cloud-based platform for testing and monitoring mobile websites and applications acquired by Keynote Systems, Inc. Mr. Shikin holds a Masters in Mathematics from Saint-Petersburg State University.



Victoria Valenzuela. Ms. Valenzuela has served as our Chief Legal Officer and Corporate Secretary since May 2020. Ms. Valenzuela joined us through our acquisition of Machine Zone, Inc. where she served as Chief Legal Officer and Corporate Secretary from January 2015 to April 2020. From May 2004 to December 2014, she served as General Counsel, Vice President, Legal Affairs, and Corporate Secretary of Cypress Semiconductor Corporation, a public semiconductor company acquired by Infineon Technologies AG. Prior to Cypress Semiconductor, she was a corporate and technology attorney with Brobeck, Phleger & Harrison, LLP and Clifford Chance LLP. She holds a B.A. in Political Science from California State University, Fullerton and a J.D. from Stanford University Law School.

Executive Compensation

Compensation Discussion and Analysis

This compensation discussion and analysis includes a discussion of compensation for the following individuals who served as executive officers during the fiscal year ended December 31, 2024, who we refer to as our named executive officers (“NEOs”):

- Adam Foroughi, our Chief Executive Officer (“CEO”) and Chairperson of our Board of Directors;
- Matthew Stumpf, our Chief Financial Officer;
- Katie Jansen, our Chief Marketing Officer*;
- Vasily Shikin, our Chief Technology Officer (“CTO”); and
- Victoria Valenzuela, our Chief Legal Officer and Corporate Secretary.

*Ms. Jansen ceased to be an executive officer in November 2024 and resigned as our Chief Marketing Officer in March 2025.

Executive Summary

Business Context

At AppLovin, our mission is clear: we drive incremental revenue for advertisers.

Our advertising solutions sit at the intersection of scale, automation, and intelligence. We built these solutions to enable businesses—across verticals—to reach and grow their audiences globally and to deliver performance, not promises. Advertisers spend with us when our technology meets their return-on-investment goals. That alignment drives their success and ours.

Our advertising solutions include AppDiscovery, MAX, Adjust, and Wurl. AppDiscovery, powered by AXON, our proprietary AI engine, delivers speed and scale in user acquisition. MAX optimizes monetization for publisher inventory through its in-app bidding technology which drives competition and higher returns. Adjust provides the attribution and analytics infrastructure advertisers rely on to scale. Wurl provides a suite of connected TV tools including content distribution and advertising and publishing solutions to attract viewers and maximize revenue.

We’ve built this business on foundational advantages: a culture of innovation, a lean operating model, and a product that sells itself. Our engineering team, guided by a clear vision and disciplined execution, has built an industry-leading technology that has continued to grow through a combination of reinforcement learning and directed model enhancements.

2024 marked a pivotal chapter for us. We expanded beyond our roots in mobile gaming, entering new verticals like e-commerce with strong early results and even stronger conviction to deliver the most sophisticated AI powered advertising solutions. At the same time, we sharpened our focus, leading to the announcement in 2025 of our intent to divest our Apps business—an asset that played a critical role in training our earliest models.

We’ve intentionally built a small, high-impact team and, our cultural advantage is a key driver of our performance. We don’t scale through headcount—we scale through automation, efficiency, and product excellence. That strategy is working. In 2024, we achieved record revenue, profitability, and cash flow, delivering significant growth for our stockholders, partners and employees and we strive to continue this in the long term by building the most effective and scalable advertising solutions in our industry.

2024 Financial Overview

Our 2024 financial highlights include the following⁽¹⁾⁽²⁾:

\$4.7 billion Revenue An increase of 43% from the prior year.	\$1.6 billion Net Income A net margin of 34% compared to a net income of \$357 million and a net margin of 11%.	\$2.7 billion Adjusted EBITDA An increase of 81%, and Adjusted EBITDA margin of 58%.
\$2.1 billion Cash Flow We generated \$2.1 billion of net cash from operating activities and \$2.1 billion of Free Cash Flow ⁽²⁾ .	\$3.2 billion Advertising Revenue An increase of 75% while Segment Adjusted EBITDA increased 91% to \$2.4 billion, a 76% margin.	\$1.5 billion Apps Revenue An increase of 3% while Segment Adjusted EBITDA increased 22% to \$277 million, a 19% margin.

1. All comparisons are against 2023.

2. Adjusted EBITDA, Adjusted EBITDA margin, and Free Cash Flow are non-GAAP measures. Please see Appendix A.

Compensation Philosophy

At AppLovin, we operate with a lean, highly efficient team. This strategy requires us to attract and retain top-tier leaders—people who thrive in a high-performance environment and can drive long-term value creation for our stockholders. Our compensation approach is aligned with this strategy and rewards exceptional long-term outcomes, ensuring our executive team is directly aligned with stockholder interests.

We emphasize equity: We believe this fosters an entrepreneurial mindset—one that prioritizes long-term value creation over short-term gains, ensuring alignment with stockholders.

We run lean: Maximizing staffing efficiency allows us to provide a high-reward structure for those who deliver outsized impact. We believe the strategic leadership of our CEO, CTO, and the remainder of our executive team is critical to our future growth, and our Compensation Committee regularly evaluates how best to incentivize and retain these key leaders.

We focus on stockholder alignment: Our Compensation Committee regularly evaluates aggregate compensation cost, executive pay, equity burn rate, and dilution. We review against peers and industry disruptors to ensure our pay programs provide substantial long-term value to stockholders while allowing us to attract, retain, and motivate the best talent.

Simply put—our compensation model is built to reward performance, reinforce our lean, high-impact culture, and ensure every leader is invested alongside our stockholders in AppLovin’s sustained success.

Executive Compensation Policies and Practices

We endeavor to maintain compensation policies and practices that are consistent with sound governance standards. We believe it is important to provide competitive compensation packages and a high-quality work environment in order to hire, retain, and incentivize critical talent. We seek to ensure that our executive compensation program is consistent with our short-term and long-term goals given the nature of the market in which we compete for key talent. We believe our executive compensation plan being heavily weighted to equity-based compensation, rather than cash compensation, provides attractive and competitive compensation to our executives as well as aligns them with our stockholders. The following policies and practices were in effect during 2024:

- **No Special Benefits.** The members of our executive team are eligible to participate in broad-based company-sponsored retirement, health, and welfare benefits programs on the same basis as our other full-time, salaried employees, and we provide no special benefits to them.
- **No “Golden Parachute” Tax Reimbursements.** We do not provide any tax reimbursement payments (including “gross-ups”) on any tax liability that our executive officers might owe as a result of the application of Sections 280G or 4999 of the Internal Revenue Code of 1986, as amended (the “Code”).

- **Hedging and Pledging Restrictions.** Our Insider Trading Policy prohibits our employees, including our executive officers and the members of our Board of Directors, from hedging any company securities and from pledging more than 10% of any company securities as collateral for a loan.
- **Peer Data Reviewed.** Our Compensation Committee works with an independent compensation consultant to complete an annual assessment of the Company's executive compensation programs relative to peer companies. Our Compensation Committee considers this information along with the Company's long and short-term goals to determine if any changes are needed to the Company's executive compensation.
- **Compensation Committee Driven Executive Compensation Program.** Although the input of the management team with respect to compensation matters is important and is considered, our Compensation Committee, which is comprised entirely of independent directors, drives the design of compensation programs for our executives based on their judgment supported by the advice of their independent compensation consultant. To ensure full visibility and alignment, our CEO's compensation is recommended by the Compensation Committee, with final approval subject to a vote of the full Board of Directors (excluding Mr. Foroughi).
- **Compensation Recovery Policy.** If we are required to prepare an accounting restatement due to our material noncompliance with financial reporting requirements, our Compensation Recovery Policy requires us to clawback from covered officers any incentive-based compensation received by them on or after October 2, 2023 and during the applicable covered period that was in excess of what they would have received had their incentive compensation been determined based on the restated amounts.
- **Equity Ownership Guidelines.** Our Equity Ownership Guidelines further align the interests of our executive officers and non-employee directors with the interests of our stockholders by requiring executive officers and non-employee directors to accumulate and hold equity with an aggregate value as specified in the Equity Ownership Guidelines.

Our Compensation-Setting Process

For 2024, our Board of Directors and Compensation Committee, in consultation with its independent compensation consultant, reviewed our executive compensation program and related policies and practices. In determining the compensation of our NEOs for 2024, our Compensation Committee considered the Company's overall strategic business plan and needs with respect to providing incentives and retention to the talent critical to meeting our strategic business plan, as well as a number of factors including, but not limited to:

- market data and analysis conducted by the Compensation Committee's independent compensation consultant, Semler Brossy, related to the Company's existing and proposed compensation program design as compared to compensation structures that include base salary, cash bonuses, equity, and other compensation;
- peer group data for each NEO role at similar companies in our industry or with whom we compete for talent and of similar market cap, profitability, size, and compensation philosophies to ensure our compensation programs are competitive;
- design recommendations made directly to the Compensation Committee by our independent compensation consultant with respect to our executive and director compensation programs;
- the retentive value, burn rate and stock-based compensation expense impact of our executive compensation programs and awards under such programs, as well as internal pay equity relative to the future impact of such awards on the Company's business, performance and equity value;
- input from our NEOs on past individual performance and expected future performance of our CEO and other NEOs, although our CEO abstains from discussions with the Compensation Committee and Board of Directors regarding his personal compensation;
- current salary levels and the vesting status of prior equity awards of each NEO and the value of existing vested and unvested equity holdings of each NEO, as well as, the time since the last equity grant to each NEO and the criticality of each NEO to our future business success;

- in-year earnings from prior equity awards, including the 2023 PSU award that was fully earned in 2024 upon achievement which created over \$35 billion in market capitalization from PSU grant date;
- feedback from our non-employee directors both on the Compensation Committee and our full Board of Directors, during executive sessions and other discussions held without our NEOs; and
- the Company's performance and current business context.

The Compensation Committee is responsible for reviewing and approving the compensation for our NEOs. In the case of our CEO, while the Committee evaluates the CEO's performance and recommends compensation decisions, final approval of CEO compensation rests with the full Board of Directors, excluding the CEO. This process ensures that compensation decisions for the CEO reflect the input and oversight of all independent members of the Board.

Use of Independent Compensation Consultant

The Compensation Committee has authority to appoint and retain a compensation consultant. The fees for services rendered by the compensation consultant are paid by the Company. For 2024 compensation decisions, our Compensation Committee engaged Semler Brossy as its independent compensation consultant to advise on executive compensation matters including: overall compensation program design, peer group development and updates, and collecting market data to inform our compensation programs for our executives and members of our Board of Directors. We develop our compensation programs after reviewing publicly available compensation data relevant to our business, industry and companies with whom we compete for talent. Semler Brossy advised the Compensation Committee on all of the principal aspects of executive and director compensation for 2024. Semler Brossy attends meetings of the Compensation Committee when requested to do so and reports directly to our Compensation Committee and not to management, although it meets with management for purposes of gathering information for its analyses and recommendations. In addition to attending meetings of the Compensation Committee, they also meet informally with Committee members upon request. Our Compensation Committee has assessed the independence of Semler Brossy consistent with Nasdaq corporate governance rules and has concluded that its engagement with Semler Brossy does not raise any conflict of interest.

Use of a Peer Group

The Compensation Committee approves a peer group of companies as a reference group to provide a broad perspective on competitive pay levels and practices. The peers are reviewed on an annual basis in light of the fast-moving changes at AppLovin and in our industry. We undertake this review with the assistance and recommendations of the Compensation Committee's independent compensation consultant.

In August 2023, the Compensation Committee approved a peer group for use in making 2024 compensation decisions. The Compensation Committee used the following criteria in determining the appropriate peer companies:

- **Industry / Sector** – publicly-traded technology companies, with a focus on digital media platforms and secondary focus on internet and software;
- **Revenue** – \$500 million to \$1 billion;
- **Market Capitalization** – between \$10 billion and \$90 billion; and
- **Talent Competitors** – technology companies with whom we compete for talent.

Based on these criteria and considerations, our peer group for compensation analyses and decisions made between August 2023 through April 2024, as approved by our Compensation Committee, consisted of the following peer group companies:

ANSYS, Inc.	Informatica Inc.	The Trade Desk, Inc.
CrowdStrike Holdings, Inc.	MongoDB, Inc.	Twilio Inc.
DocuSign, Inc.	Okta, Inc.	UiPath, Inc.
Dropbox, Inc.	Roblox Corporation	Unity Software Inc.
Elastic N.V.	Splunk, inc.	Zoom Video Communications, Inc.
HubSpot, Inc.		

In April 2024, the Compensation Committee reviewed the peer criteria and used the following in determining the appropriate peer group companies:

- **Industry / Sector** – publicly-traded technology companies, with a focus on digital media platforms and secondary focus on internet and software;
- **Revenue** – greater than \$1 billion;
- **Market Capitalization** – greater than \$15 billion; and
- **Talent Competitors** – technology companies with whom we compete for talent and have a similar headcount and compensation philosophy.

The Compensation Committee also considered the volatility in AppLovin's and other technology companies' market capitalization and how these fluctuations should be considered moving forward. After weighing these various factors, the Compensation Committee approved the following peer group companies for compensation discussions.

ANSYS, Inc.	Informatica Inc.	The Trade Desk, Inc.
Atlassian Corporation	MongoDB, Inc.	Twilio Inc.
CrowdStrike Holdings, Inc.	Okta, Inc.	UiPath, Inc.
Datadog, Inc.	Palantir Technology Inc.	Unity Software Inc.
Elastic N.V.	Roblox Corporation	Zoom Video Communications, Inc.
HubSpot, Inc.	Snowflake Inc.	

The Compensation Committee considers competitive compensation data from an annual total compensation study of peer executives at the selected peer companies, coupled with relevant survey sources, including peer group proxy data, AON Radford surveys, and Mercer surveys, to inform its decisions about overall compensation opportunities and specific compensation elements. The Committee also uses information from our compensation peer group as an additional data point when considering executive pay packages. That said, our compensation decisions are not benchmarked to peer companies but are made holistically based on the consideration of many factors, including, but not limited to, individual and company performance, market data, internal pay equity, experience, and strategic needs.

Compensation Decisions

The Compensation Committee made the following decisions about NEO compensation in 2024.

- Maintain consistent base salary levels across all NEO roles with no increase; see “Elements of Executive Pay and 2024 Compensation— Base Salary” below.
- Provide one-year, time-vested RSU awards as set forth in the table under “Grants of Plan-Based Awards in 2024” on page 47.

- Continue to deliver all variable pay in the form of equity compensation, i.e., no annual cash bonus program, to ensure alignment of our NEOs with the interests of our stockholders.

The Compensation Committee approved RSU award amounts for non-CEO Named Executives and recommended RSU award amounts for our CEO to the Board of Directors.

The Compensation Committee reviewed rigorous analyses and had multiple in-depth discussions to ensure that these compensation actions continued to support and reward the significant impact and growth for our stockholders we intend to deliver.

These discussions were conducted by the Compensation Committee in executive session, with its independent advisor Semler Brossy without management present, and (except in regard to CEO pay) with the CEO.

The Compensation Committee considered the various factors set forth above in “Our Compensation-Setting Process.”

The Compensation Committee and Board of Directors believe their decisions are appropriate in light of outstanding 2024 performance by AppLovin and the NEOs’ and the returns delivered to stockholders.

Elements of Executive Pay and 2024 Compensation

Our executive compensation program for 2024 consisted of the following principal compensation elements:

- base salary; and
- long-term incentive compensation in the form of equity incentives.

We are committed to providing appropriate cash and equity incentives to compensate our NEOs in a manner that our Board of Directors and Compensation Committee determine is reasonable and appropriate to hire, incentivize, and retain key talent.

Base Salary

Base salary is a customary, fixed element of compensation intended to retain our NEOs and compensate them for their day-to-day efforts. Base salaries are reviewed periodically, including at the time of a promotion or other change in responsibilities. We believe equity compensation is a more important motivator to our senior executives and therefore the base salaries are generally consistent and capped at \$400,000.

The following table sets forth the 2024 base salary for each of our NEOs, which were unchanged for those who were NEOs in 2023:

Name	2024 Base Salary (\$)
Adam Foroughi	400,000
Matthew Stumpf	400,000
Katie Jansen	400,000
Vasily Shikin	400,000
Victoria Valenzuela	400,000

Equity Compensation

Annual Equity Grants

Consistent with our compensation objectives, we believe that equity awards balance the interests of our executive team and our stockholders, ensure our ability to attract and motivate our top talent, and foster an entrepreneurial culture that drives efficiency and alignment with stockholder interests. In 2024, our Compensation Committee, together with its independent compensation consultant, engaged in a market review of the total compensation of our named executive officers to consider new annual equity compensation for our NEOs taking into account existing,

vested and unvested equity and considering that we do not have an executive cash bonus program. To provide retention and incentive opportunities to our NEOs, in November 2024, the Company issued one-year RSU grants to Messrs. Foroughi, Stumpf, and Shikin, and Ms. Valenzuela to ensure their equity holdings and compensation were generally aligned with levels of compensation paid to executives in our peer group and other technology companies that recently went public.

We intend to grant annual equity awards in November of the year prior to the service year the grant is intended to cover. These grants are designed to be competitive with comparable roles in the technology sector and reflective of company and individual performance, leadership contribution, and criticality of the role in our Company. Our annual RSU awards vest over one-year from the date of grant. We believe this annual grant cycle is appropriate, especially given we do not have an annual cash bonus plan, and that rewarding contributions and participation in the form of future awards motivates our leaders to be self-starters and think like owners. We further determined that RSU grants vesting over, rather than larger grants intended to vest over multiple years, were appropriate considering the uncertain economic environment because this structure provides us with greater ability to deliver intended value during the period after grant.

Earned Performance-Based Equity Grant Tranches from 2023

Our Performance-Based Equity (PSU) Program was designed as a multi-year incentive plan, aligning key executive's compensation with long-term stockholder value. As a result of exceptional Company performance, AppLovin's stock price exceeded every hurdle outlined in the 2023 Performance-Based Equity Grant—each sustained for 30 consecutive trading days. In total, our 2023 PSU Program was earned completely because we delivered a total market capitalization increase of more than \$35 billion since the PSU grant date.

As a result, all tranches of PSUs under the program were fully earned in less than 18 months, far ahead of the original five-year performance period which reinforces the significant impact our CEO and CTO have had on the growth of our business. Although the performance-based equity awards were achieved in less than 18 months, they include a one-year holding period (or in the case of our CEO, a minimum share holding requirement), ensuring that the multi-year design remained intact and aligned with the long-term interests of the Company and its stockholders. In light of this significant value delivery, for 2024, our Compensation Committee opted to grant our CEO and CTO smaller, time-based awards to continue incentivizing performance while maintaining a focus on long-term value creation.

Benefits

Our named executive officers are eligible to participate in the same benefits programs offered to all employees. We maintain a tax-qualified 401(k) retirement plan that provides eligible U.S. employees with an opportunity to save for retirement on a tax-advantaged basis, subject to limitations established by the tax laws. The Company matches 100% of the first 1% of employee contributions and up to 50% on the next 5% of employee contributions, up to a maximum of 3.5% of the employee's annual income. Our Company match is fully vested as of each contribution date. The 401(k) plan is intended to be qualified under Code Section 401(a) with the 401(k) plan's related trust intended to be tax exempt under Code Section 501(a). As a tax-qualified retirement plan, contributions to the 401(k) plan and earnings on those contributions are not taxable to the employees until distributed from the 401(k) plan. Our named executive officers are permitted to participate in the same health and welfare plans as other U.S. employees, including medical, dental, and vision plans, as well as our 2021 Employee Stock Purchase Plan (the "ESPP").

Other Compensation Information

Accounting Considerations

We take financial reporting implications into consideration in designing compensation plans and arrangements for the members of our executive team, other employees and members of our Board of Directors. These accounting considerations include the recognition of stock-based compensation expense under Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("ASC Topic 718"), which governs the accounting treatment of stock-based compensation awards. Part of our Compensation Committee and Board of Director's analysis of equity compensation awards is the aggregate financial accounting expense and timing of when that expense would be recognized, both on a stand-alone basis and in connection with other stock-based compensation.

Tax Considerations

We do not provide any of our named executive officers with a gross-up or other reimbursement for tax amounts the individual might pay pursuant to Code Sections 280G, 4999, or 409A. Code Sections 280G and 4999 provide that named executive officers, directors who hold significant stockholder interests and certain other service providers could be subject to significant additional taxes if they receive payments or benefits in connection with a change in control of our Company that exceeds certain limits, and that we or our successor could lose a deduction on the amounts subject to the additional tax. Code Section 409A also imposes significant taxes on the individual in the event that an executive officer, director, or other service provider receives "deferred compensation" that does not meet the requirements of Code Section 409A.

Under Code Section 162(m), the deductibility of executive compensation is limited to \$1 million per year for the CEO and certain of our current and former highly compensated executive officers (collectively "covered employees"). While we cannot predict how the deductibility limit may impact our compensation program in future years, we intend to maintain an approach to executive compensation that strongly links pay to performance. In addition, although we have not adopted a formal policy regarding tax deductibility of compensation paid to our NEOs, the Board of Directors may consider tax deductibility under Code Section 162(m) as a factor in its compensation decisions.

Hedging and Pledging Policies

We have established an Insider Trading Policy, which, among other things, prohibits short sales, engaging in transactions in publicly-traded options (such as puts and calls), and other derivative securities relating to our common stock. This prohibition extends to any hedging or similar transaction designed to decrease the risks associated with holding our securities. Transactions involving a broad-based index or a broad-based fund that include Company securities in addition to securities of other companies, including, for example, transactions involving exchange funds pursuant to which an insider divests Company securities, are not considered hedging transactions under our policy. In addition, our named executive officers are prohibited from holding any of our securities in a margin account and from pledging more than 10% of the outstanding Class A common stock (or Class B common stock convertible into Class A common stock) held by such individual as collateral for a loan.

Disclosure of Option Award Policies and Practices

We have not granted stock options or other similar types of awards as part of our equity compensation programs for our employees since our initial public offering. Under our Director Compensation Policy, the type of equity award to be granted to a non-employee director for such director's Initial Award, Annual Award, or in lieu of cash compensation to be paid for board service will be elected in advance at the discretion of the non-employee director and may consist entirely of RSUs or non-qualified stock options. We require such elections to be made during an open trading window under our Insider Trading Policy and at a time when such non-employee director does not possess material nonpublic information about us. Such awards are granted automatically on the first trading date on or after an individual becomes a non-employee director or on the date of our annual meeting in accordance with our Director Compensation Policy. Because these grants are automatic, our Board of Directors and Compensation Committee do not take material nonpublic information into account when determining the timing of such awards. These grants apply to non-employee directors only and do not relate to executive compensation. RSUs, PSUs, or other types of equity awards that we grant to directors, officers, and employees do not include an exercise price.

Employment Arrangements

We have entered into employment letters with each of our executive officers. Each of these arrangements was approved by the Compensation Committee or our Board of Directors.

In filling each of our executive positions, our Board of Directors or the Compensation Committee, as applicable, recognized that we would need to develop competitive compensation packages to attract qualified nominees in a dynamic labor market. At the same time, our Board of Directors and the Compensation Committee were sensitive to the need to integrate new executive officers into the executive compensation structure, balancing both competitive and internal equity considerations.

Each of our employment arrangements provides for “at will” employment (meaning that either we or the executive officer may terminate the employment relationship at any time with or without cause) and sets forth the initial compensation arrangements for the executive officer, including an initial base salary, participation in our employee benefit programs, an equity award recommendation, and, in some cases, sign-on bonuses and reimbursement or payment of relocation expenses. These employment arrangements also prohibit the executive officer from engaging directly or indirectly in competition with us during their employment, diverting our customers to a competitor, or disclosing our confidential information or business practices, and recruiting or soliciting any of our employees for a period after their employment.

Our NEOs have also entered into change in control and severance agreements with the Company. These post-employment compensation terms are discussed in “Post-Employment Compensation” below.

Post-Employment Compensation

Each of our NEOs participates in our Executive Change in Control and Severance Plan (the “Executive Severance Plan”) which provides these individuals with certain protection in the event of their termination of employment under specified circumstances, including following a change in control of the Company. Our Executive Severance Plan was developed with input from our independent compensation consultant at the time, Radford (Aon plc), regarding severance practices at comparable companies. The Executive Severance Plan is designed to attract, retain, and reward senior level employees. The Executive Severance Plan generally is in lieu of any other severance payments and benefits to which such key employee may have been entitled to prior to signing their participation agreement.

The payments and benefits provided under our Executive Severance Plan are described in the “Potential Payments on Termination or Change of Control” section on page 50.

We believe that these protections were necessary to induce these individuals to accept a demanding position with the Company and help retain them. These arrangements provide reasonable compensation to an executive officer if they leave our employ under certain circumstances to facilitate transition to new employment. Further, in some instances, we seek to mitigate any potential employer liability and avoid future disputes or litigation by requiring a departing executive officer to sign a separation and release agreement as a condition to receiving post-employment compensation payments or benefits. We also believe that these arrangements help maintain our executive officers continued focus and dedication to their assigned duties to maximize stockholder value if there is a potential transaction that could involve a change in control of the Company. The terms and conditions were approved by our Board of Directors after an analysis of competitive market data provided by our independent compensation consultant.

Compensation Risk Assessment

We have undertaken a risk review of our employee compensation plans and arrangements in which our employees (including our executive officers) participate, to determine whether these plans and arrangements have any features that might create undue risks or encourage unnecessary and excessive risk-taking that could threaten stockholder value. In our review, we considered numerous factors and design elements that manage and mitigate risk, and based on our review, we concluded that any potential risks arising from our employee compensation programs, including our executive programs, are not reasonably likely to have a material adverse effect on the Company.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis provided above. Based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and the Company's Annual Report on Form 10-K for our fiscal year ended December 31, 2024.

Respectfully submitted by the members of the Compensation Committee of the Board of Directors for fiscal year 2024,

Craig Billings (Chair)

Barbara Messing

Todd Morgenfeld

Summary Compensation Table for Fiscal Year 2024

The amounts below represent the compensation awarded to, earned by, or paid to our named executive officers for the years shown.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	All Other Compensation (\$)	Total (\$)
Adam Foroughi Chief Executive Officer	2024	400,000	—	10,788,454	13,644 ⁽²⁾	11,202,098
	2023	400,000	—	82,949,922	11,756	83,361,678
	2022	100,000	—	—	4,355	104,355
Matthew Stumpf Chief Financial Officer	2024	400,000	—	6,983,237	15,184 ⁽³⁾	7,398,421
Katie Jansen Former Chief Marketing Officer	2024	400,000	—	—	42,672 ⁽⁴⁾	442,672
	2023	400,000	—	8,688,603	10,859	9,099,463
	2022	400,000	—	—	9,957	409,957
Vasily Shikin Chief Technology Officer	2024	400,000	—	5,394,147	120,675 ⁽⁵⁾	5,914,822
	2023	400,000	—	67,034,758	13,620	67,448,378
	2022	400,000	—	—	12,475	412,475
Victoria Valenzuela Chief Legal Officer and Corporate Secretary	2024	400,000	—	5,528,332	15,675 ⁽⁶⁾	5,944,007
	2023	400,000	—	10,935,554	13,620	11,349,174
	2022	400,000	—	—	12,289	412,289

1. Amounts shown do not reflect compensation actually received, and there can be no assurance that these amounts will ever be realized. Instead, the amount shown is the grant date fair value of the awards granted in each year computed in accordance with ASC Topic 718 — Compensation — Stock Compensation (“ASC Topic 718”), disregarding forfeiture assumptions. The grant date fair value of the RSU awards was calculated based on the closing price per share of our Class A common stock on the date of grant. The grant date fair value of PSU awards with market conditions that were granted in 2023 was determined using the Monte Carlo simulation pricing model. This requires the input of assumptions, including the expected stock volatility, the risk-free interest rate, the expected dividend yield, and the discount for post-vesting restrictions, as applicable. Information regarding the assumptions used to estimate the fair value of such PSU awards is set forth in Note 11 to our consolidated financial statements included in our Annual Report on Form 10-K for our fiscal year ended December 31, 2023.
2. The reported amount of all other compensation for Mr. Foroughi consists of two components: (i) an \$1,800 work-from-home cash stipend paid to all employees, including Mr. Foroughi, and (ii) \$11,844 in connection with 401(k) Company matching.
3. The reported amount of all other compensation for Mr. Stumpf consists of two components: (i) an \$1,800 work-from-home cash stipend paid to all employees, including Mr. Stumpf, and (ii) \$13,384 in connection with 401(k) Company matching.
4. The reported amount of all other compensation for Ms. Jansen consists of three components: (i) an \$1,800 work-from-home cash stipend paid to all employees, including Ms. Jansen, (ii) \$10,872 in connection with 401(k) Company matching, and (iii) \$30,000 attributable to the Company’s payment of a required filing fee incurred by Ms. Jansen under the HSR Act which was approved by the Board of Directors.
5. The reported amount of all other compensation for Mr. Shikin consists of three components: (i) an \$1,800 work-from-home cash stipend paid to all employees, including Mr. Shikin, (ii) \$13,875 in connection with 401(k) Company matching, and (iii) \$105,000 attributable to the Company’s payment of a required filing fee incurred by Mr. Shikin under the HSR Act which was approved by the Board of Directors.
6. The reported amount of all other compensation for Ms. Valenzuela consists of two components: (i) an \$1,800 work-from-home cash stipend paid to all employees, including Ms. Valenzuela, and (ii) \$13,875 in connection with 401(k) Company matching.

Grants of Plan-Based Awards in 2024

The following table sets forth information relating to plan-based awards that were granted to our named executive officers during the year ended December 31, 2024.

Name	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units ⁽¹⁾	Grant Date Fair Value of Stock and Option Awards ⁽²⁾
		Threshold (#)	Target (#)	Maximum (#)		
Adam Foroughi	11/04/2024	—	—	—	67,805 ⁽¹⁾	10,788,454
Matthew Stumpf	10/30/2024	—	—	—	40,683 ⁽¹⁾	6,983,237
Katie Jansen		—	—	—	—	—
Vasily Shikin	11/04/2024	—	—	—	33,902 ⁽¹⁾	5,394,147
Victoria Valenzuela	10/30/2024	—	—	—	32,207 ⁽¹⁾	5,528,332

1. The amounts shown reflect the RSUs granted to the NEOs under the Company's 2021 Plan in 2024. Subject to the NEO's continued role as a service provider to us, 1/4th of the total RSUs shall vest on February 20, 2025 and 1/4th of the RSUs shall vest quarterly thereafter.
2. Amounts reported represent the grant date fair value of RSUs calculated in accordance with FASB ASC Topic 718. The grant date fair value of RSU awards was calculated based on the closing price per share of our Class A common stock on the date of grant.

Outstanding Equity Awards at 2024 Year-End

The following table sets forth information relating to outstanding equity awards held by our named executive officers as of December 31, 2024.

Name	Grant Date	Option Awards				Stock Awards	
		Number of Shares Underlying Unexercised Options Exercisable	Number of Shares Underlying Unexercised Options Unexercisable	Option Exercise Price (\$) ⁽¹⁾	Option Expiration Date	Number of Shares or Units of Stock that have not vested	Market value of Shares or Units of Stock that have not vested (\$) ⁽²⁾
Adam Foroughi	11/04/2024	—	—	—	—	67,805 ⁽³⁾	21,957,293
Matthew Stumpf	05/04/2021	—	—	—	—	12,500 ⁽⁴⁾	4,047,875
	08/17/2022	—	—	—	—	4,312 ⁽⁵⁾	1,396,355
	10/30/2024	—	—	—	—	40,683 ⁽³⁾	13,174,376
	11/18/2020	54,166 ⁽⁶⁾	—	19.52	11/17/2030	—	—
Katie Jansen	05/04/2021	—	—	—	—	37,500 ⁽⁴⁾	12,143,625
Vasily Shikin	12/16/2019	560,400 ⁽⁶⁾	—	5.05	12/15/2029	—	—
	05/04/2021	—	—	—	—	125,000 ⁽⁴⁾	40,478,750
	11/04/2024	—	—	—	—	33,902 ⁽³⁾	10,978,485
	05/04/2021	—	—	—	—	25,000 ⁽⁴⁾	8,095,750
Victoria Valenzuela	10/30/2024	—	—	—	—	32,207 ⁽³⁾	10,429,593

1. This column represents the option exercise price per share of our Class A common stock on the grant date, as determined by our Board of Directors.
2. The closing price of our Class A common stock on December 31, 2024 was \$323.83.
3. These shares are subject to an RSU for which the vesting conditions are satisfied, subject to the NEOs continued role as a service provider to us, as to 1/4th of the total shares on February 20, 2025 with 1/4th of the total shares vesting quarterly thereafter.
4. These shares are subject to an RSU for which the vesting conditions are satisfied, subject to the NEOs continued role as a service provider to us, as to 2/5ths of the total shares on November 20, 2022 with 1/20th of the total shares vesting quarterly thereafter.
5. These shares are subject to an RSU for which the vesting conditions are satisfied, subject to Mr. Stumpf's continued role as a service provider to us, as to 1/16th of the total shares on August 20, 2022 with 1/16th of the total shares vesting quarterly thereafter.
6. This option is fully vested.

Option Exercises and Stock Vested in 2024

The following table shows the stock awards vested, and value realized upon vesting, by our named executive officers during fiscal 2024.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise ⁽¹⁾ (\$)	Number of Shares Acquired on Vesting	Value Realized on Vesting ⁽²⁾ (\$)
Adam Foroughi	—	—	6,432,189	577,513,004 ⁽³⁾
Matthew Stumpf	4,686	272,742	283,454	32,470,877 ⁽⁴⁾
Katie Jansen	20,834	6,251,829	110,321	15,271,131
Vasily Shikin	—	—	6,427,150	576,815,401 ⁽⁵⁾
Victoria Valenzuela	187,500	18,370,152	155,039	21,461,325

1. Values are based on the market price of our Class A common stock on the date of exercise less the option exercise price paid for the shares, multiplied by the number of shares for which the option was exercised.
2. Values are based on the market price of our Class A common stock on the vesting date, multiplied by the number of shares vested.
3. Mr. Foroughi's value reflects the vesting of performance stock units (PSUs) valued at \$493,672,452 on the date of vesting and the vesting of restricted stock units (RSUs) valued at \$83,840,552 on the date of vesting, both as discussed above in the Compensation Discussion and Analysis—Elements of Executive Pay and 2024 Compensation—Equity Compensation—Equity Performance Based Equity Grant Tranches from 2023.
4. Mr. Stumpf's value reflects the vesting of PSUs valued at \$12,341,811 on the date of vesting and the vesting of RSUs valued at \$20,129,067 on the date of vesting, both as discussed above in the Compensation Discussion and Analysis—Elements of Executive Pay and 2024 Compensation—Equity Compensation—Equity Performance Based Equity Grant Tranches from 2023.
5. Mr. Shikin's value reflects the vesting of PSUs value at \$493,672,452 on the date of vesting and the vesting of RSUs valued at \$83,142,949 on the date of vesting, both as discussed above in the Compensation Discussion and Analysis—Elements of Executive Pay and 2024 Compensation—Equity Compensation—Equity Performance Based Equity Grant Tranches from 2023.

Potential Payments on Termination or Change in Control

Change in Control and Severance Agreements

In March 2021, our Board of Directors adopted an Executive Change in Control and Severance Plan (the “Executive Severance Plan”) pursuant to which our executive officers and certain other key employees are eligible to receive severance benefits, as specified in and subject to the employee signing a participation agreement under our Executive Severance Plan. This Executive Severance Plan was developed with input from our independent compensation consultant at the time, Radford (Aon plc), regarding severance practices at comparable companies. The Executive Severance Plan is designed to attract, retain, and reward senior level employees. The Executive Severance Plan generally is in lieu of any other severance payments and benefits to which such key employee was entitled prior to signing the participation agreement, except as specifically provided under that employee’s participation agreement under the Executive Severance Plan.

Our Board of Directors has designated each of our executive officers as a participant under our Executive Severance Plan eligible for the rights to the applicable payments and benefits described below.

In the event of a “termination” of the employment of a named executive officer by us for a reason other than “cause” or the named executive officer’s death or “disability” (as such terms are defined in our Executive Severance Plan), that occurs outside the change in control period (as described below), the named executive officer will be entitled to the following payments and benefits:

- a lump sum payment equal to 12 months of the named executive officer’s annual base salary, or 18 months in the case of Mr. Foroughi; and
- reimbursement, or taxable lump sum payment in lieu of reimbursement, equal to the premium cost of continued health coverage under the Consolidated Omnibus Reconciliation Act of 1985 as amended (“COBRA”) for a period of 12 months, or 18 months in the case of Mr. Foroughi.

In the event of a “termination” of the employment by us for a reason other than “cause” or the named executive officer’s death or “disability” or by the named executive officer for “good reason” (as such terms are defined in our Executive Severance Plan), in either case, occurring within a period beginning 3 months prior to and ending 12 months following a “change in control” (as defined in our Executive Severance Plan) (such period, the change in control period), the named executive officer will be entitled to the following payments and benefits:

- a lump sum payment equal to 18 months of the named executive officer’s annual base salary, or 24 months in the case of Mr. Foroughi;
- reimbursement, or taxable lump sum payment in lieu of reimbursement, equal to the premium cost of continued health coverage under COBRA for a period of 18 months, 24 months in the case of Mr. Foroughi; and
- 100% accelerated vesting of all outstanding equity awards, and, with respect to equity awards with performance-based vesting, all performance goals or other vesting criteria will be deemed achieved at 100% of target levels for the relevant performance period(s).

The receipt of the payments and benefits provided for under the Executive Severance Plan described above is conditioned on the named executive officer signing and not revoking a separation and release of claims agreement and such release becoming effective and irrevocable no later than the 60th day following the named executive officer’s involuntary termination of employment, as well as compliance with certain non-disparagement provisions and continued compliance with any confidentiality, proprietary information, and inventions agreement applicable to the named executive officer.

If any of the payments or benefits provided for under the Executive Severance Plan or otherwise payable to a named executive officer would constitute “parachute payments” within the meaning of Section 280G of the Code and could be subject to the related excise tax, the named executive officer will receive either full payment of such payments and benefits or such lesser amount that would result in no portion of the payments and benefits being subject to the excise tax, whichever results in the greater amount of after-tax benefits to them. Except as discussed above, the Executive Severance Plan does not require us to provide any tax gross-up payments to the named executive officers.

Amount of Payments Upon Termination at 2024 Year-End

The following tables sets forth the potential payments that would have been provided to each of our named executive officers under each of the circumstances specified below if his or her employment with us was terminated without “cause”, resignation for “good reason” or due to death or disability (as each is defined in their equity grant awards) during fiscal year 2024.

Name	Termination Outside of Change in Control Period (\$)			
	Annual Base Salary ⁽¹⁾	COBRA Premiums ⁽²⁾	Acceleration of Vesting of Equity Awards	Total
Adam Foroughi	600,000	53,976	—	653,976
Matthew Stumpf	400,000	36,714	—	436,714
Katie Jansen	400,000	35,984	—	435,984
Vasily Shikin	400,000	26,299	—	426,299
Victoria Valenzuela	400,000	35,984	—	435,984

1. Based on a lump sum payment equal to 12 months of the named executive officer's annual base salary, or 18 months in the case of Mr. Foroughi.
2. Based on a reimbursement, or taxable lump sum payment in lieu of reimbursement, equal to the premium cost of continued health coverage under COBRA for a period of 12 months, or 18 months in the case of Mr. Foroughi. Amounts in the table are based on estimated premium cost of continued health coverage under COBRA for the 12 or 18 months beginning January 2025.

Name	Termination within Change in Control Period (\$)			
	Annual Base Salary ⁽¹⁾	COBRA Premiums ⁽²⁾	Acceleration of Vesting of Equity Awards ⁽³⁾	Total
Adam Foroughi	800,000	71,969	21,957,293	22,829,262
Matthew Stumpf	600,000	55,072	18,618,606	19,273,678
Katie Jansen	600,000	53,976	12,143,625	12,797,601
Vasily Shikin	600,000	39,448	51,457,235	52,096,683
Victoria Valenzuela	600,000	53,976	18,525,343	19,179,319

1. Based on a lump sum payment equal to 18 months of the named executive officer's annual base salary, or 24 months in the case of Mr. Foroughi.
2. Based on a reimbursement, or taxable lump sum payment in lieu of reimbursement, equal to the premium cost of continued health coverage under COBRA for a period of 18 months, 24 months in the case of Mr. Foroughi. Amounts in the table are based on estimated premium cost of continued health coverage under COBRA for the 18 or 24 months beginning January 2025.
3. Based on 100% accelerated vesting of all outstanding equity awards.

Pay Versus Performance

Under rules adopted pursuant to the Dodd-Frank Act (“PvP Rules”), we are required to disclose certain information about the relationship between the compensation actually paid to our named executive officers and certain measures of company performance. The material that follows is provided in compliance with the PvP Rules. Since our executive compensation is heavily tied to the value of our stock price, large appreciation, such as the 713% increase throughout 2024, directly increase compensation actually paid. Specifically, the compensation actually paid in 2023 and 2024 was influenced by the 2023 PSU grants, as their vesting is solely tied to stock price performance over a five-year performance window. Due to the strong stock performance in 2023 and 2024, the 2023 PSU grants fully vested in less than 18 months of the grant. Such PSU grants were not awarded to our named executive officers in 2024. Additional information regarding our compensation philosophy, the structure of our performance-based compensation programs, and compensation decisions made this year is described above in our “Compensation Discussion and Analysis”.

The following table provides information regarding compensation actually paid to our principal executive officer (“PEO”), and other named executive officers (“non-PEO NEOs”) for each year from 2021 to 2024, compared to our total shareholder return (“TSR”) and an index of peer companies from April 15, 2021 through the end of each such year and our net income for each such year. April 15, 2021 is the first day our common stock began trading on the Nasdaq Stock Exchange.

Year (a)	Summary Compensation Table Total for PEO (b) ⁽¹⁾⁽²⁾	Compensation Actually Paid to PEO (c) ⁽¹⁾⁽³⁾	Average Summary Compensation Table Total for Non-PEO NEOs (d) ⁽¹⁾⁽²⁾	Average Compensation Actually Paid to Non-PEO NEOs (d) ⁽¹⁾⁽³⁾	Value of Initial Fixed \$100 Investment Based On:			
					Total Shareholder Return (f) ⁽⁴⁾	S&P 500 Information Technology Index Total Shareholder Return (g) ⁽⁵⁾	Net Income (\$M) (h) ⁽⁶⁾	Stock Price (i) ⁽⁷⁾
2024	\$ 11,202,098	\$ 385,953,293	\$ 4,924,980	\$ 124,761,691	\$ 496.67	\$ 189.02	\$ 1,580	\$ 298.00
2023	\$ 83,361,678	\$ 286,889,079	\$ 22,760,940	\$ 79,920,602	\$ 61.12	\$ 138.37	\$ 357	\$ 36.26
2022	\$ 104,355	\$ 104,355	\$ 411,799	\$ (74,612,715)	\$ 16.15	\$ 87.66	\$ (193)	\$ 9.30
2021	\$ 104,346	\$ 104,346	\$ 14,359,442	\$ 46,809,649	\$ 144.57	\$ 122.08	\$ 35	\$ 83.75

1. NEOs included in these columns reflect the following individuals:

Year	PEO	Non-PEO NEO's
2024	Adam Foroughi	Matthew Stumpf, Katie Jansen, Vasily Shikin, Victoria Valenzuela
2023	Adam Foroughi	Herald Chen, Katie Jansen, Vasily Shikin, Victoria Valenzuela
2022	Adam Foroughi	Herald Chen, Katie Jansen, Vasily Shikin, Victoria Valenzuela
2021	Adam Foroughi	Herald Chen, Katie Jansen, Vasily Shikin, Victoria Valenzuela

- This figure is the total compensation paid to our PEO in each listed year as shown in our Summary Compensation Table for such listed year.
- This figure is the compensation actually paid for our PEO and non-PEO NEOs in each listed year. Compensation actually paid does not mean that our PEO and non-PEO NEOs were actually paid those amounts in the listed year or will ever be paid these amounts, but this is a dollar amount derived by starting with the Summary Compensation Table total compensation and then applying certain adjustments pursuant PvP Rules. To calculate compensation actually paid for 2023 and 2024, the following amounts were deducted from and added to the total compensation number shown in the Summary Compensation Table:

	PEO		Average For Non-PEO NEOs	
	2024 (\$)	2023 (\$)	2024 (\$)	2023 (\$)
Summary Compensation Table Total	\$ 11,202,098	\$ 83,361,678	\$ 4,924,980	\$ 22,760,940
Subtract Grant Date Fair Value of Option Awards and Stock Awards Granted in Fiscal Year ^(a)	\$ 10,788,454	\$ 82,949,922	\$ 4,476,429	\$ 22,348,050
Add Fair Value at Fiscal Year-End of Outstanding and Unvested Option Awards and Stock Awards Granted in Fiscal Year ^(b)	\$ 21,957,293	\$ 213,930,648	\$ 8,645,613	\$ 47,662,253
Adjust for Change in Fair Value of Outstanding and Unvested Option Awards and Stock Awards Granted in Prior Fiscal Years ^(c)	\$ —	\$ —	\$ 14,505,130	\$ 3,460,490
Adjust for Fair Value at Vesting of Option Awards and Stock Awards Granted in Fiscal Year That Vested During Fiscal Year ^(c)	\$ —	\$ 72,546,675	\$ —	\$ 22,295,047
Adjust for Change in Fair Value as of Vesting Date of Option Awards and Stock Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year ^(c)	\$ 363,582,356	\$ —	\$ 101,162,396	\$ 6,089,922
Subtract Fair Value as of Prior Fiscal Year-End of Option Awards and Stock Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year ^(c)	\$ —	\$ —	\$ —	\$ —
Add Value of Dividends or other Earnings Paid on Stock or Option Awards not Otherwise Reflected in Fair Value or Total Compensation	\$ —	\$ —	\$ —	\$ —
Compensation Actually Paid	\$ 385,953,293	\$ 286,889,079	\$ 124,761,691	\$ 79,920,602

- For purposes of the above adjustments, the fair value of equity awards on the applicable date were determined in accordance with FASB's ASC Topic 718, using valuation methodologies that are generally consistent with those used to determine the grant-date fair value for accounting purposes. The amounts reflect the aggregate grant-date fair value reported in the "Stock Awards" and "Option Awards" columns in the Summary Compensation Table for the applicable year.
- The values for 2023 have been updated from those presented in the 2023 Proxy Statement to correct the inadvertent exclusion of the November 2023 grants to the named executive officers in 2023. As a result, the compensation actually paid for 2023 for our PEO and non-PEO NEOs have been updated accordingly.
- The table below contains ranges of assumptions used in the valuation of outstanding equity awards for the relevant fiscal year(s). For more information, please see the notes to our financial statements in our Annual Report on Form 10-K and the footnotes to the Summary Compensation Table of this proxy statement.

2024	
Performance Share Units	
Stock Price	\$68.86 - \$129.08
Volatility	56.42% - 61.89%
Risk-Free Interest Rate	3.74% - 4.91%
Stock Options	
Expected Term	2.08 years – 2.93 years
Volatility	60.48% - 68.40%
Dividend Yield	—%
Risk-Free Interest Rate	3.46% - 4.82%

- Total shareholder return is calculated by assuming that a \$100 investment was made based on the closing stock price on the IPO date of April 15, 2021 and reinvesting all dividends until the last day of each reported fiscal year.
- The peer group used is the S&P 500 Index Information Technology Index, as used in our Stock Performance Graph in Form 10-K. Total shareholder return is calculated by assuming that a \$100 investment was made based on the closing stock price on the IPO date of April 15, 2021 and reinvesting all dividends until the last day of each reported fiscal year.
- The dollar amounts reported are AppLovin's net income reflected in AppLovin's audited financial statements.

7. The performance share units granted to the PEO and non-PEO NEOs are based on the minimum closing stock price over a thirty consecutive trading date period meeting or exceeding specified stock price hurdles during a five-year performance period. AppLovin does not utilize any other financial performance measures, as defined under SEC rules, in its executive compensation programs, and as such has determined to use the 30 trading day trailing minimum closing stock price of our common stock as of the end of each fiscal year (the “Stock Price”), as the most important financial performance measure used by us to link compensation actually paid to our PEO and non-PEO NEOs for the fiscal year ended December 31, 2024 to our performance.

Performance Measures

Since stock price is the primary measure that links compensation actually paid to performance, we list stock price as our singular measure for fiscal year 2024, see our “Compensation Philosophy” on page 37.

Description of Relationships Between Compensation Actually Paid and Performance

Below is a description, in a manner compliant with the PVP Rules, of the relationship between Compensation Actually Paid and the individual performance measures shown.

Compensation Actually Paid (CAP) Versus TSR

Our total shareholder return, based on a \$100 investment in AppLovin on its IPO date of April 15, 2021, was \$144.57 as of the end of 2021, \$16.15 as of the end of 2022, \$61.12 as of the end of 2023, and \$496.67 at the end of 2024. These indexed investment returns translate into annual total shareholder return rates of 44.57%, -83.85%, -38.88%, and 396.67% in each of 2021, 2022, 2023, and 2024. CEO CAP amounts were \$104,346, \$104,355, \$286,889,079, and \$385,953,293 in each of 2021, 2022, 2023, and 2024, respectively. Similarly, our other NEO CAP amounts as averaged were \$46,809,649, -\$74,612,715, \$79,920,602, and \$124,761,691 in 2021, 2022, 2023, and 2024 respectively. As a result, the trajectory of our CAP values and total shareholder return are directionally aligned over the timeframe that the table covers because our total shareholder return increased and decreased year-to-year in accordance with increases and decreases in CAP.

Compensation Actually Paid Versus Net Income

Our GAAP net income was \$35.3 million in 2021, -\$192.9 million in 2022, \$356.7 million in 2023, and \$1,580 million in 2024. CEO CAP amounts were \$104,346, \$104,355, \$286,889,079, and \$385,953,293 in each of 2021, 2022, 2023, and 2024, respectively. Similarly, our other NEO CAP amounts as averaged were \$46,809,649, -\$74,612,715, \$79,920,602, and \$124,761,691 in 2021, 2022, 2023, and 2024 respectively. As a result, the trajectory of our CAP values and GAAP net income are directionally aligned over the timeframe that the table covers.

Compensation Actually Paid Versus Stock Price

Our Company-selected measure, stock price, was \$65.20 at the close of our first trading date on April 15, 2021. Our stock price was \$83.75 as of 2021, \$9.30 as of 2022, \$36.26 as of 2023, and \$298.00 as of 2024, determined as the 30 trading day trailing minimum closing stock price of our common stock as of the end of each fiscal year. These translate into price changes of 28.45%, -88.90%, 289.89%, and 721.84% in each of 2021 (from the closing price on our first trading date through the 30 day trailing minimum closing stock price as of year-end), 2022, 2023, and 2024. CEO CAP amounts were \$104,346, \$104,355, \$286,889,079, and \$385,953,293 in each of 2021, 2022, 2023, and 2024, respectively. Our other NEO CAP amounts as averaged were \$46,809,649, -\$74,612,715, \$79,920,602, and \$124,761,691 in 2021, 2022, 2023, and 2024, respectively. As a result, the trajectory of our CAP values and stock price are directionally aligned over the timeframe that the table covers because our stock price increased and decreased year-to-year in accordance with increases and decreases in CAP.

AppLovin's TSR Versus Peer Group TSR

Our total stockholder return, based on a \$100 investment in AppLovin on its IPO date of April 15, 2021, was \$144.57 as of the end of 2021, \$16.15 as of the end of 2022, \$61.12 as of the end of 2023, and \$496.67 at the end of 2024. The total stockholder return for the peer group, based on a \$100 investment in S&P 500 Index Information Technology Index on April 15, 2021, was \$122.08 as of the end of 2021, \$87.66 as of the end of 2022, \$138.37 as of the end of 2023, and \$189.02 at the end of 2024. For the total stockholder returns, AppLovin underperforms its peer group in 2022 and 2023 by \$71.51 and \$77.25, respectively, and outperforms its peer group in 2021 and 2024 by \$22.49 and \$307.65, respectively.

CEO Pay Ratio

Under rules adopted pursuant to the Dodd-Frank Act of 2010, AppLovin is required to calculate and disclose the total compensation paid to its median paid employee, as well as the ratio of the total compensation paid to the median employee as compared to the total compensation paid to the CEO of AppLovin. The paragraphs that follow describe our methodology and the resulting CEO pay ratio.

Measurement Date and Population Considered

We identified the median employee using our employee population on December 31, 2024.

AppLovin is a global company that employs over 1,500 people with employees in 17 countries.

Consistently Applied Compensation Measure (“CACM”)

Under the applicable rules, we were required to identify the median employee by use of a “consistently applied compensation measure,” or CACM. We chose a CACM that closely approximates the annual total direct compensation of our employees. Specifically, we identified the median employee by looking at annual base pay only. We converted earnings paid in local currency to U.S. dollars by applying the exchange rate applicable on December 31, 2024. We have annualized the compensation paid to partial-year employees and employees on an unpaid leave of absence, as permitted by applicable SEC regulations. In addition, we did not utilize any cost-of-living adjustment as permitted by applicable SEC regulations.

Methodology and Pay Ratio

After applying our CACM methodology and excluding the employees listed above, we identified the median employee. Once the median employee was identified, we calculated the median employee's total annual compensation in accordance with the requirements of the Summary Compensation Table on page 46.

Although our median employee's compensation was calculated using Summary Compensation Table requirements, this employee is located in Germany, holds a generalist position and was not eligible for equity, which resulted in only his total cash compensation of \$98,555 being included. Our CEO's compensation as reported in the Summary Compensation Table was \$11,202,098. Therefore, our CEO to median employee pay ratio is 114:1. As a result of our performance-based equity program, this was an exceptional year for equity grants for our CEO for the reasons discussed above; and if you were to assess the pay ratio based only on total cash compensation, the pay ratio would have been 4.1:1.

This information is being provided for compliance purposes. Neither the Compensation Committee nor management of the Company used the pay ratio measure in making compensation decisions.

Equity Compensation Plan Information

The following table summarizes our equity compensation plan information as of December 31, 2024. Information is included for equity compensation plans approved by our stockholders. We do not have any equity compensation plans not approved by our stockholders.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants, and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the First Column)
Equity compensation plans approved by security holders ⁽¹⁾	6,390,000	6.30 ⁽²⁾	88,056,549 ⁽³⁾

1. Includes the 2011 Plan, the 2021 Plan, the ESPP and the 2021 Partner Studio Incentive Plan ("2021 Partner Plan"). The 2011 Plan was terminated for purposes of new grants effective April 2021.
2. RSUs, which do not have an exercise price, are excluded in the calculation of weighted-average exercise price.
3. As of December 31, 2024, an aggregate of 88,056,549 shares of Class A common stock were available for issuance under the 2021 Plan, the 2021 Partner Plan, and the ESPP. The 2021 Plan provides that on the first day of each year beginning on January 1, 2022, the number of shares of Class A common stock available for issuance thereunder is automatically increased by a number equal to the least of (i) 39,000,000 shares, (ii) 5% of the outstanding shares of all classes of our common stock as of the last day of our immediately preceding fiscal year or (iii) such other amount as our Board of Directors may determine. The ESPP provides that on the first day of each year beginning January 1, 2022, the number of shares of Class A common stock available for issuance thereunder is automatically increased by a number equal to the least of (i) 7,800,000 shares, (ii) 1% of the outstanding shares of all classes of our common stock as of the last day of our immediately preceding fiscal year or (iii) such other amount as our Board of Directors may determine. On January 1, 2025, the number of shares of Class A common stock available for issuance under the 2021 Plan and the ESPP increased by 17,002,087 shares and 3,400,417 shares, respectively, pursuant to these provisions. These changes are not reflected in the table above.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of March 31, 2025 for:

- each of our named executive officers;
- each of our directors;
- all of our current directors and executive officers as a group; and
- each person or group known by us to be the beneficial owner of more than 5% of our Class A or Class B common stock.

We have determined beneficial ownership in accordance with the rules of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable.

We have based our calculation of the percentage of beneficial ownership on 307,673,018 shares of our Class A common stock, 30,688,541 shares of our Class B common stock, and no shares of our Class C common stock outstanding as of March 31, 2025. We have deemed shares of our common stock subject to stock options that are currently exercisable or exercisable within 60 days of March 31, 2025 or issuable pursuant to RSUs which are subject to vesting and settlement conditions expected to occur within 60 days of March 31, 2025, to be outstanding and to be beneficially owned by the person holding the stock option or RSU for the purpose of computing the percentage ownership of that person.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o AppLovin Corporation, 1100 Page Mill Road, Palo Alto, California 94304. The information provided in the table below is based on our records, information filed with the SEC and information provided to us, except where otherwise noted.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership				Percent of Total Voting Power (%)
	Class A Shares (#)	%	Class B Shares (#)	%	
Named Executive Officers and Directors:					
Adam Foroughi ⁽¹⁾	2,835,590	*	27,936,907	91	60.9
Matthew Stumpf ⁽²⁾	177,923	*	—	—	*
Katie Jansen ⁽³⁾	815,371	*	—	—	*
Vasily Shikin ⁽⁴⁾	3,943,840	1.3	—	—	*
Victoria Valenzuela ⁽⁵⁾	335,885	*	—	—	*
Craig Billings ⁽⁶⁾	18,537	*	—	—	*
Herald Chen ⁽⁷⁾	811,209	*	2,397,668	7.4	5.1
Margaret Georgiadis ⁽⁸⁾	186,978	*	—	—	*
Alyssa Harvey Dawson	3,745	*	—	—	*
Barbara Messing ⁽⁹⁾	3,252	*	—	—	*
Todd Morgenfeld ⁽¹⁰⁾	5,917	*	—	—	*
Edward Oberwager	—	—	—	—	—
Eduardo Vivas ⁽¹¹⁾	7,420,122	2.4	—	—	*
Maynard Webb ⁽¹²⁾	147,886	*	—	—	*
All current directors and executive officers as a group (13 persons) ⁽¹³⁾	15,890,884	5.2	30,334,575	93.7	65.1
Shares subject to the Voting Agreement ⁽¹⁴⁾	3,646,799	1.2	32,368,742	100	68.2
Greater than 5% stockholders					
Angel Pride Holdings Limited ⁽¹⁵⁾	17,244,541	5.6	—	—	1.9
BlackRock, Inc. ⁽¹⁶⁾	16,722,404	5.4	—	—	1.8
The Vanguard Group ⁽¹⁷⁾	16,617,139	5.4	—	—	1.8

* Represents beneficial ownership or voting power of less than 1%.

- Consists of (i) 2,818,638 shares of Class A common stock held by Mr. Foroughi, (ii) 27,936,907 shares of Class B common stock held by Mr. Foroughi, and (iii) 16,952 shares of Class A common stock subject to RSUs scheduled to vest within 60 days of March 31, 2025. Mr. Foroughi and Mr. Chen (collectively, with certain affiliates, the "Voting Agreement Parties"), have entered into the Voting Agreement, pursuant to which all Class B common stock held by the Voting Agreement Parties and their respective permitted entities and permitted transferees will be voted as determined by Mr. Foroughi and Mr. Chen.
- Consists of (i) 163,908 shares of Class A common stock held by Mr. Stumpf, and (ii) 14,015 shares of Class A common stock subject to RSUs scheduled to vest within 60 days of March 31, 2025.
- Consists of (i) 799,910 shares of Class A common stock held by Ms. Jansen, (ii) 6,086 shares of Class A common stock held by The Jansen Family Trust, for which Ms. Jansen serves as trustee, and (iii) 9,375 shares of Class A common stock subject to RSUs scheduled to vest within 60 days of March 31, 2025.
- Consists of (i) 3,343,715 shares of Class A common stock held by Mr. Shikin, (ii) 560,400 shares of Class A common stock subject to stock options held by Mr. Shikin that are exercisable within 60 days of March 31, 2025, and (iii) 39,725 shares of Class A common stock subject to RSUs scheduled to vest within 60 days of March 31, 2025.
- Consists of (i) 321,583 shares of Class A common stock held by Ms. Valenzuela, and (ii) 14,302 shares of Class A common stock subject to RSUs scheduled to vest within 60 days of March 31, 2025.
- Consists of 18,537 shares of Class A common stock subject to stock options held by Mr. Billings that are exercisable within 60 days of March 31, 2025.
- Consists of (i) 421,209 shares of Class A common stock held by Mr. Chen, (ii) 190,000 shares of Class A common stock held by The Chen Family 2012 Irrevocable Trust, Herald Y. & Mei K. Chen as Trustees (The Chen Family Trust), for which Mr. Chen and his spouse serve as trustees, (iii) 200,000 shares of Class A common stock held by The 2023 High Street CRAT, for which Mr. Chen and his spouse serve as trustees, (iv) 717,467 shares of Class B common stock held by Mr. Chen, and (v) 1,680,201 shares of Class B common stock subject to stock options held by Mr. Chen that are exercisable within 60 days of March 31, 2025 (after giving effect to the Equity Exchange Right Agreement).

The Voting Agreement Parties have entered into the Voting Agreement, pursuant to which all Class B common stock held by the Voting Agreement Parties and their respective permitted entities and permitted transferees will be voted as determined by Mr. Foroughi and Mr. Chen.

8. Consists of (i) 32,478 shares of Class A common stock held by Ms. Georgiadis and (ii) 154,500 shares of Class A common stock held by Blue Sage Partners, LLC, for which Ms. Georgiadis and her spouse share voting and dispositive power.
9. Consists of (i) 2,683 shares of Class A common stock held by Ms. Messing, and (ii) 569 shares of Class A common stock subject to RSUs scheduled to vest within 60 days of March 31, 2025.
10. Consists of (i) 5,084 shares of Class A common stock held by Mr. Morgenfeld and (ii) 833 shares of Class A common stock subject to RSUs scheduled to vest within 60 days of March 31, 2025.
11. Consists of (i) 7,404,585.249 shares of Class A common stock held by Mr. Vivas and (ii) 15,537 shares of Class A common stock subject to stock options held by Mr. Vivas that are exercisable within 60 days of March 31, 2025.
12. Consists of 147,886 shares of Class A common stock held by Webb Investment Network, for which Mr. Webb and his spouse share voting and dispositive power.
13. Consists of (i) 15,210,014.249 shares of Class A common stock held by our executive officers and directors, (ii) 28,654,374 shares of Class B common stock held by our executive officers and directors (iii) 680,870 shares of Class A common stock subject to stock options, and RSUs held by our executive officers and directors that are exercisable or scheduled to vest within 60 days of March 31, 2025, (iv) 1,680,201 shares of Class A common stock subject to stock options held by Mr. Chen that are exercisable within 60 days of March 31, 2025 (which may be exchanged for shares of Class B common stock, and are reported in the table above as such, pursuant to the Equity Exchange Right Agreement).
14. Consists of (i) 3,629,847 shares of Class A common stock held by the Voting Agreement Parties, (ii) 30,688,541 shares of Class B common stock held by the Voting Agreement Parties, (iii) 16,952 shares of Class A common stock subject to RSUs scheduled to vest within 60 days of March 31, 2025, and (iv) 1,680,201 shares of Class A common stock subject to stock options held by Mr. Chen that are exercisable within 60 days of March 31, 2025 (which may be exchanged for shares of Class B common stock, and are reported in the table above as such, pursuant to the Equity Exchange Right Agreement).
15. Based solely on a Schedule 13G/A filed with the SEC on January 30, 2025, reporting shared voting power and shared dispositive power with respect to 17,244,541 shares of Class A common stock by Angel Pride Holdings Limited ("Angel Pride") and Prominence Trust Limited ("Prominence Trust"). These shares are held of record by Angel Pride, of which Prominence Trust is the sole shareholder. Prominence Trust may be deemed to share beneficial ownership over such shares. The principal business address for Angel Pride is Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands. The principal business address for Prominence Trust is 18/F, Three Exchange Square 8 Connaught Road, Central, Hong Kong.
16. Based solely on a Schedule 13G/A filed with the SEC on April 17, 2025, reporting sole voting power with respect to 15,384,876 shares of Class A common stock and sole dispositive power with respect to 16,722,404 shares of Class A common stock. The address for BlackRock, Inc. is 50 Hudson Yards New York, NY 10001.
17. Based solely on a Schedule 13G/A filed with the SEC on January 30, 2025, reporting shared voting power with respect to 181,090 shares of Class A common stock, sole dispositive power with respect to 16,009,016 shares of Class A common stock and shared dispositive power with respect to 608,123 shares of Class A common stock. The address for The Vanguard Group is 100 Vanguard Blvd. Malvern, PA 19355.

Certain Relationships, Related Party, and Other Transactions

Policies and Procedures for Related Person Transactions

Our Audit Committee has the primary responsibility for reviewing and approving or disapproving “related party transactions,” which are transactions between the Company and related persons in which the aggregate amount involved exceeds or may be expected to exceed \$120,000 and in which a related person has or will have a direct or indirect material interest. Our policy regarding transactions between us and related persons provides that a related person is defined as a director, executive officer, nominee for director or greater than 5% beneficial owner of any class of our voting securities, in each case since the beginning of the most recently completed year, and any of their immediate family members. Our Audit Committee charter provides that our Audit Committee shall review and approve all related party transactions.

Under this policy, our Audit Committee will review the material facts of all related party transactions and either approve, ratify or disapprove of the entry into the transaction. In determining whether to approve or ratify any such proposal, our Audit Committee will take into account, among other factors it deems appropriate, whether the transaction would affect the independence of any director, any conflict of interest with any of our executive officers, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party, and the extent of the related person’s interest in the transaction. The policy grants standing pre-approval of certain transactions, including (i) executive compensation governed by our standard compensation and benefits policies, (ii) director compensation arrangements governed by our standard director compensation policies, (iii) transactions with another company at which a related person’s only relationship is as an employee (other than an executive officer), director, or beneficial owner of less than 10% equity interest of that company, (iv) charitable contributions, grants, or endowments by us to a charitable organization, foundation, or university where the related person’s only relationship is as an employee (other than an executive officer), or director, if the aggregate amount involved does not exceed the lesser of \$1,000,000 or 2% of the charitable organization’s total annual receipts, (v) any transaction available to all U.S. employees generally, (vi) transactions where a related person’s interest arises solely from the ownership of our common stock and all holders of our common stock received the same benefit on a pro rata basis, and (vii) other transactions where disclosure of such transaction would not be required pursuant to Item 404 of Regulation S-K. In addition to our policy, our Audit Committee charter provides that our Audit Committee shall review and oversee any related person transactions.

Related Person Transactions

We describe below transactions and series of similar transactions, since the beginning of our last fiscal year, to which we were a participant or will be a participant, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, nominees for director, executive officers or beneficial holders of more than 5% of any class of our outstanding capital stock, or any immediate family member of, or person sharing the household with, any of these individuals or entities, had or will have a direct or indirect material interest.

Investors’ Rights Agreement

We are party to an Investor Rights Agreement, pursuant to which Adam Foroughi, our CEO, Co-Founder and Chairperson of our Board of Directors, and an entity affiliated with him, have the right to demand that we file a registration statement or request that their shares of our capital stock be covered by a registration statement that we are otherwise filing.

Director Nominations Agreement

We previously entered into a Director Nominations Agreement with KKR Denali. Under this agreement, KKR Denali had the right to nominate one designee to our Board of Directors as long as KKR Denali and its affiliates collectively

beneficially owned at least 25% of the shares of the Class B common stock that KKR Denali held immediately prior to our initial public offering (the “Nomination Threshold”). Additionally, for so long as KKR Denali and its affiliates collectively beneficially owned at least 5% of the outstanding shares of our common stock, one of the independent director nominees nominated by the Nominating and Corporate Governance Committee for nomination to our Board of Directors was subject to the approval of KKR Denali (the “Independent Approval Threshold”). In 2024, KKR Denali ceased to satisfy the Nomination Threshold and the Independent Approval Threshold, and the Director Nominations Agreement has terminated.

Credit Agreement

In December 2024, the Company issued \$3.6 billion in aggregate principal amount of senior notes and concurrently entered into the 2024 Credit Agreement, establishing a \$1.0 billion revolving credit facility. The 2024 Credit Agreement replaced the existing credit agreement, originally entered into in August 2018 and subsequently amended multiple times (the “2018 Credit Agreement”). KKR Capital Markets LLC, an affiliate of KKR Denali, served as a joint lead arranger and joint bookrunner for the 2018 Credit Agreement. In 2024 the Company paid fees of \$0.1 million to KKR Capital Markets LLC in connection with an amendment to the 2018 Credit Agreement. Additionally, KKR Corporate Lending (CA) LLC, an affiliate of KKR Denali, provided revolving credit commitments totaling \$15.0 million under the 2018 Credit Agreement. The 2018 Credit Agreement was terminated in December 2024.

Promissory Notes

On March 8, 2019, we entered into a promissory note with Rafael Vivas, the brother of Eduardo Vivas, a member of our Board of Directors, for the purpose of advancing him funds to allow him to early exercise his stock options (“Vivas Note”). The Vivas Note was issued in the amount of \$2,273,400 at an interest rate of 2.59%, and later amended on August 7, 2020 to lower the interest rate on the outstanding balance of such note to the then applicable IRS annual mid-term rate of 0.41%. On March 8, 2024, the principal amount due under the Vivas Note plus accrued interest, or \$2,309,526, was repaid in full to the Company and the Vivas Note was extinguished.

Equity Exchange Right Agreement

In connection with our initial public offering, we entered into an Equity Exchange Right Agreement with Herald Chen, pursuant to which Mr. Chen has a right (but not an obligation), to require us to exchange any shares of Class A common stock received upon the exercise of options to purchase shares of Class A common stock for an equivalent number of shares of Class B common stock. This Equity Exchange Right Agreement applies only to equity awards granted to Mr. Chen prior to the effectiveness of the filing of our amended and restated certificate of incorporation in connection with our initial public offering. The Equity Exchange Right Agreement originally covered options to purchase 2,280,201 shares of Class A common stock, of which 1,680,201 remain unexercised as of March 31, 2025.

Stock Repurchase Transactions

On February 29, 2024, we entered into an underwriting agreement (the “Underwriting Agreement”) with KKR Denali and BofA Securities, Inc., acting for themselves and as representative of other underwriters (collectively, the “Underwriters”), in connection with a secondary public offering (the “Offering”) of 19,866,397 shares of our Class A common stock by KKR Denali. Pursuant to the Underwriting Agreement, on March 6, 2024, we repurchased from the Underwriters 10,466,397 shares of Class A common stock sold to the Underwriters by KKR Denali in the Offering at a price per share of \$54.46, the same per share price paid by the Underwriters to KKR Denali in the Offering.

Pursuant to a repurchase agreement dated March 7, 2024, we repurchased 3,000,000 shares of our Class A common stock from Midterm Success, which was a greater than 5% stockholder at the time, in a private transaction at a price per share equal to \$60.74, for a total purchase price of approximately \$182 million.

Other Transactions

On February 14, 2024, we agreed to invest \$50 million in the Series C preferred stock financing of Humans, Inc., the developer of the Flip Shop social shopping app (“Flip Shop”). The Series C preferred stock financing was led by an existing investor in Flip Shop. On March 27, 2024, Flip Shop and Curated, Inc., a company operated and founded by Eduardo Vivas, a member of our Board of Directors, merged. On a post-investment basis, we will hold approximately 4.1% of the fully diluted shares of Flip Shop. On February 14, 2024, Flip Shop entered into a commercial agreement with us related to Flip Shop's use of our AXON technology. Mr. Vivas is currently the Chief Operating Officer of Flip Shop, a member of its board of directors, and a greater than 5% stockholder in the company.

Other than as described above, since January 1, 2024, we have not entered into any transactions, nor are there any currently proposed transactions, between us and a related party where the amount involved exceeds, or would exceed, \$120,000, and in which any related person had or will have a direct or indirect material interest.

Other Matters

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires that our executive officers and directors, and persons who own more than 10% of our common stock, file reports of ownership and changes of ownership with the SEC. Such directors, executive officers, and 10% stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

SEC regulations require us to identify in this proxy statement anyone who filed a required report late during the most recent fiscal year. Based solely on our review of copies of such forms that we have received, or written representations from reporting persons, we believe that during the fiscal year ended December 31, 2024, all executive officers, directors and greater than 10% stockholders complied with all applicable SEC filing requirements, except that one Form 4 report was filed late for each of Ms. Harvey Dawson and Messing, and Mr. Vivas, in each case with respect to one transaction, due to administrative error in connection with restricted stock units issued in connection with their quarterly director compensation.

Fiscal Year 2024 Annual Report and SEC Filings

Our financial statements for our fiscal year ended December 31, 2024 are included in our Annual Report on Form 10-K, which we will make available to stockholders at the same time as this proxy statement. This proxy statement and our annual report are posted on our website at <https://investors.applovin.com> and are available from the SEC on its website at www.sec.gov. You may also obtain a copy of our annual report without charge by sending a written request to AppLovin Corporation, Attention: Corporate Secretary, 1100 Page Mill Road, Palo Alto, California 94304.

The Board of Directors does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named in the enclosed proxy card will have discretion to vote the shares of our common stock they represent in accordance with their own judgment on such matters.

It is important that your shares of our common stock be represented at the Annual Meeting, regardless of the number of shares that you hold. You are urged to vote by telephone or by using the Internet as instructed on the enclosed proxy card or execute and return, at your earliest convenience, the enclosed proxy card in the envelope that has also been provided.

THE BOARD OF DIRECTORS

Palo Alto, California

April 22, 2025

Appendix A

AppLovin Corporation

Reconciliation of Net Cash Provided By Operating Activities to Free Cash Flow

(in thousands)

The following table provides a reconciliation of net cash provided by operating activities to Free Cash Flow for the periods presented:

	Year Ended December 31,	
	2024	
Net cash provided by operating activities	\$	2,099,011
Less:		
Purchase of property and equipment		(4,776)
Principal payments on finance leases		(20,875)
Free Cash Flow	\$	2,073,360
Net cash used in investing activities	\$	(106,754)
Net cash used in financing activities	\$	(1,749,844)

Reconciliation of Net Income to Adjusted EBITDA

(in thousands, except percentages)

The following table provides our Adjusted EBITDA and Adjusted EBITDA margin and a reconciliation of Net Income to Adjusted EBITDA for the periods presented:

	Year Ended December 31,	
	2023	2024
Revenue	\$ 3,283,087	\$ 4,709,248
Net income	356,711	1,579,776
<i>Net Margin</i>	11 %	34 %
Interest expense and loss on settlement of debt	\$ 275,665	\$ 318,260
Other income, net	(7,831)	(25,440)
Provision for (benefit from) income taxes	23,859	(3,771)
Amortization, depreciation and write-offs	489,008	448,680
Loss on disposal of long-lived assets	—	1,646
Non-operating foreign exchange (gain) loss	(1,224)	291
Stock-based compensation	363,107	376,455
Acquisition-related expense and transaction bonus	1,047	885
Restructuring costs	2,316	22,823
Total adjustments	\$ 1,145,947	\$ 1,139,829
Adjusted EBITDA	\$ 1,502,658	\$ 2,719,605
<i>Adjusted EBITDA Margin</i>	46 %	58 %

AppLovin Corporation

Reconciliation of Segment Adjusted EBITDA to Income Before Taxes

(in thousands, except percentages)

The following table provides selected financial data for our reportable segments for the periods indicated:

	Year Ended December 31,	
	2023	2024
Revenue:		
Advertising	\$ 1,841,762	\$ 3,224,058
Apps	1,441,325	1,485,190
Total Revenue	<u>\$ 3,283,087</u>	<u>\$ 4,709,248</u>
Segment Adjusted EBITDA:		
Advertising	\$ 1,275,705	\$ 2,442,597
Apps	226,953	277,008
Total Segment Adjusted EBITDA	<u>\$ 1,502,658</u>	<u>\$ 2,719,605</u>
Interest expense and loss on settlement of debt	\$ (275,665)	\$ (318,260)
Other income, net	7,831	25,440
Amortization, depreciation and write-offs	(489,008)	(448,680)
Loss on disposal of long-lived assets	—	(1,646)
Non-operating foreign exchange gain (loss)	1,224	(291)
Stock-based compensation	(363,107)	(376,455)
Acquisition-related expense and transaction bonus	(1,047)	(885)
Restructuring costs	(2,316)	(22,823)
Income before income taxes	<u>\$ 380,570</u>	<u>\$ 1,576,005</u>
Segment Adjusted EBITDA Margin:		
Advertising	69 %	76 %
Apps	16 %	19 %

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2024

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For transition period from _____ to _____
Commission File Number 001-40325

AppLovin Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

45-3264542
(I.R.S. Employer
Identification No.)

1100 Page Mill Road
Palo Alto, California 94304
(Address of registrant's principal executive offices, including zip code)
(800) 839-9646
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.00003 per share	APP	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Form 10-K

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No ☒

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant on June 28, 2024, the last business day of its most recently completed second fiscal quarter, was \$23.7 billion based on the closing sales price of the registrant's Class A common stock on that date. Shares of the registrant's Class A common stock and Class B common stock held by each executive officer and director and by each person who may be deemed to be an affiliate of the registrant have been excluded from this computation. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 24, 2025, the number of shares of the registrant's Class A common stock outstanding was 309,269,690 and the number of shares of the registrant's Class B common stock outstanding was 30,688,541. No shares of the registrant's Class C common stock were outstanding as of February 24, 2025.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Definitive Proxy Statement for the 2025 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. Such Definitive Proxy Statement will be filed with the Securities and Exchange Commission within 120 days after the end of the registrant's fiscal year ended December 31, 2024.

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NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential,” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. Forward-looking statements contained in this Annual Report on Form 10-K include statements about:

- our future financial performance, including our expectations regarding our revenue, cost of revenue, and operating expenses, and our ability to achieve or maintain future profitability;
- the sufficiency of our cash and cash equivalents to meet our liquidity needs;
- our ability to maintain the security and availability of our Advertising solutions and Apps;
- our expectations regarding the effects of existing and developing laws and regulations, including with respect to taxation, privacy, data protection and AI;
- our proposed sale of our mobile gaming business;
- our ability to attract and retain employees and key personnel;
- our ability to comply with evolving changes in the data protection, privacy and regulatory landscape applicable to our businesses;
- our expectations regarding the macroeconomic environment, inflation and high interest rates, uncertainty in the global banking and financial services markets, political uncertainty and international conflicts around the world;
- our ability to successfully expand our AI capabilities to support the further development of our Advertising solutions, including our advertising recommendation engine, AXON;
- our ability to maintain, protect and enhance our intellectual property;
- our ability to manage risk associated with our business;
- the demand for our Advertising solutions and Apps business;
- our expectations concerning relationships with third parties;
- our ability to attract and retain clients and users, including in new markets such as e-commerce;
- our ability to develop new products, features, and enhancements for our Advertising solutions and to launch or acquire new AppLovin Apps and successfully monetize them;
- our ability to compete with existing and new competitors in existing and new markets and offerings;
- our ability to successfully acquire and integrate companies and assets and to expand and diversify our operations through strategic acquisitions and partnerships;
- our expectations regarding new and evolving markets;
- our expectations and management of future growth;
- our expectations regarding our share repurchase program, including future amounts available for repurchase; and
- our ability to develop and protect our brand.

We caution you that the foregoing list may not contain all of the forward-looking statements made in this Annual Report on Form 10-K.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Annual Report on Form 10-K primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors, including those described in the section titled “Risk Factors” and elsewhere in this Annual Report on Form 10-K. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Annual Report on Form 10-K. We cannot assure you that the results, events, and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

Neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. Moreover, the forward-looking statements made in this Annual Report on Form 10-K relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Annual Report on Form 10-K to reflect events or circumstances after the date of this Annual Report on Form 10-K or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, partnerships, mergers, dispositions, joint ventures, or investments we may make.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Annual Report on Form 10-K, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

Part I

Item 1. Business

Our mission is to create meaningful connections between companies and their ideal customers. We provide end-to-end artificial intelligence-powered (“AI”) advertising solutions for businesses to reach, monetize and grow their global audience (“Advertising”). We also operate a portfolio of owned mobile apps (“Apps”). Our scaled business model is intricately linked to the advertising ecosystem, providing a durable competitive advantage. We generate revenue when our advertisers achieve their return on spend targets with our Advertising solutions, ensuring that their success directly fuels our growth.

AppLovin is critical to the success of advertisers and publishers seeking to solve marketing and monetization challenges. Through our technologies and scaled distribution, advertisers are able to better place content so that it is discovered by the right audience, manage, optimize, and analyze their marketing investments, and improve the monetization of their content, and publishers are able to better monetize their gaming apps. Our Advertising solutions include a comprehensive suite of tools including:

- AppDiscovery, our user acquisition solution, is the cornerstone of our Advertising solutions. AppDiscovery is powered by AXON, our AI-powered advertising engine, and matches advertiser demand with publisher supply through auctions at vast scale and at microsecond-level speeds.
- MAX is our monetization solution, utilizing an advanced in-app bidding technology that optimizes the value of a publisher’s advertising inventory by running a real-time competitive auction, driving more competition, and higher returns for publishers.
- Adjust is our measurement and analytics marketing platform which provides marketers with the visibility, insights, and data needed to scale their apps marketing and drive more informed results.
- Wurl is our connected TV (“CTV”) platform that both distributes streaming video for content companies and provides advanced advertising and publishing solutions to attract viewers and maximize revenue.

We generate our revenue from Advertising and our Apps. As more advertisers use our Advertising solutions to market and monetize their content, we gain access to more data regarding users and user engagement¹, further strengthening our scaled distribution. As our distribution grows, we gain better insights for our AXON recommendation engine, which then further enhances the efficiency and effectiveness of our Advertising solutions. Our Apps consist of a globally diversified portfolio of over 200 free-to-play mobile games across five genres, run by ten studios, some of which we own and others that we partner with. Our studios generally focus on the development of easy to learn and play games, which appeal to a broad range of demographics, but our portfolio also includes several games for other genres.

We report our operating results through two reportable segments: Advertising and Apps. These segments align with how our Chief Operating Decision Maker (“CODM”) allocates resources, makes operating decisions, and manages and assesses the performance of our business. For the amount of revenue derived from our two segments and other relevant data for the years ended December 31, 2024, 2023, and 2022, as well as other additional information, see Note 14 of our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

AppLovin Advertising

Our comprehensive, end-to-end Advertising solutions deliver value by helping companies scale their businesses and maximize their revenue. Specifically, our solutions enable advertisers to automate their marketing, engagement, and monetization efforts in three core ways. First, we provide marketing technology that allows advertisers to reach more of the most suitable users with personalized content in order to increase the number of users who download and engage with their content. Second, we provide advertisers with monetization and analytics technology to maximize the value of their advertising inventory

¹ Adjust’s marketing platform is operated by our wholly-owned subsidiary and data generated by Adjust’s services is not shared with AppLovin or incorporated into or used to optimize its recommendation engine or other technologies.

by obtaining a high price for each impression. Third, we provide developers, who are often also advertisers, a set of capabilities to optimize their apps and help streamline their businesses. Additionally, we have entered the CTV advertising market with the integration of Wurl.

Our Advertising solutions also enable publishers to leverage real-time auctions that optimize the value for each impression, while simultaneously enabling them to attain an attractive value for each of the impressions from their advertising inventory. When these mutually reinforcing elements are combined, it creates a robust and successful marketing and monetization engine that both sells attractive advertising inventory to advertisers while monetizing it for publishers.

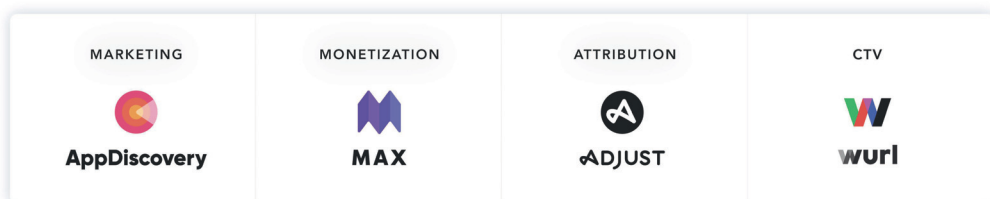
Our Advertising solutions are delivered through an integrated and seamless user interface, which provides the following benefits to advertisers:

- **Reach and attract users at scale:** We provide advertisers with access to approximately 1.6 billion daily active users², enabling developers to target and find the right users for their content worldwide. Advertisers are able to set their user acquisition and revenue goals to target the most relevant, highest value users.
- **Maximize monetization of engagement:** Advertisers use MAX to generate incremental revenue by maximizing the monetization of their ad inventory. Our tools operate at microsecond-level speeds and at vast scale to enhance monetization for developers while preserving the end user experience.
- **Leverage proprietary data and insights:** Advertisers benefit from accessing comprehensive real-time insights through our customized user dashboards, helping them optimize campaigns, improve user engagement, and manage their return on investment.
- **Automate time consuming and manual processes:** Our Advertising solutions automate marketing and monetization, allowing advertisers to focus on improving their content rather than managing complex go-to-market processes manually.
- **Seamlessly adapt to industry innovation:** Our technology is regularly updated as the advertising ecosystem evolves. Advertisers benefit from this ongoing advancement and optimization and are able to rapidly adapt to industry changes in marketing and monetization without losing focus on content creation.

Our Advertising solutions are primarily made up of four key products: AppDiscovery, MAX, Adjust, and Wurl.



**AppLovin
Advertising**



AppDiscovery

AppDiscovery is a suite of marketing solutions that enables developers to automate, optimize, and manage their marketing efforts. AppDiscovery is powered by AXON's predictive algorithms to enable advertisers to match their apps to users that are more likely to download them. This form of personalized advertising focuses on the end user, enabling the advertisers to find the right users and delivering to users more of what they are likely to be interested in. Advertisers set return goals for their campaigns and AppDiscovery targets users to match those goals. Return on advertising spend is measured based on third-party attribution. Advertisers are charged for advertising dynamically based on the revenue they receive from acquired users, rather than a simple fixed price per impression or per action (click or installation). Advertisers are not only able to attract users that download, but also find a high volume of users that stay and engage with their apps for greater retention and ultimately, increased opportunities for better monetization. Revenue from AppDiscovery comprises a vast majority of our Advertising Revenue.

With AppDiscovery, advertisers can define the framework of their campaigns in the following ways:

- **Reach:** Advertisers identify what they are willing to pay to acquire their target users. Our technology finds the users at that value who are most likely to download and engage with the app.
- **Global scale:** Advertisers can choose to connect with users in different regions around the world, and our technology suggests the best locations based on their parameters.

² We calculate daily active users as the average number of unique device identities that open a mobile app (whether that mobile app our own or a third party's) which has our software development kit (SDK) on each day in a period. We measure this figure through our SDK. An individual who uses an app in more than one country on a particular day will be counted as more than one unique device identity; however, if an individual uses more than one app in the same day, such individual is only counted once. This figure does not include any users who have opted out of allowing apps to track on their mobile phone.

- **Retain and engage:** Our system is built around optimizing to the advertisers revenue so our algorithms automatically adjust based on the likelihood users will engage. Our clients can analyze by retention periods from initial app download onwards, so that advertisers understand the effectiveness of their marketing investments.
- **Targeted returns:** Advertisers set their goals and target return on ad sales and our algorithms adjust cost and campaign specifics to meet them.

AppDiscovery includes the following features:

- **Advanced campaign management:** An interface to create, manage, and automatically optimize campaigns based on return on ad sales goals.
- **Real-time analytics:** An interface to see results and optimize against them with our ROI-based analytics environment.
- **Lifetime Value ("LTV") reporting:** A tool that breaks down campaign results by source and location, allowing advertisers to make real-time, informed decisions about the value and longevity of their campaigns.
- **High quality and quantity creatives:** Advertisers can make and test as many creatives as needed. They also have access to our in-house creative team, SparkLabs, for expert ad creation and testing strategies.

MAX

MAX is our in-app bidding solution that optimizes the value of publishers' advertising inventory by running a single unbiased, real-time competitive auction, driving more competition and higher returns for publishers. MAX auctions are more effective than historical tools and approaches because MAX yields more targeted users for advertisers and enables publishers to achieve better competitive prices for each impression. Many developers who integrate MAX have experienced a measurable increase in their average revenue per daily active user ("ARPDau") over traditional monetization tools and save countless hours because they are able to automate manual monetization work through its advanced feature set. As a result, MAX has become the preferred in-app bidding solution for many publishers worldwide, helping drive meaningful growth and momentum for AppLovin.

MAX includes the following features:

- **Advanced in-app bidding technology:** MAX's competitive auctions happen in real time with most bidding platforms in the industry bidding simultaneously for developers' inventory at high volume. The competitive global demand helps maximize average revenue per user on each impression with many developers experiencing a measurable increase when moving to MAX.
- **Automated monetization:** MAX saves developers time through its extensive suite of APIs for automation.
- **Ad quality assurance and review:** MAX drives superior user experience with exclusive features that automatically flag risky content to keep developers' brands safe.
- **Powerful insights:** MAX helps developers better understand the LTV for each user and increase revenue to maximize yield for each ad opportunity.

Adjust

Adjust is our measurement and analytics marketing platform which provides the visibility, insights, and tools marketers need to grow their apps from early stage to maturity. Our software-as-a-service ("SaaS") platform is an end-to-end solution for optimizing ad performance and maximizing returns, powered by accurate attribution data and in-depth reporting that are essential for meeting business goals. Adjust allows clients to better understand their users' journey while allowing marketers to make smarter decisions through measurement, attribution, and fraud prevention.

The Adjust product solutions allow customers to benefit from the following key features:

- **Impact through measurement:** Drive results faster with accurate, timely measurement on marketing and ad spend across channels.
- **Insights through real-time data and reports:** Easily share timely, actionable insights with stakeholders to drive their business forward.
- **Strategic growth with automated attribution solutions:** Scale profits with automated solutions that attribute sources and help customers work smarter and accomplish more.

Wurl

Wurl is our connected TV ("CTV") platform which distributes streaming video for content companies and provides advertising and publishing solutions to maximize Advertising Revenue, grow their CTV viewership, and strengthen their brand value. Wurl focuses on driving the streaming industry forward with market-leading solutions that help connect the right viewers to the right content. It brings data-driven advertising and measurement to Connected TV. The technology helps companies engage with the highest-value viewers, and ultimately increase their revenue.

Wurl has built the following products to meet their customers' needs:

- **AdPool:** is a monetization solution that connects CTV supply with top advertisers and access to exclusive demand.
- **TVBits:** is an AI-powered interactive, personalized, short-form CTV application that allows viewers to discover content and content companies and streamers the ability to increase viewership, engagement, and revenue.
- **BrandDiscovery:** is an AI-powered CTV advertising tool that identifies contextual segments based on genre, brand safety, and the emotion of each scene to help advertisers deliver the right ad at the right time.
- **ContentDiscovery:** is an AI-powered advertising solution that grows audiences, increases engagement, and reduces churn for streaming platforms and apps.
- **Global FAST Pass (GFP):** is a distribution solution that makes it easy to launch Free Ad-supported CTV channels, monetize them instantly, and access data to grow and retain audiences.

AppLovin Apps

Today, our Apps consist of a globally diversified portfolio of over 200 free-to-play mobile games across five genres, run by ten studios located worldwide with a deep bench of talented developers. Our studios have developed and published games across a number of genres including: casual, match-three, card/casino, mid-core, and hyper-casual. A large portion of our portfolio are casual, match-three and card/casino games that have a lower risk of development and generally have more predictable revenue streams and return. These games can be played a few minutes at a time and appeal to a wide range of users across many highly attractive demographics. Our studios leverage live ops to quickly iterate and increase in-game monetization by optimizing app economies and improving in-game conversion on items and offers. The studios operating our portfolio of Apps utilize our Advertising solutions to market, scale, and monetize our Apps.

On February 12, 2025, we announced that we had entered into a term sheet for the sale of our mobile gaming business to a privately held company for total consideration of \$900.0 million, consisting of \$400.0 million in shares of the acquirer's common equity and \$500.0 million in cash, subject to customary purchase price adjustments. For additional information, refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Recent Developments".

Our Strategy for Growth

We have a comprehensive strategy to continue our growth and further enhance our market position in the advertising ecosystem:

- **Existing market expansion:** We continue to have an attractive market opportunity within our current mobile app segment, which we intend to address through the optimization of our Advertising solutions.
- **Enhance and extend AI-based technologies:** As we increase our scale and reach, our customers benefit from compounding improvements to AXON, our AI-powered advertising engine, which in turn improves the efficacy and growth of our Advertising solutions.
- **New market expansion:** We are confident our technology and expertise are applicable to other market segments and geographies we have not historically addressed, including:
 - **Non-gaming mobile app segments and industries:** One of our long-term objectives is to provide critical tools to mobile app developers across multiple verticals, including, for example, e-commerce and social media. We have made our Advertising solutions available to e-commerce advertisers, and while we are early in this market expansion, our e-commerce customers to date have experienced positive results, demonstrating the flexibility and future growth potential of our Advertising solutions.
 - **Other content industries:** We believe our deep expertise and capabilities will allow us to successfully apply our solutions to tangential sectors, including with mobile OEMs and carriers through our Array product initiative, as well as the growing CTV industry through Wurl. We continue to expand our CTV business through the addition of new content advertisers and supply channels as well as through the application of AXON to CTV.
 - **Industry partnerships:** We plan to further invest in our sales and marketing teams to increase penetration among new and existing clients, including in expansion markets we are targeting.
- **Attracting and retaining the best talent:** Our employees are at the core of our technology and success. We intend to continue to invest in attracting and retaining exceptional talent who share our values and will drive our future growth.
- **Pursue strategic investments and partnerships:** Given our proven track record in strategic transactions, and our long-standing relationships with key industry players, we have earned a reputation as a partner of choice, and will continue to consider and leverage strategic acquisitions, partnerships, and investment opportunities to accelerate our growth.

Our Customers and Developer Community

Our globally diverse customers range from the largest enterprises to small and independent businesses and individuals across a variety of industries. Our customers comprise multiple groups within the advertising ecosystem including advertisers leveraging our platform to find users and advertising networks using our mediation solution to purchase advertising inventory. Our Apps also work with advertising networks who purchase advertising inventory and consumers who purchase in-app products. We also work with the mobile app publisher community who leverage our mediation solution to monetize their advertising inventory. The scale and breadth of our customers in terms of size and industry provides us with a competitive advantage.

Competition

We operate in a fragmented advertising ecosystem composed of divisions of large, well-established companies as well as privately-held companies. The large companies in our advertising and mobile app ecosystems may play multiple different roles given the breadth of their businesses.

- Advertisers typically engage with several advertising platforms and networks to purchase advertisements on mobile apps, devices, and on CTV, looking to optimize their marketing investments. Such advertising companies vary in size and include Facebook, Google, Amazon, and Unity Software, as well as various private companies, several of which are also our partners and clients.
- There are many companies that develop online and mobile games and other mobile apps. The larger gaming companies in our gaming ecosystem include Activision Blizzard (Microsoft), Tencent, and Zynga (Take-Two Interactive), as well as other public and private companies, many of which are also our partners and clients. We also expect new developers to enter the market and existing companies to allocate more resources to develop and market more mobile games and apps.

We believe that the principal competitive factors in our market are:

- the ability to enhance and improve technologies and offerings;
- knowledge, expertise, and experience in the advertising ecosystem;
- relationships with third parties in the advertising ecosystem;
- the ability to reach and target a large number of users;
- the ability to identify and execute on strategic transactions;
- the ability to successfully launch and monetize mobile apps;
- the pricing and perceived value of offerings;
- brand and reputation; and
- ability to expand into new offerings and geographies.

We believe we compete favorably with respect to these factors.

Seasonality

The revenue we generate from our Advertising solutions may experience seasonality in the fourth quarter of the year due in part to seasonal holiday demand. As the breadth of advertisers using our Advertising solutions increases, the impact of this seasonality may become more pronounced over time.

Research and Development

Continued investment in research and development is important to advancing our Advertising solutions, and Apps. The continued development of our AI-powered AXON advertising engine is critical to our future growth and competitive advantage. These AI advancements are also key to attaining our strategic objectives and meeting the evolving needs of our customers. The underlying elastic architecture of our solutions allows us to create, test, and deploy new features rapidly while distributing them globally.

Our research and development team is working on cutting edge technologies, which allows us to attract top talent globally. As of December 31, 2024, we had approximately 788 employees, or 50% of our total headcount, involved in research and development and related activities. Our research and development organization is based in Palo Alto, California with additional resources around the world.

Intellectual Property

Our success depends in part upon our ability to protect our intellectual property rights with respect to our Advertising solutions and Apps, and to operate without infringing, misappropriating or otherwise violating valid and enforceable third-party intellectual property. We seek to accomplish that objective by establishing intellectual property rights in and protecting those assets through a combination of registered and unregistered trademarks, copyrights, trade secrets, license agreements, confidentiality procedures, non-disclosure agreements with third parties, and other contractual measures. Though we rely in part

upon these legal and contractual protections, we believe that factors, such as our unique position in the advertising ecosystem, our expertise and determination of our employees, the speed of our technological development and the functionality and flexibility of our Advertising solutions in an ever-evolving industry, are critical contributors to our success.

As of December 31, 2024, we owned the following trademarks related to the business: 58 registered trademarks in the United States, 16 pending trademark applications in the United States, as well as 400 registered trademarks in non-U.S. jurisdictions, and 31 pending trademark applications in various non-U.S. jurisdictions. We also have registered domain names for websites that we use in our business, such as www.applovin.com. As of December 31, 2024, we owned seven patents related to our Advertising solutions and four related to our Apps business.

We intend to pursue additional intellectual property protection to the extent we believe it would advance our business objectives and maintain our competitive position. Notwithstanding these efforts, there can be no assurance that we will adequately protect our intellectual property or that it will provide any competitive advantage. We take steps to protect our proprietary information, in part, by entering into confidentiality agreements with our employees, consultants, developers, and vendors, and generally limiting access to and distribution of our proprietary information. However, we cannot assure you that the steps taken by us will prevent misappropriation of our proprietary rights. Despite our efforts to protect our intellectual property rights, unauthorized parties may attempt to copy aspects of our Advertising solutions or Apps or obtain and use information that we regard as proprietary. Policing unauthorized use of our proprietary rights is difficult and time consuming. Further, our intellectual property rights may be invalidated, circumvented, or challenged. In addition, the laws of some foreign countries do not protect our proprietary rights to the same extent as the laws of the United States, and many foreign countries do not enforce these laws as diligently as government agencies and private parties in the United States. See the section titled "Risk Factors—Risks Related to Intellectual Property" for more information regarding risks related to intellectual property.

Employees and Human Capital Resources

As of December 31, 2024, we had a total of 1,563 employees, comprised of 1,533 full-time and 30 part-time/intern employees, located in 17 countries. As a result of our historical strategic acquisition and partnership activity, we also have access to approximately 2,000 additional team members, a majority of whom are research and development resources and all of whom are located outside of the United States. Our geographic diversification enhances our ability to retain and attract highly skilled talent as well as manage our headcount costs. As of December 31, 2024, approximately 54% of our global employees were located outside of the U.S. and 46% in the U.S. Approximately 45% of our U.S. employees are from one or more diverse groups, including Asian, Hispanic or Latino, Black or African American, Native Hawaiian or Other Pacific Islander, American Indian or Alaska Native, or Two or More Races and approximately 34% of our U.S. employees are female. None of our employees are represented by a labor union. In certain countries in which we operate, we are subject to, and comply with, local labor law requirements, which may automatically make our employees subject to industry-wide collective bargaining agreements. We have not experienced any work stoppages and we consider our relations with our employees as positive.

Our employees are a key reason for our success and essential for our continued growth. We benefit from a distributed global workforce and plan to continue investing in our employees. We provide competitive compensation packages designed to attract and retain talent, as informed by market compensation surveys and data. We have multiple incentive programs throughout the organization designed to provide short-term and long-term incentives, including base cash, equity and/or performance cash awards.

Compliance with Government Regulation

We are subject to various federal, state, and international laws and regulations that affect companies conducting business on mobile platforms, including those relating to privacy, data protection, and the use and protection of data from employees, users and others (including minors), the internet, behavioral advertising, mobile apps, content, advertising and marketing activities, sweepstakes and giveaways, e-commerce and anti-corruption. Additional laws and regulations relating to these areas likely will be passed in the future, and these or existing laws and regulations may be interpreted or enforced in new or expanded manners, each of which could result in significant limitations on ways we can collect and process data of users, employees and others, communicate with users, and operate our business. New and evolving laws and regulations, and changes in their enforcement and interpretation, may require changes to our Advertising solutions, Apps, or business practices, and may significantly increase our compliance costs and otherwise adversely affect our business and results of operations. As our business expands to further scale our Advertising solutions and include additional Apps, as we continue to operate our AI-powered advertising engine AXON, and as our operations continue to expand internationally, our compliance requirements and costs may increase and we may be subject to increased regulatory scrutiny.

Data Privacy and Security Laws

The data we collect and otherwise process is integral to our Advertising solutions and Apps, providing us with insights to improve our AI-powered advertising engine AXON and our developer tools, to optimize app discovery and monetization and to improve our Apps. Our collection, use, receipt, and other processing of data in our business subjects us to numerous U.S. state and federal laws and regulations, and foreign laws and regulations, addressing privacy, data protection and the collection, storing, sharing, use, transfer, disclosure, protection and processing of certain types of data. Such regulations include, for example, the European Union General Data Protection Regulation, the Children's Online Privacy Protection Act, Section 5(a) of the Federal Trade Commission Act, and the California Consumer Privacy Act and similar U.S. state laws. We work to comply with, and to help allow developers and advertising ecosystem partners to comply with, applicable laws and regulations relating to privacy, data protection and information security. This helps underpin our strategy of building trust and providing a strong

experience to advertising ecosystem partners and clients. See the section titled “Risk Factors—Risks Related to Legal and Regulatory Matters—We are subject to laws and regulations concerning privacy, information security, data protection, consumer protection, advertising, tracking, targeting, and protection of minors, and these laws and regulations are continually evolving. Our actual or perceived failure to comply with these laws and regulations could adversely affect our business, financial condition, and results of operations” for additional information about our approach to laws and regulations relating to privacy, data protection, and information security.

Corporate Information

We were incorporated under the laws of the state of Delaware in July 2011. Our principal executive offices are located at 1100 Page Mill Road, Palo Alto, California 94304, and our telephone number is (800) 839-9646. Our website address is www.applovin.com. Information contained on, or that can be accessed through, our website does not constitute part of this Annual Report on Form 10-K and inclusions of our website address in this Annual Report on Form 10-K are inactive textual references only. You should not consider information contained on our website to be part of this Annual Report on Form 10-K or in deciding whether to purchase shares of our Class A common stock.

“AppLovin,” our logo, and our other registered or common law trademarks, service marks, or trade names appearing in this Annual Report on Form 10-K are the property of AppLovin Corporation. Other trademarks and trade names referred to in this Annual Report on Form 10-K are the property of their respective owners.

Available Information

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, are filed with the SEC. Such reports and other information filed by us with the SEC are available free of charge on our website at www.investors.applovin.com when such reports are available on the SEC’s website. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at www.sec.gov. The information contained on the websites referenced in this Annual Report on Form 10-K is not incorporated by reference into this filing. Further, our references to website URLs are intended to be inactive textual references only.

We announce material information to the public through filings with the SEC, the investor relations page on our website, press releases, public conference calls, webcasts, and our corporate blog at blog.applovin.com in order to achieve broad, non-exclusionary distribution of information to the public and for complying with our disclosure obligations under Regulation FD. We encourage investors, the media, and others to follow the channels listed above and to review the information disclosed through such channels. Any updates to the list of disclosure channels through which we will announce information will be posted on the investor relations page on our website.

ITEM 1A. RISK FACTORS

You should carefully consider the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10-K, including the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the related notes, before making a decision to invest in our Class A common stock. Our business, financial condition, results of operations, or prospects could also be adversely affected by risks and uncertainties that are not presently known to us or that we currently believe are not material. If any of the risks actually occur, our business, financial condition, results of operations, and prospects could be adversely affected. In that event, the market price of our Class A common stock could decline, and you could lose all or part of your investment.

Risk Factor Summary

Investing in our Class A common stock involves a high degree of risk because our business is subject to numerous risks and uncertainties, as further described below. The principal factors and uncertainties that make investing in our Class A common stock subject to risk include, among other things:

Business, Operational, and Industry Factors

- the fluctuation in our results of operations;
- security breaches, improper access to or disclosure of data, or other cyber incidents;
- our reliance on third-party platforms to distribute our AppLovin Apps and collect revenue;
- our reliance on certain key employees and our ability to attract, retain, and motivate key personnel;
- our ability to maintain our culture;
- our ability to attract new clients, the loss of clients, or reduction in spend by clients;
- competition in our industry and our ability to adapt to technological change;
- our ability to address or mitigate technical limitations in our systems and to maintain and scale our technical infrastructure;
- concentration of our revenue sources;
- our future growth into new business opportunities;
- the impact of macroeconomic conditions and the geopolitical climate;
- risks related to the expansion and diversification of our operations, in the United States and globally, and possibly through future strategic acquisitions and partnerships;
- risks related to our international operations;
- risks related to our strategic acquisitions and partnerships, including integration, managing growth, and tax risks;
- our ability to realize the value of our Apps portfolio;
- our ability to maintain relationships with our partner studios;
- our ability to launch or acquire new AppLovin Apps and successfully monetize or improve them and existing Apps;
- our ability to retain existing users or add new users cost-effectively, or if users decrease their level of engagement;
- our recent rapid growth, and ability to manage growth;
- our ability to increase in-app purchases ("IAPs"), respond to changes with respect to IAPs, and manage the economies in our AppLovin Apps;
- our ability to achieve or maintain profitability with increasing operating expenses;
- risks related to not having long-term agreements with our clients;
- AppLovin apps not meeting user expectations;
- our ability to maintain our brand awareness;
- our reliance on third parties complying with their obligations;

Legal and Regulatory Matters

- changes in laws and regulations concerning privacy, information security, data protection, consumer protection, AI, advertising, tracking, targeting, and protection of minors;
- changes in U.S. and foreign laws, many of which are unsettled and still developing;

- the development and use of AI in our offerings and business;
- compliance with governmental anti-bribery, export controls and economic sanctions laws;
- changes in tax laws or tax rulings or exposure to greater than anticipated tax liabilities;
- assertions by taxing authorities that we should have collected or in the future should collect sales and use, value added, or similar taxes;
- our ability to realize tax savings from our international structure;
- liability for content that is distributed through or advertising that is served through our Advertising solutions or Apps;
- expenses related to legal or regulatory proceedings and settlements or laws and regulations affecting public companies;

Intellectual Property Factors

- our ability to protect or enforce our proprietary and intellectual property rights or the costs involved in such enforcement;
- our involvement in intellectual property disputes;
- our use of and compliance with open source software;
- our ability to acquire and maintain licenses to intellectual property;

Financial and Accounting Matters

- our ability to maintain an effective system of disclosure controls and internal control over financial reporting;
- our reliance on assumptions and estimates to calculate certain of our key metrics;
- the possibility that we may be required to record a significant charge to earnings if our goodwill becomes impaired;
- our substantial indebtedness and obligations thereunder;
- our ability to generate sufficient cash flow to satisfy our significant debt service obligations;
- the availability of additional capital on acceptable terms;

Ownership of our Class A common stock and Governance

- the multi-class structure of our common stock and the Voting Agreement among the Voting Agreement Parties;
- our status as a “controlled company” within the meaning of the Nasdaq corporate governance requirements;
- volatility of the market price of our Class A common stock;
- the possibility that we may not realize the anticipated long-term stockholder value of our share repurchase programs;
- the issuance of additional stock in connection with financings, acquisitions, investments, our equity incentive plans, or otherwise;
- provisions of Delaware law, the Voting Agreement, our amended and restated certificate of incorporation, and our amended and restated bylaws could make a merger, tender offer, or proxy contest difficult; and
- exclusive forum provisions in our amended and restated bylaws.

Risks Related to Our Business, Operations and Industry

Our results of operations are likely to fluctuate from period-to-period, which could cause the market price of our Class A common stock to decline.

Our results of operations have fluctuated in the past and are likely to fluctuate significantly from quarter-to-quarter and year-to-year in the future for a variety of reasons, many of which are outside of our control and difficult to predict. As a result, you should not rely upon our historical results of operations as indicators of future performance. Numerous factors can influence our results of operations, including:

- our ability to maintain and grow our client and user bases;
- changes to our Advertising solutions, Apps, or other offerings;
- the timing and efficacy of improvement to our algorithms, models and AI-powered AXON advertising engine generally;

- the development and introduction of new solutions, entry into new markets, or the development of new mobile apps by our studios or our competitors;
- changes to the policies or practices of companies or governmental agencies that determine access to third-party platforms, such as the Apple App Store and the Google Play Store, or to our Advertising solutions, Apps, website, or the internet generally;
- changes to the policies or practices of third-party platforms, such as the Apple App Store and the Google Play Store, including with respect to Apple's Identifier for Advertisers ("IDFA"), which helps advertisers assess the effectiveness of their advertising efforts, and with respect to transparency regarding data processing;
- the diversification and growth of revenue sources beyond our current Advertising solutions and Apps;
- our ability to achieve the anticipated synergies from our strategic acquisitions and effectively integrate new assets and businesses acquired by us;
- the success of our strategic review of our Apps portfolio;
- the actions of our competitors, both with respect to their own offerings and, to the extent such competitors are also our clients, with respect to their use of our Advertising solutions;
- costs and expenses related to the strategic acquisitions and partnerships, including costs related to integrating mobile gaming studios or other companies that we acquire, as well as costs and expenses related to the development of our Advertising solutions or Apps;
- our ability to achieve or maintain profitability;
- increases in and timing of operating expenses that we may incur to grow and expand our operations and to remain competitive;
- system failures or outages, or actual or perceived breaches of security or privacy, and the costs associated with preventing, responding to, or remediating any such outages or breaches;
- changes in the legislative or regulatory environment, including with respect to privacy, data protection, or AI or actions by governments or regulators, including fines, orders, or consent decrees;
- charges associated with impairment of any assets on our balance sheet or changes in our expected estimated useful life of property and equipment and intangible assets;
- adverse litigation judgments, settlements, or other litigation-related costs and the fees associated with investigating and defending claims;
- the overall tax rate for our business, which may be affected by the mix of income we earn in the United States and in jurisdictions with comparatively lower tax rates;
- the impact of changes in tax laws or judicial or regulatory interpretations of tax laws, which are recorded in the period such laws are enacted or interpretations are issued and may significantly affect the effective tax rate of that period;
- the application of new or changing financial accounting standards or practices; and
- changes in regional or global business or macroeconomic conditions, including as a result of uncertainty in the global banking and financial services markets, political uncertainty and international conflicts around the world, inflation, and high interest rates, which may impact the other factors described above.

In particular, it is difficult to predict if, when, or how newly-launched products, software or new markets may begin to generate revenue or decline in popularity. Further, we cannot be certain if a new App or product will become popular amongst users and generate revenue. The success of our business depends in part on our ability to develop and enhance our Advertising solutions, including expansion into new markets, and consistently and timely launch new Apps and products. It is difficult for us to predict with certainty when we will expand our Advertising solutions, launch a new App or product, or enter a new market as we may require longer development schedules or soft launch periods to meet our quality standards and expectations. If our clients do not adopt our new Advertising offerings, or develop or further invest in their own competing alternatives, or if we are unable to successfully launch or acquire new Apps or products or maintain or improve existing Apps or successfully enter a new market, our business and results of operations could be adversely affected. Fluctuations in our results of operations may cause such results to fall below our financial guidance or the expectations of analysts or investors, which could cause the market price of our Class A common stock to decline.

Security breaches, improper access to or disclosure of our data or user data, other hacking and phishing attacks on our systems, or other cyber incidents could harm our reputation and adversely affect our business.

The advertising and mobile app ecosystems are prone to cyberattacks by third parties seeking unauthorized access to our data or the data of our clients or users or to disrupt our ability to provide service. Our Advertising solutions, Apps, and other offerings involve the collection, storage, transmission, and other processing of a large amount of data, including personal information, and we and our third-party service providers otherwise store and process information, including our confidential and

proprietary business information, and personal information and other information relating to our employees and clients or other third parties. We also store and implement measures designed to secure the source code for our Advertising solutions and Apps as they are created. Any failure to prevent or mitigate security breaches or incidents impacting our Advertising solutions, Apps, or our systems or other systems used in our business, or improper access to or disclosure of our data, including source code, or user data, including personal information, content, or payment information from users, or information from clients or other third parties, that is stored or otherwise processed in our business could result in the unauthorized loss, modification, disclosure, destruction, or other processing of such data, or unavailability of data or of our Advertising solutions, Apps, or other offerings. Any such event, or the perception it has occurred, could adversely affect our business and reputation, damage our operations, result in claims, litigation, or regulatory investigations or enforcement actions, fines, penalties, or other liability or obligations, and diminish our competitive position. In particular, a breach or incident, whether physical, electronic, or otherwise, impacting systems on which source code or other sensitive data are stored could lead to loss, disruption, unavailability, or piracy of, or damage to, our offerings, lost or reduced ability to protect our intellectual property, and diminished competitive position.

Malware (including ransomware), viruses, social engineering (predominantly spear phishing attacks or smishing), and general hacking have become more prevalent in the advertising and mobile app ecosystems. Some of these have occurred on our systems and otherwise in our business in the past, and we expect will continue to occur in the future. We regularly encounter attempts to create false or undesirable user accounts or take other actions for purposes such as spamming or other objectionable ends. Any actual or attempted breaches, incidents, or attacks may cause disruptions or interruptions to our Advertising solutions, Apps, or other offerings, degrade the user experience, impair, disrupt, or interrupt our systems and networks and other systems and networks used in our business, or adversely affect our reputation, business, financial condition, and results of operations. Our efforts to protect our Advertising solutions, Apps, and other offerings, our systems and other systems used in our business, and our data, user data, and information from clients, partners, and other third parties, and to disable or otherwise respond to undesirable activities on our offerings, may also be unsuccessful due to software bugs or other technical defects, errors, or malfunctions; employee, contractor, vendor, or partner error or malfeasance, including defects or vulnerabilities in information technology systems or offerings; cyberattacks, attacks designed to disrupt systems or facilities, or breaches of physical security of our facilities or technical infrastructure; or other threats that evolve. Additionally, any such breach, incident, attack, malfunction, defect, or vulnerability, or the perception that any of these has occurred, may cause clients or users to lose confidence and trust in our Advertising solutions, Apps, or other offerings and otherwise harm our reputation and market position.

In addition, some developers or other business partners, such as those that help us measure the effectiveness of advertisements, may receive or store information provided by us or by our users through mobile or web apps or other means. These third parties or others may misappropriate or misuse this information. If these third parties fail to adopt or adhere to adequate data security practices, or experience a breach of, or other security incident impacting, their networks or systems, our data or our users' data may be lost, destroyed, or accessed, modified, disclosed, or otherwise processed in unauthorized manners. In such an event, or if such an event is perceived to have occurred, we may suffer damage to our reputation, may have increased costs arising from the restoration or implementation of additional security measures and other costs relating to the incident, and we may face claims, demands, investigations, and other proceedings by private parties or governmental actors, and fines, penalties, and other liability or obligations, any of which could adversely affect our business, financial condition, and results of operations. Any theft or unauthorized use or publication of our trade secrets and other confidential business information as a result of such an event could also adversely affect our business, competitive position, and results of operations.

Cyberattacks continue to evolve in sophistication and volume, and may be difficult to detect for long periods. Although we have developed systems and processes that are designed to protect our data, user data, and information from our partners; to prevent data loss, disable undesirable accounts and activities on our Advertising solutions or Apps; and to prevent and detect security breaches; we cannot assure you that such measures will provide comprehensive security, that we have been or will be able to identify breaches or other incidents or to react to them in a timely manner, or that our remediation efforts will be successful. We experience cyberattacks and other security incidents of varying degrees from time to time, and we may incur significant costs in investigating, protecting against, litigating, or remediating such incidents. We may face increased risks of cyberattacks and other security incidents as a result of increases in remote work. Our use of third-party systems for remote workforce operations introduces security risks and increased cyberattacks, such as phishing attacks by threat actors as a method for targeting personnel. Further, in connection with geopolitical events and conflicts, such as those in Ukraine and the Middle East, there may be a heightened risk of potential cyberattacks by state actors or others.

Additionally, our Advertising solutions and other offerings operate in conjunction with, and we are in some cases dependent upon, third-party products, services, and components. Our ability to monitor our third-party service providers' data security is limited, and in any event, attackers may be able to circumvent our third-party service providers' data security measures. There have been and may continue to be significant attacks on certain third-party providers, and we cannot guarantee that our or our third-party providers' systems and networks have not been breached or compromised or do not contain defects or bugs that could result in a disruption, breach, or other incident impacting our systems and networks or those of third parties that support us and our platform and service. Security vulnerabilities, malicious code, errors, or other bugs or defects in these third-party products, services, and components could cause us to face increased costs, claims, liability, and additional or new obligations, reduced revenue, and harm to our reputation or competitive position. We and our service providers may be unable to anticipate these techniques, react, remediate or otherwise address any security vulnerability, breach or other security incident in a timely manner, or implement adequate preventative measures.

Further, we utilize AI technologies in our Advertising solutions and Apps and may expand such use in the future. Our use of AI technologies, and the use of AI technologies in third-party products and services, may create additional cybersecurity risks or increase cybersecurity risks, including risks of security breaches and incidents, and related liability and harm to our reputation. Further, AI technologies may be used in connection with certain cybersecurity attacks, resulting in heightened risks of security breaches and incidents.

In addition to our efforts to mitigate cybersecurity risks, we are working to combat misuse of our services and user data by third parties. We may not discover all such incidents or other activities, in connection with our efforts to combat misuse or otherwise, and we may be notified of such incidents or activity by users, the media, or other third parties. Such incidents and activities have in the past, and may in the future, include the processing of user data or use of our systems in manners inconsistent with our terms, contracts or policies, the existence of false or undesirable user accounts, improper advertising practices, activities that threaten people's safety or spamming, scraping, data harvesting, or unsecured datasets. We may also be unsuccessful in our efforts to enforce our policies or otherwise remediate or respond to any such incidents effectively or in a timely manner. Any of the foregoing developments, or any reports of them occurring or the perception that any of them has occurred, could adversely affect user trust and engagement, harm our brand and reputation, require us to change our business practices, result in claims, demands, investigations, and other proceedings by private parties or governmental actors, and fines, penalties, and other liability or obligations, and adversely affect our business, financial condition, and results of operations.

We are subject to a variety of laws and regulations in the United States and abroad relating to cybersecurity and data protection, some of which provide a private right of action. Many jurisdictions have enacted breach notification obligations, and our agreements with certain customers or partners may require us to notify them or fulfill other obligations in the event of a security breach or incident. Affected users or government authorities could initiate legal or regulatory actions against us in connection with any actual or perceived security breaches or incidents or improper access to, or disclosure or other processing of, data, which has occurred in the past and which could cause us to incur significant expense and liability, distract management and technical personnel, and result in orders or consent decrees forcing us to modify our business practices and to pay fines or penalties. Such actual or perceived breaches or other incidents or our efforts to remediate such incidents may also result in a decline in our active user base or engagement levels. Any of these events could adversely affect our reputation, business, financial condition, or results of operations.

Our insurance coverage may not extend to all types of privacy or security breaches or other incidents, and it may be insufficient to cover all costs and expenses associated with such incidents. Further, such insurance may not continue to be available to us in the future on economically reasonable terms, or at all, and insurers may deny us coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, including our reputation, financial condition, or results of operations.

We rely on third-party platforms to distribute our Apps and collect revenue, and if our ability to do so is harmed, or such third-party platforms change their policies in such a way that restricts our business, increases our expenses, or limits the information we derive from our Apps, our business, financial condition, and results of operations could be adversely affected.

The mobile app ecosystem depends in part on a relatively small number of third-party distribution platforms, such as the Apple App Store, the Google Play Store, and Facebook, some of which are direct competitors. We derive significant revenue from the distribution of our Apps through these third-party platforms and almost all of our IAPs are made through the payment processing systems of these third-party platforms. We are subject to the standard policies and terms of service of such third-party platforms, which generally govern the promotion, distribution, content, and operation of applications on such platforms. Each platform provider has broad discretion to change and interpret its terms of service and other policies with respect to us and other mobile app companies, and those changes may be unfavorable to us. A platform provider may also change its fee structure, add fees associated with access to and use of its platform, alter how mobile apps are labeled or are able to advertise on its platform, change how the personal information of its users is made available to developers on its platform, limit the use of personal information for advertising purposes, restrict how users can share information on its platform or across platforms, or significantly increase the level of compliance or requirements necessary to use its platform.

For example, since 2021, Apple has implemented an application tracking transparency framework that, among other things, requires users' opt-in consent for certain tracking. While this framework has not had a significant impact on our overall business, it may in the future, including with respect to the effectiveness of our advertising practices and/or our ability to efficiently generate revenue for our Apps. We rely in part on IDFA to provide us with data that helps our Advertising solutions better market and monetize Apps. Apple also implemented new requirements for consumer disclosures regarding privacy and data processing practices in December 2020, which has resulted in increased compliance requirements and could result in decreased usage of our App. In light of the IDFA and transparency changes, we made changes to our data collection practices. To the extent we are unable to utilize IDFA or a similar offering, or if the transparency changes and any related opt-in or other requirements result in decreases in the availability or utility of data relating to Apps, our Advertising solutions may not be as effective, we may not be able to continue to efficiently generate revenue for our Apps, and our revenue and results of operations may be harmed. Apple also incorporated new SDK privacy controls into iOS 17, released in September 2023.

Similarly, in February 2022, Google announced its Privacy Sandbox initiative for Android, a multi-year effort expected to restrict tracking activity and limit advertisers' ability to collect app and user data across Android devices. In January 2024, Google

commenced rolling out a Chrome feature called Tracking Protection, which limits cross-site tracking. Additionally, in January 2024, Google started to roll out new CMP requirements for ads served in the EEA and UK, which require publishers using Google AdSense, Ad Manager, or AdMob to use CMPs certified by Google and integrated with the IAB's Transparency and Consent Framework when serving ads to users in the EEA or the UK. According to Google, if publishers do not adopt a Google-certified CMP, only limited ads will be eligible to serve in the EEA and UK. To adapt to these changes, we released the MAX SDK version 12.0.0. to support integration with Google's CMP solution. While to date these third-party platform privacy changes have had some impact on the discoverability of apps across these platforms, and have had a relatively muted aggregate impact on our results of operations, the ultimate impact of these or any similar or future changes to the policies of Apple or Google may adversely affect our business, financial condition, and results of operations.

Distribution platform providers from time to time limit, suspend or discontinue access to their platforms in connection with violations, or perceived violations, of terms of service. In addition, any change or deterioration in our relationship with such distribution provider may impact our access to its platform. If one of our distribution platform partners were to limit or discontinue the distribution of our Apps on their platform, generally, or any of our more successful Apps individually, it may adversely affect our business, financial condition, and results of operations.

We also rely on the continued popularity, user adoption, and functionality of third-party platforms. In the past, some of these platform providers have been unavailable for short periods of time or experienced issues with their in-app purchasing functionality. In addition, third-party platforms also impose certain file size limitations, which may limit the ability of users to download some of our larger Apps in over-the-air updates. Aside from these over-the-air file size limitations, a larger game file size could cause users to delete our mobile games once the file size grows beyond the capacity of their devices' storage limitations or could reduce the number of downloads of these mobile games.

If issues arise with third-party platforms that impact the visibility or availability of our Apps, our users' ability to access our Apps or our ability to monetize our Apps, or otherwise impact the design or effectiveness of our Advertising solutions, our business, financial condition, and results of operations could be adversely affected.

We are highly dependent on our co-founder and chief executive officer, as well as our senior management team, we operate a lean organizational structure and our business and growth may be adversely affected if we fail to attract, retain, and motivate key personnel.

Our future success depends in significant part on the continued service of our key management and engineering personnel, including our co-founder, CEO, and Chairperson, Adam Foroughi. Our ability to compete and grow depends in part on the efforts and talents of these employees and executives, who are important to our vision, strategic direction, culture, products, and technology. We do not have employment agreements, other than offer letters, with Mr. Foroughi or other members of our senior management team, and we do not maintain key-man insurance for members of our senior management team. The loss of Mr. Foroughi or any other member of our senior management team could cause disruption and adversely affect our business, financial condition, or results of operations.

We believe strongly in operating a lean organizational structure, leveraging technology wherever possible, as it allows us to adapt our business as needed and affords increased opportunity to our employees. While this approach enhances efficiency and cost control, it may also expose us to certain risks. While we believe our lean culture allows us to move faster than other companies our size, a lean workforce could limit our ability to scale operations quickly in response to increased demand, develop new products or services in a timely manner, or effectively manage multiple initiatives simultaneously. Additionally, key employees often hold multiple responsibilities, making us more vulnerable to disruptions caused by turnover or unexpected absences. If we are unable to attract, retain, and efficiently allocate personnel, our operational capabilities, growth potential, and competitive position could be adversely affected. Furthermore, as we expand, we may need to hire additional employees and enhance our infrastructure to support growth. Failure to do so in a timely or effective manner could strain our existing workforce and negatively impact our financial performance and strategic objectives.

In addition, our ability to execute our strategy depends in part on our continued ability to identify, hire, develop, motivate, and retain highly skilled employees, particularly in the competitive fields of AI development, machine learning, product management, engineering and data science. We believe that our corporate culture has been an important factor in our ability to hire and retain key employees, and if we are unable to maintain our corporate culture as we grow, we may be unable to foster the innovation, creativity, and teamwork we believe we need to support our growth. While we believe we compete favorably, competition for highly skilled employees is intense, particularly in Silicon Valley, where our headquarters is located. Interviewing, hiring, and integrating new employees has been and will continue to be challenging as we continue to navigate the global working environment. If we are unable to identify, hire, and retain highly skilled employees, our business, financial condition, and results of operations could be adversely affected.

Our company culture has contributed to our success and if we cannot maintain this culture as we grow, our business could be harmed.

We believe that our company culture has been critical to our success and will be important for our continued growth. We face a number of challenges that may affect our ability to sustain our corporate culture, including: failure to identify, attract, reward, and retain people in critical technical and leadership positions in our organization who share and further our culture and values; the increasing size and geographic diversity of our workforce; competitive pressures to move in directions that may divert us from our culture and values; the continued challenges of a rapidly-evolving industry; the increasing need to develop expertise in new areas of business that affect us; a negative perception of our treatment of employees or our response to employee

sentiment related to political or social causes or actions of management; and the integration of new personnel and businesses from acquisitions. If we are not able to maintain our culture, we could lose the innovation, passion, and dedication of our team and as a result, our business, financial condition, and results of operations could be adversely affected.

The failure to attract new clients, the loss of clients, or a reduction in spending by these clients could adversely affect our business, financial condition, and results of operations.

A significant portion of our revenue is Advertising Revenue and In-App Advertising ("IAA") Revenue from our Apps. Advertising Revenue is mostly from AppDiscovery and is generated from our advertisers, typically on a performance-based, cost-per-install basis, then shared with our advertising publishers, typically on a cost per impression model. IAA Revenue generated from our Apps comes from advertisers that purchase ad inventory from our diverse portfolio of mobile games. As is common in the advertising ecosystem, our clients do not have long-term advertising commitments with us. Our success depends in part on our ability to satisfy our advertising partners.

Revenue could also be impacted by a number of other factors, including:

- our ability to attract and retain clients, including, for example, in new markets such as e-commerce and social;
- our ability to improve the effectiveness and predictability of our advertising and maintain and improve our AI-powered advertising engine AXON;
- our ability to maintain or increase advertiser demand and third-party publisher supply, the quantity, or quality of advertisements shown to users, or our pricing of advertisements;
- our ability to continue to increase user access to and engagement with our Apps;
- mobile app changes or inventory management decisions we may make that change the size, format, frequency, or relative prominence of advertisements displayed on our Apps;
- changes in measuring or pricing of mobile or other advertising markets;
- our ability to recruit, train, and retain personnel to support continued growth of our Advertising solutions;
- our ability to establish and maintain our brand and reputation;
- loss of market share to our competitors, including if competitors offer lower priced, more integrated, or otherwise more effective products;
- the development and success of technologies designed to block the display of advertisements or block our ad measurement tools, which have in the past impacted and may in the future impact our business, or technologies that make it easier for users to opt out of behavioral targeting;
- the availability, accuracy, utility, and security of analytics and measurement solutions offered by us or third parties that demonstrate the value of our Advertising solutions to advertisers, developers and publishers, or our ability to further improve such tools;
- government actions or legislative, regulatory, or other legal developments relating to AI or advertising, including developments that may impact our ability to deliver, target, or measure the effectiveness of advertising;
- changes that limit our ability to deliver, target, or measure the effectiveness of advertising, including changes to policies by mobile operating system and third-party platform providers, and the degree to which users opt in or opt out of certain types of ad targeting as a result of changes and controls implemented in connection with such policy changes and with the E.U. General Data Protection Regulation (the "GDPR"), ePrivacy Directive, the California Consumer Privacy Act (the "CCPA") as amended by the California Privacy Rights Act (the "CPRA"), similar U.S. privacy laws in other states, and the Children's Online Privacy Protection Act (the "COPPA");
- decisions by clients to reduce their advertising due to concerns about legal liability or uncertainty regarding their own legal and compliance obligations, or due to negative publicity, regardless of its accuracy, involving us, our user data practices, advertising metrics or tools, our Advertising solutions or Apps, or other companies in our industry; and
- the impact of macroeconomic conditions, inflation, high interest rates, uncertainty in the global banking and financial services markets, political uncertainty and international conflicts around the world, such as in Ukraine and the Middle East, as well as, friction between the United States and China, and responses thereto, and seasonality, whether in the advertising industry in general, or among specific types of advertisers or within particular geographies.

From time to time, certain of these factors have adversely affected our revenue to varying degrees. The occurrence of any of these or other factors in the future could result in a reduction in demand for our Advertising solutions and use of our Apps, which may reduce the prices we receive for our advertisements or cause clients to stop advertising with us altogether, either of which would adversely affect our business and results of operations. The failure to attract new clients, loss of clients, or reduction in spending by clients could adversely affect our business, financial condition, and results of operations.

The advertising ecosystem and mobile gaming are intensely competitive. If clients or users prefer our competitors' products or services over our own, our business, financial condition, and results of operations could be adversely affected.

We face significant competition in the advertising ecosystem and in mobile gaming. We offer a suite of solutions for advertisers to get their content discovered and downloaded by the right users, optimize return on marketing spend, and maximize the monetization of their engagement. We collect revenue from clients for fees paid by advertisers, including developers, that use our Advertising solutions and from the sale of advertising inventory of our Apps. Advertisers often engage with several advertising platforms and networks to purchase advertisements and developers often engage with multiple tools to market and monetize their apps. Accordingly, we face significant competition from traditional, online, and mobile businesses that provide ad networks and platforms, mobile apps and games, media, and other services for advertisers to reach relevant audiences. We also face competition from providers of developer tools that enable developers to reach their audiences or manage or optimize their advertising campaigns. These companies vary in size and include Facebook, Google, Amazon, and Unity Software as well as various private companies, several of which are also our partners and clients. Additionally, our studios build many of our Apps using the development kits offered by Unity Software. Changes in pricing or the terms on which developers engage with companies in the mobile app ecosystem, such as the pricing changes announced by Unity Software in September 2023, could negatively impact our studios and the mobile app ecosystem generally. Clients who are also competitors may decide to invest in their own offerings rather than continue to use our Advertising solutions or advertise on our Apps.

Additionally, we also compete with businesses that develop online and mobile games and other mobile apps, which vary in size and include companies such as Activision Blizzard (Microsoft), Tencent, and Zynga (Take-Two Interactive), as well as other public and private companies, many of which are also our partners and clients. As we expand our global operations and mobile app offerings, we increasingly face competition from high-profile companies with significant online presences that may introduce new or expanded offerings, such as Apple, Facebook, Google, Microsoft, and Snap. In addition, other large companies that to date have not actively focused on mobile apps or gaming may decide to develop mobile apps or gaming offerings, such as Amazon's games platform, or partner with other developers. Some of these current and potential competitors have significantly greater resources that can be used to develop, acquire, or brand additional mobile apps or gaming alternatives, and may have more diversified revenue sources than we do and therefore may be less severely affected by changes in consumer preferences, regulations, or other developments that may impact our business or industry.

Further, as there are relatively low barriers to entry to develop and publish a mobile app, we expect new competitors to enter the market and existing competitors to allocate more resources towards developing and marketing competing games and apps. Because our mobile games are free-to-play, our Apps compete primarily on the basis of user experience rather than price. The proliferation of apps makes it difficult for us to differentiate ourselves from our competitors and compete for users and the success of our Apps will depend in part on our Advertising solutions continuing to provide effective marketing and monetization tools.

We also face competition for advertising spending and for the discretionary spending, leisure time, and attention of our users from game platforms such as personal computer and console games, and other leisure time activities, such as television, movies, music, sports, and the internet. During periods of macroeconomic uncertainty, levels of advertising and discretionary spending have historically decreased and are likely to decrease and therefore this competition may intensify, which has at times harmed and may in the future harm our revenue. In addition, non-game applications for mobile devices, such as social media and messaging, television, movies, music, dating, and sports, have become increasingly popular, making the overall mobile app ecosystem highly fragmented and making it more difficult for any mobile app to differentiate itself. To the extent we explore entering into new markets or new business opportunities in the advertising ecosystem, mobile gaming, or otherwise, we may also compete with established businesses with more experience in such areas. Increasing competition could result in decreases in our App users, increased user acquisition costs, lower engagement with our Apps, and loss of key personnel, all of which could adversely affect our business, financial condition, or results of operations.

Some of our current and potential competitors may be domiciled in different countries and subject to political, legal, and regulatory regimes that enable them to compete more effectively than us, particularly outside of the United States. Some of our current and potential competitors may have greater resources, more diversified revenue streams, better technological or data analytics capabilities, or stronger brands or competitive positions in certain product segments, geographic regions, or user demographics than we do. If clients or users prefer our competitors' products or services over our own, or if our competitors are better able to adapt to changes in the preferences of advertisers or users, regulations, or other developments, our business, financial condition, and results of operations could be adversely affected.

The advertising ecosystem and mobile gaming are subject to rapid technological change, and if we do not adapt to, and appropriately allocate our resources among, emerging technologies and business models, our business, financial condition, and results of operations could be adversely affected.

Technology changes rapidly in the advertising ecosystem and in mobile gaming. Our future success depends in part on our ability to adapt to trends and to innovate. To attract new clients and users and increase revenue from our current clients and users, we may develop new products or enter into new markets, such as e-commerce or social, and we will need to enhance and improve our Advertising solutions and Apps. Our ability to improve the effectiveness and predictability of our advertising recommendations through improvements to our AI-powered advertising engine AXON is critical to our continuing success and future growth. Enhancements of our existing technology and offerings, and new offerings, may not be introduced in a timely or

cost-effective manner and may contain errors or defects, both of which could adversely affect our business, financial condition, and results of operations.

Our business also currently depends in part on the growth and evolution of the internet, especially mobile internet-enabled devices. The number of people using mobile internet-enabled devices has increased rapidly over time, and we expect that this trend will continue. However, the markets in which we operate may not grow in the way we anticipate. We must continually anticipate and adapt to emerging technologies to stay competitive, including the development of AI and its impacts on the advertising ecosystem and mobile gaming. As the technological infrastructure for internet access improves and evolves, consumers will be presented with more opportunities to access apps and play games on a variety of devices and platforms and to experience other leisure activities that may compete with mobile apps. Forecasting the financial impact of these emerging technologies and business models is inherently uncertain and volatile. If we decide to support a new technology or business model in the future, it may require partnering with a new platform, technology, or business partner, which may be on terms that are less favorable to us than those for traditional technologies or business models.

To invest in a new technology, enter a new market or expand our offerings, we must invest financial resources and management attention. We may invest significant resources in a new offering, entering a new market or in a strategic acquisition or partnership, which could prove unsuccessful or prevent us from directing these resources towards other opportunities. We may never recover the often-substantial up-front costs of developing and marketing emerging technologies or business models, or recover the opportunity cost of diverting management and financial resources. Further, our competitors may adopt an emerging technology or business model more quickly or effectively than we do, creating products that are technologically superior to ours or attract more users than ours.

If, on the other hand, we do not continue to enhance our Advertising solutions or Apps, or do not appropriately allocate our resources amongst opportunities, or we otherwise elect not to pursue new business models that achieve significant commercial success, we may face adverse consequences. For example, we do not currently offer our Apps on all devices or all gaming platforms. If the devices on which our Apps are available decline in popularity or become obsolete faster than anticipated, or if new platforms emerge other than those on which our games are offered, we could experience a decline in revenue and in our number of App users, and we may not achieve the anticipated return on our development efforts. It may take significant time and expenditures to shift product development resources to new technologies, and it may be more difficult to compete against existing products incorporating such technologies. If new technologies render mobile devices obsolete or we are unable to successfully adapt to and appropriately allocate our resources amongst current and new technologies, our business, financial condition, and results of operations could be adversely affected.

Our Advertising solutions and Apps, as well as our internal systems, rely on software and hardware that is highly technical, and any errors, bugs, or vulnerabilities in these systems, or failures to address or mitigate technical limitations in our systems, could adversely affect our business, financial condition, and results of operations.

Our Advertising solutions and Apps, as well as our internal systems, rely on software and hardware, including AI technologies, that are highly technical and complex. In addition, our Advertising solutions and Apps, as well as our internal systems, depend in part on the ability of such software and hardware to store, retrieve, process, and manage immense amounts of data. The software and hardware on which we rely has contained, and will in the future contain, errors, bugs, or vulnerabilities and our systems are subject to certain technical limitations that may compromise our ability to meet our objectives. Some errors, bugs, or vulnerabilities inherently may be difficult to detect and may only be discovered after the code has been released for external or internal use. Errors, bugs, vulnerabilities, design defects, or technical limitations within the software and hardware on which we rely have in the past led to, and may in the future lead to, outcomes including a negative experience for clients and users who use our offerings, compromised ability of our offerings to perform in a manner consistent with our terms, contracts, or policies, delayed product or App launches or enhancements, targeting, measurement, or billing errors, compromised ability to protect data and/or our intellectual property, or reductions in our ability to provide some or all of our services. To the extent such errors, bugs, vulnerabilities, or defects impact our Advertising solutions or the accuracy of data in the Advertising solutions, our clients may become dissatisfied with our offerings, our brand and reputation may be harmed, and we may make operational decisions, such as with respect to our Apps using such Advertising solutions or any future strategic acquisition, that are based on inaccurate data. Any errors, bugs, vulnerabilities, or defects in our systems or the software and hardware on which we rely, failures to properly address or mitigate the technical limitations in our systems, or associated degradations or interruptions of service or failures to fulfill our commitments to our clients may lead to outcomes including damage to our reputation, increased product engineering expenses, regulatory inquiries, litigation, or liability for fines, damages, or other remedies, any of which could adversely affect our business, financial condition, and results of operations.

Our business depends in part on our ability to maintain and scale our technical infrastructure, and any significant disruption to our Advertising solutions or Apps could damage our reputation, result in a potential loss of engagement, and adversely affect our business, financial condition, and results of operations.

Our reputation and ability to attract and retain our clients and users depends in part on the reliable performance of our Advertising solutions and Apps. We have in the past experienced, and may in the future experience, interruptions in the availability or performance of our offerings from time to time. Our systems may not be adequately designed or may not operate with the reliability and redundancy necessary to avoid performance delays or outages that could be harmful to our business. If our offerings are unavailable when users attempt to access them, or if they do not load as quickly as expected, users may not use our offerings as often in the future, or at all, which could adversely affect our business and results of operations. As we continue to grow, we will need an increasing amount of technical infrastructure, including network capacity and computing power,

to continue to satisfy our needs and the needs of our clients and users. It is possible that we may fail to continue to effectively scale and grow our technical infrastructure to accommodate these increased demands, which may adversely affect our user engagement and revenue growth. Additionally, we rely on certain third-party providers for our increasing network capacity and computing power needs, and if we fail to properly anticipate our needs or secure sufficient capacity at a reasonable cost, our ability to scale and grow our business, or our profitability, could be negatively impacted. Our business may be subject to interruptions, delays, or failures resulting from natural disasters and other events outside of our control that impact us or these third-party providers. If such an event were to occur, users may be subject to service disruptions or outages and we may not be able to recover our technical infrastructure and user data in a timely manner to restart or provide our services. If we fail to efficiently scale and manage our infrastructure, or if events disrupt our infrastructure or those of our third-party providers, our business, financial condition, and results of operations could be adversely affected.

Our revenue has been concentrated in the mobile app ecosystem and any failure to successfully expand and diversify our revenue sources beyond the mobile ecosystem could adversely affect our business, financial condition, and results of operations.

We face concentration risk in that our Advertising solutions and Apps operate in the mobile app ecosystem and specifically mobile gaming. As such, our business depends, in part, on the continued health and growth of these app ecosystems. Further, a significant amount of our total revenue is derived through a limited number of third-party distribution platforms, such as the Apple App Store, the Google Play Store, and Facebook. Because Facebook and Google are also significant partners of Adjust, a deterioration in our or Adjust's relationship with such companies would have a greater impact on our business, financial condition, and results of operations. If any of these concentrated portions of our revenue are harmed or are lost, our business, financial condition, and results of operations could be adversely affected.

Our future growth may involve expansion into new business opportunities, and any efforts to do so that are unsuccessful or are not cost-effective could adversely affect our business, financial condition, and results of operations.

In the past, we have grown by expanding our offerings into new business opportunities and we expect to continue to do so. We have dedicated resources to expanding into adjacent business opportunities in which large competitors have an established presence, such as e-commerce. Additionally, our future growth may include expansion into additional features for our advertisers and publishers, other mobile app sectors, social, e-commerce or related markets, connected TV markets through Wurl, OEM and carrier-related markets through our Array product initiative, or other opportunities which may require significant investment in order to launch and which may not be prove successful. Further, any such expansion may subject us to new or additional laws and regulations, compliance with which may be burdensome and costly. Our future growth depends in part on our ability to correctly identify areas of investment and to cost-effectively execute on our plans. For example, we have developed and continue to further develop our AXON platform to support e-commerce advertisers. The expansion of our services to this market is still in its early stages. We also generate revenue through our Wurl CTV business which provides streaming content distribution and advertising services. The market for CTV platforms is relatively new and evolving and this market may develop slower or differently than we expect. Further, there can be no assurance that we will achieve broader adoption among e-commerce advertisers or that we will effectively develop technology for our AXON platform.

We have in the past and may in the future expend significant resources in connection with strategic acquisitions and partnerships to expand into new business opportunities. Even if successful, the growth of any new business opportunity could create significant challenges for our management and operational resources and could require considerable investment. The deployment of significant resources towards a new opportunity that proves unsuccessful, or our inability to choose the correct investment opportunities for our future, could adversely affect our business, financial condition, and results of operations.

Our business is subject to global economic, market, public health, and geopolitical conditions as well as to natural disasters beyond our control and could adversely affect our revenue and results of operations.

General macroeconomic conditions, such as inflation, high interest rates, or a recession or economic slowdown in the United States or internationally, including those resulting from uncertainty in the global banking and financial services markets, political uncertainty and international conflicts around the world, such as between Russia and Ukraine and in the Middle East, as well as, friction between the United States and China, could create uncertainty and adversely affect discretionary consumer spending habits and preferences as well as advertising spending. Our revenue is driven in part by discretionary consumer spending habits and preferences, and by advertising spending patterns. Historically, consumer purchasing and advertising spending have each declined during economic downturns and periods of uncertainty regarding future economic prospects or when disposable income or consumer lending is lower. In certain periods in 2022, we experienced the impacts of the macroeconomic deterioration as advertisers more closely managed budgets and reduced overall spend, which resulted in slowed growth for our Advertising solutions. Uncertain economic conditions may impact advertiser spending in future periods and may also adversely affect our clients, which in turn may harm our business, financial condition, and results of operations. In addition, the economic conditions affecting the financial markets, and uncertainty in global economic conditions may result in a number of adverse effects including a low level of liquidity in domestic and global markets, volatility in credit, equity, and currencies and instability in the stock market. There could be a number of other follow-on effects from these economic developments on our business, including customer insolvencies, decreased demand for our marketing solutions; decreased customer ability to pay their accounts, and increased collections risk and defaults. We are particularly susceptible to market conditions and risks associated with the advertising ecosystem, including changes in user demographics, the availability and popularity of other forms

of entertainment, and critical reviews and public tastes and preferences, which may change rapidly and cannot necessarily be predicted.

Our business is subject to economic, market, public health, and geopolitical conditions, as well as natural disasters beyond our control. For example, we have a partner studio located in Belarus and we have employees located in Israel and as a result of the international conflict between Russia and Ukraine and in the Middle East, we have incurred and are likely to continue to incur costs to support our partner studio and employees and address related challenges. In addition, our management has spent time and attention on these and related events and will continue to monitor and assess the ongoing disruptions to our team members, our management, and our operations, each of which could potentially harm our business. We may also experience interruptions or delays in the services they provide to us as a result of such geopolitical volatilities.

Further, we have operations in China and the continuing tension between the U.S. and China may impact our business and results of operations in the future. The U.S. government has restricted the ability to send certain products and technology to China without an export license. In many cases, these licenses are subject to a policy of denial and will not be issued. While our current products are not restricted by these controls, such controls or future restrictions could impact our business in the future. It also is possible that the Chinese government will retaliate in ways that could impact our business.

While not currently material to the operation of our business, management and our board of directors have discussed and assessed, and will continue to discuss and assess, any risks related to international conflicts around the world, such as in Ukraine and the Middle East, as well as, tension between the United States and China, including but not limited to, risks related to cybersecurity, sanctions, regulatory changes, and personnel based in affected regions to ensure we are prepared to react to new developments or further sanctions as they arise. If we are unable to promptly or properly react to new developments in these and other international regions, our business, financial condition, and results of operations could be adversely affected.

Our principal offices are located in Palo Alto, an area known for earthquakes and susceptible to fires, and are thus vulnerable to damage. All of our facilities are also vulnerable to damage from natural or manmade disasters, including power loss, earthquakes, fires, explosions, floods, communications failures, terrorist attacks, contagious disease outbreak (such as the COVID-19 pandemic), and similar events. If any disaster were to occur, our ability to operate our business at our facilities could be impaired and we could incur significant losses, recovery from which may require substantial time and expense.

We plan to continue to consider opportunities to expand and diversify our operations through strategic acquisitions and partnerships. We face a number of risks related to strategic transactions we may pursue.

We will continue to consider opportunities to expand and diversify our operations with additional strategic acquisitions or partnerships, strategic collaborations, joint ventures, or licensing arrangements. As we continue to grow, these transactions may be larger and require significant investments, such as our acquisitions of Adjust, the MoPub business, and Wurl.

We may be unable to identify or complete prospective acquisitions or partnerships for many reasons, including our ability to identify suitable targets, increasing competition from other potential acquirers, the effects of consolidation in our industries, potentially high valuations of acquisition candidates, and the availability of financing to complete larger acquisitions. Even if we do complete any such transactions, we may incur significant costs, such as professional service fees or publisher bonuses. Further, completing larger acquisitions or other strategic transactions can involve significantly more risk in that such transactions involve complicated integrations and require significant management attention to complete, and these large strategic transactions could introduce additional exposure to regulatory and compliance risk. In addition, applicable antitrust laws and other regulations may limit our ability to acquire targets, particularly larger targets, or force us to divest an acquired business. If we are unable to identify suitable targets or complete acquisitions, or if such acquisitions lead to heightened regulatory or compliance risk, our growth prospects could be adversely affected, and we may not be able to realize sufficient scale and technological advantages to compete effectively in all markets.

To complete large strategic transactions, we may need to spend significant amounts of cash, which may not be available to us on acceptable terms, if at all, or which could lead us to incur additional debt (and increased interest expense), assume contingent liabilities or amortization expenses related to intangible assets, or write-offs of goodwill and intangible assets. In addition, we may need to issue significant amounts of equity or equity-linked consideration, which may dilute our current stockholders' ownership and could adversely affect the price of our Class A common stock. Further, we generally devote more time and resources towards performing diligence on larger transactions and may be required to devote more resources towards regulatory requirements in connection with such transactions. To the extent that we do not perform sufficient diligence on a larger acquisition or such a transaction does not generate the expected benefits, our business, financial condition, and results of operations will be harmed, and to a greater extent than would occur with a smaller transaction.

Absent such strategic transactions, we would need to undertake additional development or commercialization activities at our own expense. If we elect to fund and undertake such additional efforts on our own, we may need to obtain additional expertise and additional capital, which may not be available to our company on acceptable terms, if at all. If we are unable to do any of the foregoing, we may not be able to develop our Advertising solutions and Apps effectively or achieve our expected product roadmap on a timely basis, which could adversely affect our business, financial condition, and results of operations.

The benefits of a strategic acquisition or partnership may also take considerable time to develop, and we cannot be certain that any particular strategic acquisition or partnership will produce the intended benefits. If we are unable to identify and complete strategic acquisitions or partnerships or realize the anticipated benefits from such transactions, our business, financial condition, and results of operations could be adversely affected.

Our international operations are subject to increased challenges and risks.

We expect to continue to expand our international operations in the future by opening new offices, entering into strategic partnerships with new international game studios, acquiring companies that may have international operations, and providing our Apps in additional countries and languages. For example, our resources are located throughout the world, including in areas with less certain legal and regulatory regimes or more potential risks, such as Belarus, China, Israel and Vietnam and with partners in Russia and Ukraine. Expanding our international operations may subject us to risks associated with:

- recruiting and retaining talented and capable management and employees in foreign countries;
- challenges caused by distance, language, and cultural differences;
- increased risk of loss, data breaches or cybersecurity attacks from our global operations;
- developing and customizing Advertising solutions and Apps that appeal to the tastes and preferences of users in international markets;
- the inability to offer certain Advertising solutions or Apps in certain foreign countries;
- competition from local mobile app developers with intellectual property rights and significant market share in those markets and with a better understanding of user preferences;
- utilizing, protecting, defending, and enforcing our intellectual property rights;
- negotiating agreements with local distribution platforms that are sufficiently economically beneficial to us and protective of our rights;
- the inability to extend proprietary rights in our brand, content, or technology into new jurisdictions;
- implementing alternative payment methods for features and virtual goods in a manner that complies with local laws and practices and protects us from fraud;
- compliance with applicable foreign laws and regulations, including anti-bribery laws, privacy laws, AI laws, and laws relating to content and consumer protection (for example, the United Kingdom's Office of Fair Trading's 2014 principles relating to IAPs in free-to-play games that are directed toward children 16 and under);
- credit risk and higher levels of payment fraud;
- currency exchange rate fluctuations;
- protectionist laws and business practices that favor local businesses in certain countries;
- double taxation of our international earnings and potentially adverse tax consequences due to changes in the tax laws in the United States or the foreign jurisdictions in which we operate;
- political, economic, macro-economic climate and social instability, including impacts related to labor, supply chain disruptions, inflation, and as a result of war, terrorism, or armed conflict, including international conflicts around the world, such as between Russia and Ukraine and in the Middle East, as well as, increasing friction between the United States and China and the impacts on their respective regions and the regional and global economy;
- public health crises, such as the COVID-19 pandemic, which can result in varying impacts to our employees, clients, users, advertisers, app developers, and business partners internationally;
- higher costs associated with doing business internationally, including costs related to local advisors;
- export or import regulations; and
- trade and tariff restrictions.

Our ability to successfully gain market acceptance in any particular international market is uncertain and, in the past, we have experienced difficulties and have not been successful in all the countries we have entered. If we are unable to continue to expand internationally or manage the complexity of our global operations successfully, our business, financial condition, and results of operations could be adversely affected.

We have experienced significant growth through strategic acquisitions and partnerships, and we face risks related to the integration of such acquisitions and the management of such growth.

As part of our growth strategy, we have frequently acquired companies, businesses, personnel, and technologies, and we intend to continue to evaluate and pursue strategic acquisitions and partnerships. For example, we acquired Adjust GmbH in April 2021, Twitter's MoPub business in January 2022 and Wurl, Inc. in April 2022. Each acquisition requires unique approaches to integration due to, among other reasons, the structure of the acquisition, the size, locations, and cultural differences among their team and ours, and has required, and will continue to require, attention from our management team. As we continue to grow, the size of our acquisitions and investments has increased and may continue to increase. In addition to the larger purchase prices associated with such acquisitions and investments, larger acquisitions and investments may also require additional management resources to integrate more significant and often more complex businesses into our company. We will continue to

explore and evaluate additional acquisitions, some of which may be the same size or even larger in scale and investment than our recent acquisitions.

Our future success depends in part on our ability to integrate these acquisitions and manage these businesses, partnerships, and transactions effectively. If we are unable to obtain the anticipated benefits or synergies of such acquisitions, or we encounter difficulties integrating acquired businesses with ours, our business, financial condition, and results of operations could be adversely affected.

Challenges and risks from such strategic acquisitions and partnerships include:

- diversion of our management's attention in the acquisition and integration process, including oversight over acquired businesses which continue their operations under contingent consideration provisions in acquisition agreements;
- declining employee morale and retention issues resulting from changes in compensation or benefits, or changes in management, reporting relationships, or future performance;
- the need to integrate the operations, systems, technologies, products, and personnel of each acquired company, the inefficiencies and lack of control that may result if such integration is delayed or not implemented, and unforeseen difficulties and expenditures that may arise in connection with integration;
- costs associated with onboarding clients of an acquired business;
- the need to implement internal controls, procedures, and policies appropriate for a larger, U.S.-based public company at companies that prior to acquisition may not have as robust controls, procedures, and policies, in particular, with respect to the effectiveness of internal controls, cyber and information security practices and incident response plans, compliance with privacy, data protection, and other regulations protecting the rights of clients and users, and compliance with U.S.-based economic policies and sanctions which may not have previously been applicable to the acquired company's operations;
- the difficulty in accurately forecasting and accounting for the financial impact of an acquisition transaction, including accounting charges, write-offs of deferred revenue under purchase accounting, and integrating and reporting results for acquired companies that have not historically followed GAAP;
- the implementation of restructuring actions and cost reduction initiatives to streamline operations and improve cost efficiencies;
- the fact that we may be required to pay contingent consideration in excess of the initial fair value, and contingent consideration may become payable at a time when we do not have sufficient cash available to pay such consideration;
- in the case of foreign acquisitions, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political, and regulatory risks associated with specific countries as well as tax risks that may arise from the acquisition;
- increasing legal, regulatory, and compliance exposure, and the additional costs related to mitigate each of those, as a result of adding new offices, employees and other service providers, benefit plans, equity, job types, and lines of business globally; and
- liability for activities of the acquired company before the acquisition, including intellectual property, commercial, and other litigation claims or disputes, security vulnerabilities, violations of laws, rules and regulations, including with respect to employee classification, tax liabilities, and other known and unknown liabilities.

If we are unable to successfully integrate and manage our acquisitions and strategic partnerships, we may not realize the expected benefits of such transactions or become exposed to additional liabilities, and our business, financial condition, and results of operations could be adversely affected.

Our strategic review of our Apps portfolio may not result in sustained improvements to our financial performance, strategy, or operations, and we face a number of risks related to such review.

We continue to optimize our Apps portfolio and its cost structure, focusing on identifying those assets which contribute value and how best to optimize each of those asset's contribution to our overall financial performance. This review resulted in the divestiture or closure of certain studios, reductions in headcount, restructuring of earn out arrangements, and other changes to our Apps portfolio, such as restructuring of certain assets or choosing to make changes to optimize the cost structure of certain Apps rather than investing in revenue growth. For example, we have reduced our user acquisition spend for our portfolio of Apps as we increased our desired return goals, which has led to improved Apps Adjusted EBITDA margin compared to periods before such adjustments, but also contributed to a decline in Apps Revenue and Monthly Active Payers ("MAPs") compared to periods before such adjustments. In addition, our strategic review and any restructuring actions may lead to claims being made on behalf of affected employees, which could result in complaints by current and former employees, adverse media coverage, investigations, and damages or penalties which could affect our reputation, business, and results of operations. In addition, responding to any such proceeding may result in a significant diversion of management's attention and resources, significant defense costs, and other professional fees. We may not achieve the desired strategic, operational, and financial benefits of any

divestiture or other strategic transaction, or any other action taken as a result of our strategic review, and we may incur near term impacts to our results of operations due to our strategic review. For example, in 2022 we incurred \$127.9 million in impairment and loss in connection with the sale of certain assets resulting from our strategic review of the Apps portfolio. As a result of this review, we may be subject to risks related to a decline in the business or employee morale and turnover, as well as distraction of management from our business and customers, and investors may not react favorably to our decisions, which could adversely affect our business, results of operations and the market price of our Class A common stock.

On February 12, 2025 we announced that we had entered into a term sheet for the sale of our mobile gaming business to a privately held company for total consideration of \$900.0 million, consisting of \$400.0 million in shares of the acquirer's common equity and \$500.0 million in cash, subject to customary purchase price adjustments. While the term sheet includes a binding agreement by the parties to use commercially reasonable best efforts in good faith to negotiate and finalize definitive agreements for the proposed transaction, we cannot provide assurances that such definitive agreements will be entered into on the terms included in the term sheet or at all. Further, if such definitive agreements for the proposed transaction are executed, such agreements may be subject to the satisfaction or waiver of certain conditions, including regulatory approvals, and we may not be able to complete the proposed transaction or do so in a timely manner. The proposed transaction will require substantial commitments of time and resources by our management team and others throughout our organization, which could otherwise have been devoted to other opportunities, and failure to complete the proposed transaction may result in negative publicity, any of which could harm our business and cause the market price of our Class A common stock to decline.

Our strategic acquisitions and partnerships may expose us to tax risks.

From time to time, we have acquired and may acquire companies, assets, businesses, and technologies and we have entered into and may enter into other strategic partnerships and transactions. We face a variety of tax risks related to such transactions, including that we may be required to make tax withholdings in various jurisdictions in connection with such transactions or as part of our continuing operations following a transaction, and that the companies or businesses we acquire may cause us to alter our international tax structure or otherwise create more complexity with respect to tax matters. Additionally, while we typically include indemnification provisions in our definitive agreements related to strategic acquisitions and partnerships, these indemnification provisions may be insufficient in the event that tax liabilities are greater than expected or in areas that are not fully covered by indemnification. If we are unable to adequately predict and address such tax issues as they arise, our business, financial condition, and results of operations could be adversely affected.

We have entered into strategic partnerships with mobile gaming studios, and a failure to maintain such relationships may harm our ability to launch new Apps as well as our brand and reputation.

From time to time, we have entered into strategic partnerships with mobile gaming studios in addition to those studios that are wholly-owned. We have historically allowed our strategic partner studios to continue their operations with a degree of autonomy. In certain of these transactions, we have bought games from such partner studios and entered into development agreements whereby such partner studios provide us support in developing and improving games. These agreements typically have a fixed term, after which our partner studios may choose not to continue working with us. Any deterioration in our relationship with partner studios may harm our ability to monetize the games we purchase or develop and launch future mobile games developed by partner studios and may lead to such partner studios choosing not to renew their partnerships with us or continue to develop new games or support existing games. Further, if a partner studio becomes dissatisfied with us, our brand and reputation may be harmed and we may have more difficulty entering into similar partnerships in the future. Additionally, our international partner studios may be located in areas with less certain legal and regulatory regimes or more potential risks, which may increase our costs to maintain such strategic partnership. If we are unable to maintain any of these partnerships, we may be required to invest significant resources in expanding our other studios or entering into agreements with additional mobile gaming studios in order to continue producing the same volume and quality of Apps, and our business, financial condition, and results of operations could be adversely affected. Our announced term sheet for the sale of our mobile gaming business includes these strategic partnerships. If the definitive agreements for the proposed transaction are executed, such agreements may be subject to the satisfaction or waiver of certain conditions, including regulatory approvals, and we may not be able to complete the proposed transaction or do so in a timely manner. Failure to complete the proposed transaction may result in negative publicity. Any of the foregoing could harm our business and cause the market price of our Class A common stock to decline.

If we are unable to launch or acquire new Apps and successfully monetize them, or continue to improve the experience and monetization of our existing Apps, our business, financial condition, and results of operations could be adversely affected.

Our Apps portfolio depends in part on launching or acquiring, and continuing to service, mobile apps that users will download and spend time and money using. We have devoted and we may in the future continue to devote substantial resources to the research, development, analytics, and marketing of our Apps. Our development and marketing efforts are focused on improving the experience of our existing Apps, developing new Apps, and successfully monetizing our Apps. Our Apps generate revenue primarily through the sale of advertising, a substantial portion of which comes from other mobile gaming clients, and IAPs. For Apps distributed through third-party platforms, we are required to share a portion of the proceeds from in-game sales with the platform providers, which share may be subject to changes or increases over time. In order to achieve and maintain our profitability, we need to generate sufficient revenue from our existing and new Apps to offset our ongoing development, marketing, and other operating expenses.

Successfully monetizing our Apps is difficult and requires that we deliver user experiences that a sufficient number of users will pay for through IAPs or we are able to otherwise sufficiently monetize our Apps, including by serving IAA. The success of our Apps depends in part on unpredictable and volatile factors beyond our control including user preferences, competing apps, new third-party platforms, and the availability of other entertainment experiences. If our Apps do not meet user expectations or if they are not brought to market in a timely and effective manner, our business and results of operations could be adversely affected.

In addition, our ability to successfully launch or acquire Apps and their ability to achieve commercial success will depend in part on our ability to:

- effectively and efficiently market our Apps to existing and new users;
- achieve a positive return on investment from our marketing and user acquisition costs or achieve organic user growth;
- adapt to changing trends, user preferences, new technologies, and new feature sets for mobile and other devices, including determining whether to invest in development for any new technologies, and achieve a positive return on the costs associated with such adaptation;
- continue to adapt mobile app feature sets for an increasingly diverse set of mobile devices, including various operating systems and specifications, limited bandwidth, and varying processing power and screen sizes;
- achieve and maintain successful user engagement and effectively monetize our Apps;
- develop mobile games that can build upon or become franchise games and expand and enhance our mobile games after their initial releases;
- develop Apps other than mobile games;
- identify and execute strategic acquisitions and partnerships;
- attract advertisers to advertise on our Apps;
- partner with third-party platforms and obtain featuring opportunities;
- compete successfully against a large and growing number of competitors;
- accurately forecast the timing and expense of our operations, including mobile app and feature development, marketing, and user acquisition;
- minimize and quickly resolve bugs or outages;
- acquire, or invest in, and successfully integrate high quality mobile app companies or technologies;
- retain and motivate talented and experienced developers and other key personnel from such acquisitions and investments; and
- optimize the value of our Apps portfolio, including actions we may take that reduce Apps Revenue in order to seek higher margins and the effects of the review on morale and personnel.

These and other uncertainties make it difficult to know whether we will succeed in continuing to develop and launch new Apps. Even if successful, certain genres of mobile apps, such as casual games, may have a relatively short lifespan. Further, as our Apps expand into additional genres of mobile games or additional categories of mobile apps, we will face risks as well as market, legal and regulatory challenges specific to those genres or categories. For example, in mid-core games, there is typically a higher upfront investment prior to the launch of a game compared to casual games, which means publishing a new game in that genre will expose us to greater risks as our financial condition and results of operations will be more significantly adversely affected to the extent such a game does not become popular and commercially successful. If we are not successful in launching new mobile games or expanding into other genres of mobile games or categories of mobile apps, our business, financial condition, and results of operations could be adversely affected.

If we fail to retain existing users or add new users cost-effectively, or if our users decrease their level of engagement with Apps, our business, financial condition, and results of operations could be adversely affected.

The size of our user base and the level of user engagement with our Apps are critical to our success. Our results of operations have been and will continue to be significantly determined by our success in acquiring and engaging App users. We expect that the number of our App users may fluctuate or decline as a result of apps divestitures or other actions we have taken in connection with our review of our Apps portfolio, or in one or more markets from time to time, particularly in markets where we have achieved higher penetration rates or where the macroeconomic conditions have been negatively impacted. For example, we have reduced our user acquisition spend for our portfolio of Apps as we increased our desired return goals, which has contributed to a decline in MAPs compared to periods before such adjustments. In addition, if people do not perceive our Apps as useful or entertaining, we may not be able to attract or retain users or otherwise maintain or increase the frequency and duration of their engagement, which could harm our revenue. A number of mobile apps that achieved early popularity have since seen their user bases or user engagement levels decline. There is no guarantee that we will not experience a similar erosion of our App users or user engagement levels. Our user engagement patterns have changed over time, and user engagement can be

difficult to measure, particularly as we introduce new and different Apps. Any number of factors can adversely affect user growth and engagement, including if:

- users increasingly engage with mobile apps offered by competitors or mobile apps in categories other than those of our Apps;
- we fail to introduce new Apps or features that users find engaging or that achieve a high level of market acceptance or we introduce new Apps, or make changes to existing Apps that are not favorably received;
- users feel that their experience is diminished as a result of the decisions we make with respect to the frequency, prominence, format, size, and quality of advertisements that we display;
- users have difficulty installing, updating, or otherwise accessing our Apps as a result of actions by us or third parties;
- we are unable to continue to develop Apps that work with a variety of mobile operating systems and networks;
- there are changes mandated by legislation, government and regulatory authorities, or litigation that adversely affect our products or users; and
- questions about the quality of our Apps, our data practices or concerns related to privacy and sharing or other processing of user data, safety, security, or other factors.

Additionally, we expect it will become increasingly difficult and more expensive for us to acquire users for our Apps for a variety of reasons, including the increasingly competitive nature of the mobile app ecosystem and the significant amount of time and attention users are dedicating to competing entertainment options. Further, we believe that the changes that Apple has implemented during the last several years to its platform, particularly the removal of the Top Grossing rankings and decreasing the prominence of the Top Free rankings as well as transparency and IDFA changes, have adversely affected the number of organic downloads of our Apps. If our competitors increase their user acquisition spending, we could experience higher costs per an install for our Apps, which would adversely affect our revenue and margins. Furthermore, our spending on user acquisition is based on certain assumptions about their projected behavior, particularly for new Apps for which we do not have similar Apps in our portfolio to aid us in our modeling efforts. If we are unable to grow our user base and increase our user engagement levels, or unable to do so cost effectively, our business, financial condition, and results of operations could be adversely affected.

We have experienced recent rapid growth, which may not be indicative of our future growth. We may be unable to effectively manage the growth of our business, which could adversely affect our business, financial condition, and results of operations.

We have experienced rapid growth in the scale, scope, and complexity of our business. For example, our Advertising Revenue has expanded rapidly, in particular since the launch of our AI-powered advertising recommendation engine, AXON. Our growth in any prior period should not be relied upon as an indication of our future performance, as we may not be able to sustain our growth rate in the future. Even if our revenue continues to increase, we expect that our revenue growth rate may decline in the future as a result of a variety of factors, including because of more difficult comparisons to prior periods and the saturation of the market. The overall growth of our revenue depends in part on our ability to execute on our growth strategies.

Additionally, the growth and expansion of our business has placed and continues to place a significant strain on our management, operations, financial infrastructure, and corporate culture. Our future success depends in part on our ability to manage this expanded business. If not managed effectively, this growth could result in the over-extension of our management systems and information technology systems and our internal controls and procedures may not be adequate to support this growth. Failure to adequately manage our growth in any of these ways may cause damage to our brand and reputation and adversely affect our business, financial condition, and results of operations.

Our business depends in part on our ability to increase IAPs, manage the economies in our Apps and respond to changes with respect to IAPs, and any failure to do so could adversely affect our business, financial condition, and results of operations.

Our Apps portfolio depends in part on our ability to increase the amount of IAPs in our Apps, which requires our studios to effectively design mobile games and other apps that create features and virtual goods for which users will pay. Users make IAPs because of the perceived in-app value of virtual goods, which is dependent on the relative ease of obtaining an equivalent good by playing our mobile games. The perceived in-app value of these virtual goods can be impacted by various actions that we take in the mobile games including offering discounts for virtual goods, giving away virtual goods in promotions, or providing easier non-paid means to secure these goods. Managing virtual economies is difficult and relies on our assumptions and judgment. Further, changes in user preferences, including with respect to how they interact with mobile apps and general views towards IAPs, could decrease levels of spending on IAPs on our Apps and in the mobile app ecosystem generally. If we fail to manage our virtual economies properly or fail to promptly and successfully respond to any disruption in such economies, our reputation may be harmed and our users may be less likely to play our mobile games and to purchase virtual goods from us in the future, which could adversely affect our business, financial condition, and results of operations.

In addition, changes in the policies of Apple, Google, or other third-party platforms, or changes in accounting policies promulgated by the SEC, and national accounting standards bodies affecting software and virtual goods revenue recognition, could further significantly affect the way we report revenue related to IAPs, which could adversely affect our results of operations.

Any changes in user, third-party platform, or regulator views towards IAPs, or any inability by us to respond to changing trends with respect to IAPs, could adversely affect our business, financial condition, and results of operations.

We anticipate increasing our operating expenses in the future, and we may not be able to achieve or maintain our profitability in any given period. If we cannot achieve or maintain our profitability, our business could be adversely affected.

Although we have been profitable on a GAAP basis and had positive cash flow from operations in certain prior periods, we may not always achieve sufficient revenue or manage our expenses in order to achieve positive cash flow from operations or profitability in any given period. Our operating expenses may continue to rise over the long term as we implement additional initiatives designed to increase revenue, potentially including: developing our Advertising solutions and technology stack, launching Apps, strategic acquisitions and partnerships, international expansion, hiring additional employees, and taking other steps to strengthen and grow our company. We are likely to recognize costs associated with these investments earlier than some of the anticipated benefits, and the return on these investments may be lower, or may develop more slowly, than we expect. We also anticipate that the costs of acquiring new clients and mobile app users, and otherwise marketing our Advertising solutions and Apps, will continue to rise. Further, we may continue to incur significant costs in connection with strategic acquisitions and partnerships, which costs may increase or become more concentrated to the extent we enter into larger transactions. If we are not able to maintain positive cash flow in the long term, we may require additional financing, which may not be available on favorable terms or at all, and which may be dilutive to our stockholders. If we are unable to generate adequate revenue growth and manage our expenses, we may incur significant losses in the future and may not be able to maintain positive cash flow from operations or profitability.

We generally do not have long-term agreements with our clients.

Our clients are not required to enter into long-term agreements with us and may choose to stop using our Advertising solutions at any time. For example, typically our advertising agreements can be executed in as little as one day and can be terminated for convenience on two days' notice. In order to continue to grow our Advertising solutions, we must consistently provide offerings that clients see as valuable and choose to use. If we fail to maintain our relationships with our clients, or if the terms of these relationships become less favorable to us, our results of operations would be harmed. Additionally, as certain of our clients are also our competitors, these clients may choose to invest in their own offerings rather than continue to use our Advertising solutions. Any failure to maintain our relationships with clients could adversely affect our business, financial condition, and results of operations.

If our Apps do not meet user expectations, or contain objectionable content, our reputation, business, financial condition, and results of operations could be adversely affected.

Expectations regarding the quality, performance, and integrity of our Apps are high. We must continually adapt to changing user preferences including the popularity of various game categories, style of play, and IAP options. Users may be critical of our Apps, business models, or business practices for a wide variety of reasons, including perceptions about gameplay, fairness, game content, features, or services. Independent industry analysts may publish reviews of our Apps from time to time, as well as those of our competitors, and perception of our Apps in the marketplace may be significantly influenced by these reviews. We have no control over what users or these industry analysts report. If users and industry analysts negatively respond to our Apps or changes that we make to our Apps, or provide negative reviews of our Apps, our reputation, business, financial condition, and results of operations could be adversely affected.

Further, despite reasonable precautions, some users may be offended by certain mobile app content, advertisements displayed in our Apps or by the treatment of other users. For example, if users believe that an advertisement displayed in an App contains objectionable content, we could experience damage to our brand and reputation and users could refuse to play such game and pressure platform providers to remove the App from their platforms. While such content may violate our terms and we may subsequently remove it, our brand and reputation may nonetheless be harmed and our clients may become dissatisfied with our services. Furthermore, steps that we may take in response to such instances, such as temporarily or permanently shutting off access of a user to our Apps, could adversely affect our business and results of operations. Any failure to meet user expectations or provide our Apps without objectionable content could adversely affect our reputation, business, financial condition, and results of operations.

If we do not successfully or cost-effectively invest in and maintain awareness of the AppLovin brand, our business, financial condition, and results of operations could be adversely affected.

We believe that investing in and maintaining the AppLovin brand is critical to maintaining and creating favorable relationships with, and our ability to attract, new clients, and key personnel. Increasing awareness of the AppLovin brand will depend largely upon our marketing efforts and our ability to successfully differentiate our Advertising solutions from the offerings of our competitors. In addition, successfully globalizing and extending our brand requires significant investment and extensive management time. If we fail to maintain and increase brand awareness and recognition of our Advertising solutions, our business, financial condition, and results of operations could be adversely affected.

Third parties with whom we do business may be unable to honor their obligations to us or their actions may put us at risk.

We rely on third parties for various aspects of our business, including demand-side platforms, agencies, advertising partners, and publishers who use our Advertising solutions. Their actions may violate our contracts, policies, and applicable laws

and regulations, or may otherwise put our business and reputation at risk. Demand-side platforms may be given access to personal information in order to bid on advertising inventory, and they may misappropriate and engage in unauthorized use of our information, technology or customers' data. In violation of our policies, advertisers may enable the serving of ads that contain prohibited, restricted, or inappropriate content, or content that otherwise fails to adhere to country-specific laws, rules, or regulations. We also work with advertisers that operate sports gambling apps, apps that involve real money gambling, and apps in other regulated industries and markets, each of which imposes additional regulatory requirements on these advertisers, which they may not comply with. A vast amount of publishers attempt to use our Advertising solutions, a number of which may attempt to monetize prohibited, restricted, or inappropriate content, or may engage or attempt to engage in fraudulent or other unlawful activity in violation of our policies, which in turn imposes additional operational costs to protect our platform, may trigger additional law enforcement or other inquiries, may put our reputation at risk, and may otherwise adversely affect our business, financial condition, and results of operations.

The failure of these third parties to provide or maintain adequate services and technologies could result in a disruption to our business operations. Further, disruptions in the mobile application industry, or financial markets, economic downturns, and poor business decisions may adversely affect our partners and may increase their propensity to engage in fraud or other unlawful activity which could harm our business or reputation, and they may not be able to honor their obligations to us, or we may cease our arrangements with them.

Risks Related to Legal and Regulatory Matters

We are subject to laws and regulations concerning privacy, information security, data protection, consumer protection, advertising, tracking, targeting, and protection of minors, and these laws and regulations are continually evolving. Our actual or perceived failure to comply with these laws and regulations could adversely affect our business, financial condition, and results of operations.

We receive, store, and process personal information and other data, including data relating to individuals and households, and we enable our users to share their personal information with each other and with third parties, including within our Apps. Numerous federal, state, and local laws around the world address privacy and the collection, storing, sharing, use, disclosure, deletion, protection, and other processing of personal information and other data, including data relating to individuals and households, the scope of which are changing, subject to differing interpretations, and may be inconsistent between jurisdictions or conflict with other obligations.

Various government and consumer agencies have called for, or sought to implement, new regulation and changes in industry practices relating to the collection and processing of information concerning consumer behavior, including by restricting certain targeted advertising practices. For example, the GDPR, which became effective in May 2018, created new individual privacy rights and imposed worldwide obligations on companies processing personal data of European Union ("EU") users, which has created a greater compliance burden for us and other companies with European users, and subjects violators to substantial monetary penalties. The United Kingdom has implemented legislation that substantially implements the GDPR and which also provides for substantial monetary penalties. In June 2021, the European Commission announced a decision of "adequacy" concluding that the United Kingdom ensures an equivalent level of data protection to the GDPR, which generally permits personal data flows from the European Economic Area ("EEA") to the United Kingdom. Such adequacy decision must, however, be renewed after four years and may be modified or revoked in the interim. In October 2022, the United Kingdom announced its plans to depart from the GDPR and implement its own framework, and United Kingdom lawmakers have proposed legislation that would cause its data protection framework to deviate from the GDPR in certain respects. We cannot fully predict how United Kingdom data protection laws or regulations may develop in the medium to longer term, nor the impacts of divergent laws and guidance regarding EU and United Kingdom data protection law.

With regard to transfers to the United States of personal data from our employees and European users and other third parties, we historically relied upon the EU-U.S. and Swiss-U.S. Privacy Shield programs as well as standard contractual clauses approved by the EU Commission (the "SCCs"); however, the EU-U.S. Privacy Shield and the SCCs have been subject to legal challenge, and on July 16, 2020, the Court of Justice of the EU held in the *Schrems II* case that the EU-U.S. Privacy Shield was invalid and imposed obligations in connection with use of the SCCs. EU regulators also have issued guidance that we and other companies must consider and undertake when using the SCCs. On June 4, 2021, the European Commission adopted new SCCs to reflect GDPR requirements. The United Kingdom's Information Commissioner's Office also has issued new standard contractual clauses for which implementation is required. Further, the Austrian, French, Italian, and Danish data protection authorities have indicated that use of Google Analytics by European website operators involves the unlawful transfer of personal data to the United States. In March 2022, the EU and U.S. agreed in principle upon a new EU-U.S. Data Privacy Framework ("EU-U.S. DPF"). On July 10, 2023, the European Commission adopted an adequacy decision in relation to the EU-U.S. DPF, allowing it to be used to legitimize EU-U.S. personal data transfers for participating entities. The United Kingdom and U.S. also have established a UK Extension to the EU-U.S. DPF (the "UK Extension"), effective October 12, 2023, whereby entities participating in the EU-U.S. DPF may rely upon the UK Extension to legitimize United Kingdom-U.S. personal data transfers. Further, on July 17, 2023, the Swiss-U.S. Data Privacy Framework ("Swiss-U.S. DPF"), which provides for a means of legitimizing personal data transfers from Switzerland to the U.S., entered into effect. We are self-certified under the EU-U.S. DPF, Swiss-U.S. DPF, and the UK Extension. The EU-U.S. DPF, has faced legal challenge, and it and the Swiss-U.S. DPF, and UK Extension may be subject to further legal challenges. The European Commission's adequacy decision regarding the EU-U.S. DPF provides that the EU-U.S. DPF will be subject to future reviews and may be subject to suspension, amendment, repeal, or limitations to its scope by the European Commission. The SCCs and other cross-border data transfer mechanisms may also be

the subject of additional legislative activity and regulatory guidance. We and many other companies may need to implement different or additional measures to establish or maintain legitimate means for the transfer and receipt of personal data from the EEA, Switzerland, the United Kingdom, or other jurisdictions to the United States, and we may, in addition to other impacts, experience additional costs associated with increased compliance burdens, and we and our clients face the potential for regulators to apply different standards to the transfer of personal data from various jurisdictions to the United States and to block, or require ad hoc verification of measures taken with respect to, certain data flows. We also may find it necessary to engage in contract negotiations with third parties that aid in processing data on our behalf to address cross-border data transfer matters. We may not be able to find alternative service providers, which could limit our ability to process personal data from impacted jurisdictions and increase our costs and/or impact our Advertising solutions Apps, or other offerings. We and our clients may face a risk of enforcement actions by data protection authorities relating to personal data transfers. Any such enforcement actions could result in substantial costs and diversion of resources, distract management and technical personnel, and adversely affect our business, financial condition, and results of operations. Similar to the GDPR, in September 2020, Brazil enacted the Brazilian General Data Protection Law. China has enacted a new data privacy law known as PIPL, effective November 1, 2021, which adopts a stringent data transfer regime requiring, among other things, data subject consent for certain data transfers. Any of these developments may have an adverse effect on our business.

Moreover, the GDPR and other similar regulations require companies to give specific types of notice and in some cases seek consent from consumers and other data subjects before collecting or using their data for certain purposes, including some marketing activities. The European Commission has a draft regulation, known as the Regulation of Privacy and Electronic Communications ("ePrivacy Regulation"), which would replace the current ePrivacy Directive. Originally planned to be adopted and implemented at the same time as the GDPR, the ePrivacy Regulation is still being negotiated. On February 10, 2021, the Council of the EU agreed on its version of the draft ePrivacy Regulation. If adopted, ePrivacy Regulation could have broad impacts on the use of internet-based services and tracking technologies, such as cookies. Aspects of the ePrivacy Regulation remain for negotiation between the European Commission and the Council.

Another example is California's passage of the CCPA, which went into effect on January 1, 2020, and created new privacy rights for residents, including a private right of action for data breaches. The CPRA was approved by California voters in November 2020, went into effect on January 1, 2023, and significantly modified the CCPA, resulting in further uncertainty. Additionally, other states in the U.S. have proposed or enacted laws addressing privacy and cybersecurity, many of which are comprehensive statutes containing obligations similar to the CCPA and CPRA, that have taken effect or will take effect in coming years. Certain of these laws provide for private rights of action, which may increase the likelihood of class action litigation, that could also adversely affect our reputation, business, financial condition, and results of operations. The U.S. federal government is also contemplating federal privacy legislation. Our efforts to comply with the CCPA, as modified by the CPRA, and other existing and future legal requirements have required us and will continue to require us to devote significant operational resources and incur significant costs and expenses. Our compliance and oversight efforts regarding privacy, data protection, and security will require significant time and attention from our management and board of directors.

Further, children's privacy has been a focus of recent enforcement activities and subjects our business to potential liability that could adversely affect our business, financial condition, or operating results. Enforcement of COPPA, which requires companies to obtain parental consent before collecting personal information from children known to be under the age of thirteen or from child-directed websites or online services, has increased in recent years, and the FTC has proposed modifications to its rules implementing COPPA that, if implemented, may subject us to additional liability and require us to dedicate additional compliance resources and modify certain policies and practices. In addition, the GDPR prohibits certain processing of the personal information of children under the age of thirteen to sixteen (depending on jurisdiction) without parental consent where consent is used as the lawful basis for processing that personal information. The CCPA, as amended and supplemented by the CPRA, requires companies to obtain the consent of children in California under the age of sixteen (or parental consent for children under the age of thirteen) before selling their personal information. There also may be various laws, regulations, industry standards, codes of conduct, or other actual or asserted obligations relating to children's privacy to which we may be, or be asserted to be, subject, or that may otherwise impact our business and operations. For example, the United Kingdom's Age Appropriate Design Code ("AADC") is one such regulatory framework that has been adopted in the United Kingdom that focuses on online safety and protection of children's privacy online, and similar frameworks are being considered in other jurisdictions. Although we take reasonable efforts to comply with applicable laws and regulations and certain other standards, we may in the future face claims under COPPA, the GDPR, the CCPA, the CPRA, or other laws, regulations, or other actual or asserted obligations relating to children's privacy.

We endeavor to comply with industry standards and are subject to the terms of our privacy-related obligations and commitments to users and third parties. We strive to comply with all applicable laws, policies, legal obligations, and certain industry codes of conduct relating to privacy and data protection, to the extent reasonably attainable. However, it is possible that these or other actual or asserted obligations relating to privacy, data protection, or information security may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. It is also possible that laws, policies, legal obligations, or industry codes of conduct may be implemented, modified, or interpreted, in manners that could prevent us from offering services to categories of users, such as residents of a certain jurisdiction, or may make it costlier or more difficult for us to do so. Any failure or perceived failure by us to comply with our terms of service or privacy policy, or with applicable laws, regulations, or legal, contractual, or other actual or asserted obligations to users or third parties, concerning privacy, information security, data protection, consumer protection, or protection of minors; or our privacy-related legal obligations, or any compromise of security that results, or is perceived to result, in the unauthorized release or

transfer of personal information or other user data, may result in governmental enforcement actions or other proceedings, claims, demands, and litigation by private parties, or public statements against us by consumer advocacy groups or others and could cause our users to lose trust in us, which could adversely affect our business, financial condition, or results of operations. Additionally, if third parties we work with, such as users, developers, vendors, service providers, or other business partners violate applicable laws or our policies, such violations may also put our users' information at risk and could in turn adversely affect our reputation, business, financial condition, and results of operations.

Our business is subject to a variety of U.S. and foreign laws, many of which are unsettled and still developing, which could subject us to claims or otherwise adversely affect our business, financial condition, and results of operations.

We are subject to a variety of laws in the United States and abroad, and it is possible that a number of laws and regulations may be adopted or construed to apply to us in the United States and elsewhere that could affect our business and restrict the advertising ecosystem or development of our technologies, including state and federal laws regarding antitrust, consumer protection, electronic marketing, protection of minors, data protection, and privacy, communications, content suitability, distribution, competition, taxation, intellectual property, machine learning and AI, money transmission, money laundering, investment screening, export, national security, and climate change, which are continuously evolving and developing and any such policy and regulatory changes could impose operational and compliance burdens. The scope and interpretation of the laws that are or may be applicable to us are often uncertain and evolving and may be conflicting, particularly laws outside the United States. There is a risk that existing or future laws may be interpreted in a manner that is not consistent with our current practices and which could adversely affect our business. As our Advertising solutions grow and evolves, including through the use of and integration of AI technologies, and our Advertising solutions and our Apps are used in a greater number of countries and on a larger scale, we may also become subject to new laws and regulations in additional jurisdictions or jurisdictions may claim that we are required to comply with their laws and regulations. The regulation of AI technologies is a relatively new and evolving area of law which we may become subject to as we continue to explore the use of AI technologies in our current and future products. For example, in the EU, the EU Artificial Intelligence Act imposes a regulatory framework for the companies' development and use of AI systems, and numerous state laws have been proposed, and in certain cases enacted, regulating aspects of the development and use of AI systems. Beyond the EU and U.S., many other countries have proposed AI-related legal frameworks. There is a risk that existing or future laws may be interpreted in a manner that is not consistent with our current practices and which could adversely affect our business.

With respect to our Apps, we are potentially subject to a number of foreign and domestic laws and regulations that affect the offering of certain types of content, such as content that depicts violence, the social casino game genre, or loot boxes, many of which are ambiguous or still evolving and could be interpreted in ways that could adversely affect our business or expose us to liability. Some state attorneys general as well as other international regulatory bodies have brought and may continue to bring legal actions against social casino app developers and the third-party distribution platforms for such apps. Further, several jurisdictions have been regulating and continue to regulate the use of loot boxes in mobile games. Loot boxes are a commonly used monetization technique in free-to-play mobile games in which a user can acquire a virtual loot box, typically through mobile game play or by using virtual goods, but the user does not know which virtual good(s) he or she will receive (which may be a common, rare, or extremely rare item, and may be a duplicate of an item the user already has in his or her inventory) until the loot box is opened. The user will always receive one or more virtual goods when he or she opens the loot box, but the user does not know exactly which item(s) until the loot box is opened. In April 2018, each of the Belgian Gaming Commission and the Dutch Gambling Authority declared that loot boxes as implemented in certain games by other companies that they reviewed constituted illegal gambling under each country's laws. Further, the Federal Trade Commission (the "FTC") has examined consumer protection issues related to loot boxes and various other jurisdictions, including certain U.S. states, Australia, Brazil, and the United Kingdom are reviewing or have indicated that they intend to review the legality of loot boxes and whether they constitute gambling. Additionally, in 2021, Germany approved a new Youth Protection Act, that came into effect on May 1, 2021, which makes it unlawful to sell video games that contain loot boxes to minors. In some of our mobile games, certain mechanics may be deemed as "loot boxes". New regulation by the FTC, U.S. states, or other international jurisdictions could require that these game mechanics be modified or removed from games or that such apps be changed entirely, both of which could increase the costs of operating our mobile games, impact user engagement and monetization, or otherwise adversely affect our business. In addition, the increased attention focused upon liability issues as a result of lawsuits and legislative proposals could harm our reputation or otherwise impact the growth of our business. It is difficult to predict how existing or new laws may be applied to these or similar game mechanics or genres. Further, laws or regulations may vary significantly across jurisdictions.

Furthermore, the growth and development of electronic commerce and virtual goods may prompt calls for more stringent consumer protection laws that may impose additional burdens on companies such as ours conducting business through the internet and mobile devices. For example, China implemented a new policy in September 2021 that restricts online gaming for those under age 18 to one hour in the evening on Fridays, weekends and public holidays. We anticipate that scrutiny and regulation of our industry will increase and we will be required to devote legal and other resources to addressing such regulation. For example, existing laws or new laws regarding the marketing of IAPs, labeling of free-to-play mobile games, or regulation of currency, banking institutions, unclaimed property or money transmission may be interpreted to cover our mobile games and the virtual currency, goods, or payments that we receive. We may also expand into new business opportunities that subject us to additional laws and regulations. As such, we may be required to seek licenses, authorizations, or approvals from relevant regulators, the granting of which may be dependent on us meeting certain capital and other requirements and we may be subject to additional regulation and oversight, all of which could significantly increase our operating costs. Changes in current laws or regulations or the imposition of new laws and regulations in the United States or elsewhere regarding these activities may lessen

the growth of the advertising ecosystem. Any costs incurred as a result of adapting to laws and regulations, or as a result of liability in connection therewith, could adversely affect our business, financial condition, reputation and results of operations.

The development and use of AI in our business, combined with an uncertain regulatory environment, may adversely affect our business, reputation, financial condition or results of operations.

We use AI technologies in connection with the development of our Advertising solutions, including our latest AI-powered advertising engine, AXON, and other product offerings, as well as in other aspects of our business, and we will continue to invest in the expansion of our AI capabilities, including possibly generative AI. These technologies are complex and rapidly evolving, and the development of AI technologies can require significant investment. Expanding our AI capabilities subjects us to many of the risks discussed elsewhere in this Risk Factors section, including risks relating to rapid technological change, the highly technical nature of software, and competition.

Additionally, the introduction of AI technologies into new or existing products or other offerings may result in new or enhanced governmental or regulatory scrutiny, litigation, confidentiality, privacy, data protection, or security risks, social or ethical concerns, or other complications that could adversely affect our business, reputation, financial condition or results of operations. The impact of AI technology on intellectual property ownership and licensing rights, including copyright, has not been fully addressed by U.S. courts or other federal or state laws or regulations, and the use of third-party AI technologies in connection with our products and services may result in exposure to claims of copyright infringement or other intellectual property misappropriation. AI technologies, including generative AI, may create content that is, or is perceived to be, deficient, inaccurate, biased, offensive, unethical, or otherwise flawed. Our customers or others may rely on or use this content to their detriment, which may expose us to brand or reputational harm, competitive harm, and/or legal liability.

We are subject to the Foreign Corrupt Practices Act, and similar anti-corruption and anti-bribery laws, and non-compliance with such laws could subject us to criminal penalties or significant fines and adversely affect our business and reputation.

We are subject to the Foreign Corrupt Practices Act (the "FCPA"), the U.S. domestic bribery statute contained in 18 U.S.C. § 201, the U.S. Travel Act, and similar anti-corruption and anti-bribery laws applicable in the jurisdictions in which we conduct business. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years, are interpreted broadly and prohibit companies, their employees, and third party business partners, representatives, and agents from promising, authorizing, making or offering improper payments or other benefits, directly or indirectly, to government officials and others in the private sector in order to influence official action, direct business to any person, gain any improper advantage, or obtain or retain business. As we continue to expand our business internationally, our risks under these laws increase.

We and our employees, third-party business partners, representatives, and agents may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities and we may be held liable for the corrupt or other illegal activities of our employees, third-party business partners, representatives, and agents, even if we do not explicitly authorize such activities. These laws also require that we keep accurate books and records and maintain internal controls and compliance procedures designed to prevent any such actions. While we have policies and procedures to address compliance with such laws, we cannot assure you that our employees, third-party business partners, representatives, and agents will not take actions in violation of our policies or applicable law, for which we may be ultimately held responsible and our exposure for violating these laws increases as our international presence expands and as we increase sales and operations in foreign jurisdictions.

Any allegations or violations of the FCPA or other applicable anti-corruption laws could result in whistleblower complaints, adverse media coverage, investigations, loss of export privileges, severe criminal or civil sanctions, suspension or disbarment from U.S. government contracts, substantial diversion of management's attention, significant legal fees and fines, severe criminal or civil sanctions against us, our officers, or our employees, disgorgement of profits, other sanctions and remedial measures, and prohibitions on the conduct of our business, any of which could adversely affect our reputation, business, financial condition, and results of operations. Responding to any investigation or action will likely result in a significant diversion of management's attention and resources and significant defense costs and other professional fees.

We are subject to governmental export controls and economic sanctions laws that could impair our ability to compete in global markets or subject us to liability if we violate the controls.

Our Advertising solutions and Apps may be subject to U.S. export controls, including the Export Administration Regulations. Under these regulations, exports of our products and services as well as the underlying technology may require export authorizations, including by license, a license exception, or other appropriate government authorizations, and the filing of a classification request or self-classification report to use a license exception, as applicable.

Furthermore, our activities are subject to U.S. economic sanctions laws and regulations administered by the U.S. Department of Treasury's Office of Foreign Assets Control that prohibit the provision of services and the export of hardware, software, and technology to embargoed jurisdictions or sanctioned parties without the required export authorizations. These laws, regulations, and sanctions are rapidly evolving and may be in conflict across international jurisdictions, leading to uncertainty and difficulty in achieving full compliance. Should we violate such existing or similar future sanctions or regulations, we may be subject to substantial monetary fines or suffer reputational damage and other penalties that could negatively impact our business. If we need to obtain any necessary export licenses or other authorizations for a particular sale, the process may be time-consuming and may result in the delay or loss of opportunities to sell our products.

We take precautions to prevent our products and services and the underlying technology from being provided, deployed or used in violation of export control and sanctions laws, including implementation of IP address blocking and sanctioned person screening, and continue to evaluate and further enhance our policies and procedures relating to export control and sanctions compliance. However, we cannot assure you that our policies and procedures relating to export control and sanctions compliance will prevent violations in the future by us or our partners or agents. If we are found to be in violation of U.S. sanctions or export control regulations, including failure to obtain appropriate import, export, or re-export licenses or permits, it can result in significant penalties and government investigations, as well as reputational harm and loss of business. Knowing and willful violations can result in possible incarcerations for responsible employees and managers.

In addition to the United States, various other countries regulate the import and export of certain encryption and other technology, including import and export licensing requirements, and have enacted laws that could limit our ability to distribute our products or could limit our clients' ability to implement our products in those countries. Changes in our Advertising solutions or Apps, or future changes in export and import regulations may create delays in the introduction of our products and the underlying technology in international markets, prevent our clients with global operations from deploying our products globally, or, in some cases, prevent the export or import of our products to certain countries, governments, or persons altogether.

Our growth strategy includes further expanding our operations and client and user base in international markets and acquiring companies that may operate in countries where we do not already do business. Such acquisitions may subject us to additional or expanded export regulations. Further, any change in export or import regulations or controls, economic sanctions or related legislation, or change in the countries, governments, persons, or technologies targeted by such regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential clients with global operations. Any decreased use of our products or limitation on our ability to export or sell our products in major international markets could adversely affect our business, financial condition, and results of operations.

Changes in tax laws or tax rulings could adversely affect our effective tax rates, business, financial condition, and results of operations.

We are subject to tax laws, regulations, and rulings in the United States and numerous foreign jurisdictions. Changes in tax laws or tax rulings, or changes in interpretations of existing laws, in the tax regimes that we are subject to or operate under could cause us to be subject to additional income-based taxes and non-income taxes (such as payroll, sales, use, value-added, digital services, net worth, property, and goods and services taxes), which in turn could adversely affect our financial condition and results of operations. For example, beginning in 2022, the Tax Cuts and Jobs Act of 2017 requires U.S. research and experimental expenditures to be capitalized and amortized ratably over a five-year period. Any such expenditures attributable to research conducted outside the U.S. must be capitalized and amortized over a 15-year period. In addition, the Inflation Reduction Act of 2022 (the "IRA"), enacted in August 2022, imposed a one-percent non-deductible excise tax on repurchases of stock that are made by U.S. publicly traded corporations on or after January 1, 2023, which may affect our share repurchase program. The IRA also imposes a 15% minimum tax on global adjusted financial statement income for tax years beginning after December 31, 2022 for certain large companies. Finally, a number of other countries and organizations such as the Organisation for Economic Cooperation and Development, have enacted changes to existing tax laws or new laws that could impact our tax obligations, including a framework that imposes a 15% global minimum tax, which has been implemented into the domestic laws of some jurisdictions in the European Union, effective for fiscal years beginning on or after December 31, 2023. These or other new rules could result in double taxation of our international earnings. Any significant changes to our future effective tax rate could adversely affect our business, financial condition, and results of operations.

We may have exposure to greater than anticipated tax liabilities.

Our tax obligations are based in part on our corporate operating structure and intercompany arrangements, including the manner in which we develop, value, manage, and use our intellectual property and the valuation of our intercompany transactions. The tax laws applicable to our business, including the laws of the United States and other jurisdictions, are subject to interpretation and certain jurisdictions are aggressively interpreting their laws in new ways in an effort to raise additional tax revenue. Our existing corporate structure and intercompany arrangements have been implemented in a manner we believe is in compliance with current prevailing tax laws. However, the taxing authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology or intercompany arrangements, which could impact our worldwide effective tax rate and adversely affect our financial condition and results of operations. Moreover, changes to our corporate structure and intercompany agreements, including through future acquisitions or divestitures, in addition to changes in domestic or international tax laws (such as the proposed 15% global minimum tax, which has been implemented into the domestic laws of some jurisdictions) could impact our worldwide effective tax rate and adversely affect our business, financial condition, and results of operations.

In addition, we are subject to federal, state, and local taxes in the United States and numerous foreign jurisdictions. Significant judgment is required in evaluating our tax positions and our worldwide provision for (benefit from) taxes. During the ordinary course of business, there are many activities and transactions for which the ultimate tax determination is uncertain. Our tax obligations and effective tax rates could be adversely affected by changes in the relevant tax, accounting, and other laws, regulations, principles, and interpretations, including those relating to income tax nexus, by our earnings being lower than anticipated in jurisdictions where we have lower statutory rates and higher than anticipated in jurisdictions where we have higher statutory rates, and by challenges to our intercompany relationships and transfer pricing arrangements. The relevant taxing authorities may disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a disagreement were to occur, and our position were not sustained, we could be required to pay additional taxes, interest, and

penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our business, with some changes possibly affecting our tax obligations in future or past years. We believe that our financial statements reflect adequate reserves to cover such a contingency, but there can be no assurances in that regard.

Taxing authorities may successfully assert that we should have collected or in the future should collect sales and use, value added or similar taxes, and any such assessments could adversely affect our business, financial condition, and results of operations.

We collect sales tax and value added taxes in a number of jurisdictions. Sales and use, value added, and similar tax laws and rates vary greatly by jurisdiction. Certain jurisdictions in which we do not collect such taxes may assert that such taxes are applicable or that our presence in such jurisdictions is sufficient to require us to collect taxes, which could result in tax assessments, penalties, and interest, and we may be required to collect such taxes in the future. Such tax assessments, penalties, and interest or future requirements may adversely affect our financial condition and results of operations. Further, following the U.S. Supreme Court's ruling in June of 2018 in *South Dakota v. Wayfair, Inc.*, U.S. states may require an out-of-state seller with no in-state property or personnel to collect and remit sales tax on sales to the state's residents, which may permit wider enforcement of sales tax collection requirements. Therefore, the application of existing or future laws relating to sales tax to our business, or the audit of our business and operations with respect to such taxes or challenges of our positions by taxing authorities, all could result in increased tax liabilities for us or our customers, create additional administrative burdens for us, put us at a competitive disadvantage if such states do not impose similar obligations on our competitors, and decrease our future sales, which could adversely affect our business, financial condition, and results of operations.

We may not be able to realize tax savings from our international structure, which could materially and adversely affect our results of operations.

In 2023, we completed an international restructuring that included the inter-entity license of certain intellectual property and other assets used in the business to our Singapore subsidiary. This structure may be challenged by tax authorities, and if such challenges are successful, the tax savings we expect to realize could be adversely affected. If substantial modifications to our international structure or the way we operate our business are made, such as if future acquisitions or divestitures occur, if changes in domestic and international tax laws negatively impact the structure (such as the 15% global minimum tax, which has been implemented into the domestic laws of some jurisdictions), if we do not operate our business consistent with the structure and applicable tax provisions, if we fail to achieve our revenue and profit goals, or if the international structure or our application of arm's-length principles to intercompany arrangements is successfully challenged by the U.S. or foreign tax authorities, our effective tax rate may increase, which could materially and adversely affect our financial condition and results of operations.

If we are found liable for content that is distributed through or advertising that is served through our Advertising solutions or Apps, our business could be adversely affected.

As a distributor of content, we face potential liability for negligence, copyright, patent or trademark infringement, public performance royalties, or other claims based on the nature and content of materials that we distribute. The Digital Millennium Copyright Act (the "DMCA") is intended, in part, to limit the liability of eligible service providers for caching, hosting, or linking to user content that includes materials that infringe copyrights or other rights. We rely on the protections provided by the DMCA in conducting our business. Similarly, Section 230 of the Communications Decency Act ("Section 230") protects online distribution platforms, such as ours, from actions taken under various laws that might otherwise impose liability on the platform provider for what content creators develop or the actions they take or inspire.

However, the DMCA, Section 230, and similar statutes and doctrines that we may rely on in the future are subject to uncertain judicial interpretation and regulatory and legislative amendments. Future regulatory or legislative changes may ultimately require us to take a more active approach towards content moderation, which could diminish the depth, breadth, and variety of content we offer and, in so doing, reduce our revenue. Moreover, the DMCA and Section 230 provide protections primarily in the United States. If the rules around these statutes and doctrines change, if international jurisdictions refuse to apply similar protections, or if a court were to disagree with our application of those rules to our business, we could incur liability and our business could be adversely affected. If we become liable for these types of claims as a result of the content that is included in our Apps or the advertisements that are served through our Advertising solutions, then our business may be adversely affected. Litigation to defend these claims could be costly and the expenses and damages arising from any liability could adversely affect our business. Our insurance may not be adequate to cover these types of claims or any liability that may be imposed on us.

In addition, regardless of any legal protections that may limit our liability for the actions of third parties, we may incur significant legal expenses and other costs if copyright holders assert claims, or commence litigation, alleging copyright infringement against our third-party developers. While we prohibit mobile apps without distribution rights from the copyright holder, and we maintain processes and systems for the reporting and removal of infringing mobile apps, such prohibitions, processes, and systems may not always be successful. If other developers, licensees, platform providers, business partners, and personnel are influenced by the existence of types of claims or proceedings and are deterred from working with us as a consequence, our ability to maintain or expand our business, including through international expansion plans, could be adversely affected.

We have incurred and will continue to incur increased costs and demands upon management as a result of complying with the laws and regulations affecting public companies, which could adversely affect our business, financial condition, and results of operations.

We are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), and the rules and regulations of the SEC and the Nasdaq listing standards. The Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and results of operations. Compliance with these requirements has increased and will continue to increase our legal, accounting, and financial compliance costs and increase demand on our systems, making some activities more time-consuming and costly. We expect these rules and regulations to make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to maintain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as our executive officers. As a public company, we have incurred and expect to incur significant expenses and devote substantial management effort toward ensuring compliance with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act. In addition, as a public company, we may be subject to shareholder activism, which can lead to substantial costs, distract management, and impact the manner in which we operate our business in ways we cannot currently anticipate.

As a result of disclosure of information in our public filings with the SEC as required of a public company, our business and financial condition will become more visible, which we believe may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business, financial condition, and results of operations could be adversely affected, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and our board of directors and adversely affect our business, financial condition, and results of operations.

Legal or regulatory proceedings and settlements could cause us to incur additional expenses or otherwise adversely affect our business, financial condition, and results of operations.

We are involved in or may become involved in claims, suits, government investigations, including formal and informal inquiries from government authorities and regulators, and proceedings arising in the ordinary course of our business, including actions with respect to intellectual property claims, securities claims, privacy, data protection, or law enforcement matters, tax matters, labor and employment claims, commercial and acquisition-related claims, and other matters. We may become the subject of investigations, inquiries, data requests, requests for information, actions, and audits in the United States, Europe, and around the world, particularly in the areas of privacy, data protection, law enforcement, consumer protection, and competition, as we continue to grow and expand our operations. In addition, we are currently, and may in the future be, subject to regulatory orders or consent decrees. For example, data protection, competition, and consumer protection authorities in the European Union have initiated actions, investigations, or administrative orders seeking to restrict the ways in which we collect and use information, or impose sanctions, and other authorities may do the same.

Any such claims, suits, government investigations, and proceedings are inherently uncertain and their results cannot be predicted with certainty. Regardless of their outcomes, such legal or regulatory proceedings can have an adverse impact on us because of legal costs, diversion of management and other personnel attention, and other factors. In addition, it is possible that a resolution of one or more such proceedings could result in substantial costs, civil and criminal liability, penalties, or sanctions, as well as judgments, consent decrees, or orders preventing us from offering certain features, functionalities, products or services, or requiring a change in our business practices, products or technologies, which could adversely affect our reputation, business, financial condition, and results of operations.

Risks Related to Our Intellectual Property

Failure to protect or enforce our proprietary and intellectual property rights or the costs involved in such enforcement could adversely affect our business, financial condition, and results of operations.

We regard our Advertising solutions and Apps and related source code as proprietary and rely on a variety of methods, including a combination of copyright, patent, trademark, and trade secret laws and employee and third-party non-disclosure agreements, to protect our proprietary rights. We view the protection of our trade secrets, copyrights, trademarks, service marks, trade dress, domain names, patents, and other product rights as critical to our success. We strive to protect our intellectual property rights by relying on federal, state, and common law rights, as well as contractual restrictions and business practices. We also enter into confidentiality and invention assignment agreements with our employees and contractors and confidentiality agreements with parties with whom we conduct business in order to limit access to, and disclosure and use of, our proprietary information. However, these contractual arrangements and business practices may not prevent the misappropriation of our proprietary information or deter independent development of similar technologies by others.

We own or license, and pursue the registration of, copyrights, trademarks, service marks, domain names, and patents in the United States and in certain locations outside the United States. This process can be expensive and time-consuming, may not always be successful depending on local laws or other circumstances, and we also may choose not to pursue registrations in every location depending on the nature of the project to which the intellectual property rights pertain. We may, over time, increase our investments in protecting our creative works.

We are aware that some unauthorized copying of our Apps occurs, and if a significantly greater amount of unauthorized copying of our Apps were to occur, it could adversely affect our business. In addition, even if authorized copying of our Apps occurs, third-party platforms may not remove infringing material. We also cannot be certain that existing intellectual property laws will provide adequate protection for our products in connection with emerging technologies. For example, laws relating to intellectual property ownership and license rights, including copyright, with respect to AI and the use of tools containing AI have not been fully interpreted by U.S. courts or been fully addressed by federal and state regulations. As a result, our ability to fully protect our products, technologies and solutions under current and future legal regimes, especially as it relates to AI tools and technologies, may be limited or impacted by future laws, regulations, interpretations or other legislative or judicial actions. Litigation may be necessary to enforce our intellectual property rights, protect our trade secrets, or determine the validity and scope of proprietary rights claimed by others. Any litigation of this nature, regardless of outcome or merit, could result in substantial costs, adverse publicity, and diversion of management and technical resources. If we fail to maintain, protect, and enhance our intellectual property rights, our business, financial condition, and results of operations could be adversely affected.

We are, and may in the future be, subject to intellectual property disputes, which are costly to defend and could require us to pay significant damages and could limit our ability to use certain technologies in the future.

From time to time, we have faced, and we may face in the future, allegations that we have infringed the trademarks, copyrights, patents, and other intellectual property rights of third parties, including from our competitors, non-practicing entities and former employers of our personnel. Intellectual property litigation may be protracted and expensive, and the results are difficult to predict. As the result of any court judgment or settlement, we may be obligated to alter our Advertising solutions or Apps, in a particular geographic region or worldwide, pay royalties or significant settlement costs, purchase licenses, or develop substitutes.

In certain of our agreements, we also indemnify our licensees and other business partners. We may incur significant expenses defending these business partners if they are sued for intellectual property infringement based on allegations related to our technology. If a business partner were to lose a lawsuit and in turn seek indemnification from us, we also could be subject to significant monetary liabilities. In addition, because our Advertising solutions and Apps often involve the use of third-party technology, this increases our exposure to litigation in circumstances where there is a claim of infringement asserted against one of our mobile games or other products and services in question, even if the claim does not pertain to our technology.

Many of our products and services contain open source software, and we license some of our software through open source projects, which may pose particular risks to our proprietary software, products, and services in a manner that could adversely affect our business, financial condition, and results of operations.

We use open source software in our Advertising solutions and Apps and expect to continue to use open source software in the future. In addition, we contribute software source code to open source projects under open source licenses or release internal software projects under open source licenses, and anticipate continuing to do so in the future. The terms of many open source licenses to which we are subject have not been interpreted by U.S. or foreign courts, and there is a risk that open source software licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to provide or distribute our products or services. Additionally, under some open source licenses, if we combine our proprietary software with open source software in a certain manner, third parties may claim ownership of, a license to, or demand release of, the open source software or derivative works that we developed using such software, which could include our proprietary source code. Such third parties may also seek to enforce the terms of the applicable open source license through litigation which, if successful, could require us to make our proprietary software source code freely available, purchase a costly license, or cease offering the implicated products or services unless and until we can re-engineer them to avoid infringement. This re-engineering process could require significant additional research and development resources, and we may not be able to complete it successfully. In addition to risks related to open source license requirements, use of certain open source software may pose greater risks than use of third-party commercial software, since open source licensors generally do not provide warranties or controls on the origin of software and open source software could incorporate AI generated code which may be a result of hallucinatory behavior. Any of these risks could be difficult to eliminate or manage, and, if not addressed, could adversely affect our business, reputation, financial condition, and results of operations.

Our ability to acquire and maintain licenses to intellectual property may affect our business, financial condition, and results of operations. Competition for these licenses may make them more expensive and increase our costs.

While most of the intellectual property we use in our Advertising solutions and Apps is created by us, from time to time, we also acquire rights to third-party intellectual property. Proprietary licenses may limit our use of intellectual property to specific uses and for specific time periods, require time and attention of licensors in providing guidance and related approvals, and include other contractual obligations with which we must comply. Additionally, competition for these licenses is intense and often results in increased advances, minimum payment guarantees, and royalties to the licensor, and as such we may be unable to identify suitable licensing targets or complete licensing arrangements. If we are unable to obtain and remain in compliance with the terms of these licenses or obtain additional licenses on reasonable economic terms, our business and results of operations could be adversely affected. Further, if the mix of IAPs shifts toward mobile games in which we use licensed intellectual property or if we develop additional Apps that require licensing of third-party intellectual property, our overall margins may be reduced due to royalty obligations.

In addition, many of our Apps are built on proprietary source code of third parties, such as Unity Software. Unity Software offers certain solutions that may compete with our offerings. If we are unable to renew licenses to proprietary source code underlying our mobile games, or the terms and conditions of these licenses change at the time of renewal, our business, financial condition, and results of operations could be adversely affected. We rely on third parties, including Unity Software, to maintain versions of their proprietary engines that allow us to distribute our mobile games on multiple platforms. If a third party from whom we license source code discontinues support for one or more of these platforms, our business, financial condition, and results of operations could be adversely affected.

Risks Related to Financial and Accounting Matters

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.

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, and the rules and regulations of the applicable Nasdaq listing standards. We expect that the requirements of these rules and regulations will continue to increase our legal, accounting, and financial compliance costs, make some activities more difficult, time-consuming and costly, and place significant strain on our personnel, systems, and resources.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we will file with the SEC is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that information required to be disclosed in reports under the Exchange Act is accumulated and communicated to our principal executive and financial officers.

In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended, and anticipate that we will continue to expend, significant resources, including accounting-related costs and significant management oversight. If any of these new or improved controls and systems do not perform as expected, we may experience deficiencies in our controls. The effectiveness of our controls and procedures may also be limited by a variety of factors including faulty human judgment and simple errors, omissions or mistakes, fraudulent action of an individual or collusion of two or more people, and inappropriate management override of controls and procedures.

Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. Further, to the extent we acquire other businesses, the acquired company may not have a sufficiently robust system of controls and we may discover deficiencies. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could adversely affect our results of operations or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting also could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we are required to include in our periodic reports that are filed with the SEC. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely cause the market price of our Class A common stock to decline. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on the Nasdaq Global Select Market. As a public company, we are required to provide an annual management report on the effectiveness of our internal control over financial reporting and our independent registered public accounting firm is required to formally attest to the effectiveness of our internal control over financial reporting. Our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our internal control over financial reporting is documented, designed, or operating. Any failure to maintain effective disclosure controls and internal control over financial reporting could adversely affect our business, financial condition, and results of operations and could cause the market price of our Class A common stock to decline.

We rely on assumptions and estimates to calculate certain of our key metrics and real or perceived inaccuracies in such metrics could adversely affect our reputation and our business.

Certain of the metrics that we disclose are calculated using internal company data that has not been independently verified or data from third-party attribution partners. While these metrics and figures are based on what we believe to be reasonable calculations for the applicable period of measurement, there are inherent challenges in measuring these metrics and figures across our worldwide client base and user base. We regularly review and may adjust our processes for calculating our metrics and other figures to improve their accuracy, but these efforts may not prove successful and we may discover material inaccuracies. In addition, our methodology for calculating these metrics may be updated from time to time and may differ from the methodology used by other companies to calculate similar metrics and figures. We may also discover unexpected errors in the data that we are using that resulted from technical or other errors. If we determine that any of our metrics or figures are not accurate, we may be required to revise or cease reporting such metrics or figures. Any real or perceived inaccuracies in our metrics and other figures could harm our reputation and adversely affect our business.

We may be required to record a significant charge to earnings if our goodwill becomes impaired.

We are required under GAAP to review our goodwill for impairment at least annually or more frequently when events or changes in circumstances indicate the carrying value may not be recoverable. Factors that may be considered a change in circumstances, indicating a requirement to reevaluate whether our goodwill continues to be recoverable, include a significant decline in the market price of our Class A common stock and our market capitalization, slower growth rates in our industry, underperformance of certain assets, or other materially adverse events. We may be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our goodwill is determined.

We have a substantial amount of indebtedness and our obligations thereunder may limit our operational flexibility or otherwise adversely affect our business, financial condition, and results of operations.

As of December 31, 2024, we had a total of \$3.6 billion in aggregate principal amount of senior unsecured notes outstanding (the "Senior Notes"). We also had \$1.0 billion of commitments (with a \$100 million letter of credit sublimit) under our senior unsecured credit agreement that provides for an unsecured revolving credit facility (the "Credit Agreement"). As of December 31, 2024, we have no outstanding loans under the Credit Agreement. There can be no assurance that we will be able to repay our indebtedness when due, or that we will be able to refinance this indebtedness on acceptable terms or at all.

Our indebtedness could adversely impact us. For example, these obligations could among other things:

- require us to dedicate a substantial portion of our cash flow from operations to service and repay the indebtedness, reducing the amount of cash flow available for other purposes
- make it difficult for us to pay other obligations;
- increase our cost of borrowing;
- make it difficult to obtain favorable terms for any necessary future financing for working capital, capital expenditures, strategic acquisitions and partnerships, debt service requirements, or other purposes;
- restrict us from making strategic acquisitions and partnerships or cause us to make divestitures or similar transactions;
- adversely affect our liquidity and result in a material adverse effect on our financial condition upon repayment of the indebtedness;
- increase our vulnerability to adverse and economic and industry conditions;
- increase our exposure to interest rate risk from variable rate indebtedness;
- place us at a competitive disadvantage compared to our less leveraged competitors; and
- limit our flexibility in planning for and reacting to changes in our business.

In addition, from time to time we have entered into interest rate swap instruments to limit our exposure to changes in variable interest rates. While our hedging strategy is designed to minimize the impact of increases in interest rates applicable to our variable rate debt, including our credit facility, there can be no guarantee that our hedging strategy will be effective, and we may experience credit-related losses in some circumstances. Upon the occurrence of a change of control repurchase event (as defined in the indenture governing the Senior Notes), we will be required to repurchase the Senior Notes at the option of each holder. We may not have sufficient funds to repurchase the Senior Notes in cash at the time of any change of control repurchase event. Upon the occurrence of a change of control (as defined in the Credit Agreement), the lenders thereunder could accelerate the obligations under the Credit Agreement and terminate the commitments under the Credit Agreement. The indentures governing the Senior Notes also include customary affirmative and negative covenants (including covenants restricting our ability to incur certain liens and enter into sale and leaseback transactions, subject to certain exceptions), events of default, and other customary provisions. The Credit Agreement also imposes restrictions on us and requires us to maintain compliance with specified covenants regardless of whether any amounts are outstanding thereunder. Our ability to comply with these covenants may be affected by market, economic, financial, competitive, legislative, and regulatory factors, as well as other factors that are beyond our control. A breach of any of the covenants in the indentures governing the Senior Notes or the Credit Agreement could result in an event of default, which, if not cured or waived, could trigger acceleration of our indebtedness and an increase in the interest rates applicable to such indebtedness (in the case of the Credit Agreement), and may result in the acceleration of or default under any other debt we may incur in the future to which a cross-acceleration or cross-default provision applies. The acceleration of the indebtedness under the Credit Agreement, the Senior Notes, or under any other indebtedness could have a material and adverse effect on our business, financial condition, and results of operations.

We receive debt ratings from the major credit rating agencies in the United States. Factors that may impact our credit ratings include debt levels, planned asset purchases or sales and near-term and long-term growth opportunities. Liquidity, asset quality and cost structure could also be considered by the rating agencies. The applicable margins with respect to the loans incurred under the Credit Agreement will vary based on our applicable public debt credit ratings assigned by Moody's Investors Service, Inc., Standard & Poor's Financial Services LLC, Fitch's and any successor to each such rating agency business. Moreover, our Senior Notes are currently rated investment-grade by various rating agencies. A ratings downgrade, including any announcement that our ratings are under further review for a downgrade, could adversely impact our ability to access debt markets in the future and increase the cost of current or future debt and may adversely affect our share price.

We may be unable to generate sufficient cash flow to satisfy our significant debt service obligations, which could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and results of operations, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory, and other factors beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, or interest on our indebtedness. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay strategic acquisitions and partnerships, capital expenditures, and payments on account of other obligations, seek additional capital, restructure or refinance our indebtedness, or sell assets. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and could require us to comply with more onerous covenants, which could further restrict our business operations. In addition, we cannot assure you that we will be able to refinance any of our indebtedness on commercially reasonable terms, or at all.

If we are unable to repay or otherwise refinance our indebtedness when due, or if any other event of default is not cured or waived, the applicable lenders or holders could accelerate our outstanding obligations, which could force us into bankruptcy or liquidation. In the event the applicable lenders or holders accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. Any acceleration of amounts due under the agreements governing our indebtedness could have a material and adverse effect on our business.

We may require additional capital to meet our financial obligations and support business growth, and this capital may not be available on acceptable terms or at all.

We intend to continue to make significant investments to support our business growth and may require additional funds to respond to business challenges, including the need to continue to develop our Advertising solutions, enhance our existing Apps and develop new Apps and features, improve our operating infrastructure, or enter into new markets or strategic acquisitions and partnerships. Accordingly, we may need to engage in equity, equity-linked, or debt financings to secure additional funds. Our ability to obtain additional financing that we may choose or need, including for the refinancing of future debt maturities or potential strategic acquisitions and investments, will depend on, among other things, our development efforts, business plans, operating performance, and the condition of the capital markets at the time we seek financing. Also, if we raise additional funds through future issuances of equity or equity-linked securities, our existing stockholders could experience significant dilution, and any new equity securities we issue could have rights, preferences, and privileges superior to those of holders of our Class A common stock. Any debt financing that we secure in the future could involve offering security interests and undertaking restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. Our Credit Agreement, which provides for a revolving credit facility, contains a financial covenant with which we must comply. We may not be able to obtain additional financing on terms favorable to us, if at all. Additionally, if we seek to access additional capital or increase our borrowing, there can be no assurance that financing and credit may be available on favorable terms, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly impaired, and our business, financial condition, or results of operations could be adversely affected.

Risks Related to Ownership of Our Class A Common Stock and Governance

The multi-class structure of our common stock and the Voting Agreement among the Voting Agreement Parties have the effect of concentrating voting power with the Voting Agreement Parties, which will limit your ability to influence the outcome of matters submitted to our stockholders for approval, including the election of our board of directors, the adoption of amendments to our certificate of incorporation and bylaws, and the approval of any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transactions.

We have three classes of common stock. Our Class A common stock has one vote per share, our Class B common stock has 20 votes per share, and our Class C common stock has no voting rights, except as otherwise required by law. Adam Foroughi, our co-founder, CEO, and Chairperson and Herald Chen, a member of our board of directors (collectively with certain affiliates, the "Voting Agreement Parties") together hold all of the issued and outstanding shares of our Class B common stock. As of December 31, 2024, the Voting Agreement Parties collectively held approximately 68% of the voting power of our outstanding capital stock in the aggregate. This voting power includes shares of Class A common stock deemed beneficially owned in accordance with Rule 13d-3(d)(1) under the Exchange Act. The Voting Agreement Parties have entered into a voting agreement (the "Voting Agreement") whereby all Class B common stock held by the Voting Agreement Parties and their respective permitted entities and permitted transferees will be voted as determined by Mr. Foroughi and Mr. Chen. As a result, the Voting Agreement Parties will collectively be able to determine or significantly influence any action requiring the approval of our stockholders, including the election of our board of directors, the adoption of amendments to our certificate of incorporation and bylaws, and the approval of any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction. The Voting Agreement Parties may have interests that differ from yours and may vote in a way with which you disagree, and which may be adverse to your interests. This concentrated control may have the effect of delaying, preventing, or deterring a change in control of our company, could deprive our stockholders of an opportunity to receive a premium for their capital stock as part of a sale of our company, and might ultimately affect the market price of our Class A common stock.

Future transfers by the holders of Class B common stock will generally result in those shares automatically converting into shares of Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning or other transfers among the Voting Agreement Parties. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon certain events specified in our amended and restated certificate of incorporation.

In addition, because our Class C common stock carries no voting rights (except as otherwise required by law), if we issue Class C common stock in the future, the holders of Class B common stock may be able to elect all of our directors and to determine the outcome of most matters submitted to a vote of our stockholders for a longer period of time than would be the case if we issued Class A common stock rather than Class C common stock in such transactions.

We are considered a “controlled company” within the meaning of the Nasdaq corporate governance requirements, and, as a result, we qualify for exemptions from certain corporate governance requirements.

As a result of our multi-class common stock structure and the Voting Agreement among the Voting Agreement Parties, the Voting Agreement Parties collectively hold greater than a majority of the voting power of our outstanding capital stock and the Voting Agreement Parties have the authority to vote the shares of all Class B common stock, subject to the terms of the Voting Agreement, at their discretion on all matters to be voted upon by stockholders. Therefore, we are considered a “controlled company” as that term is set forth in the Nasdaq corporate governance requirements. Under these corporate governance requirements, a company in which over 50% of the voting power for the election of directors is held by an individual, a group, or another company is a “controlled company” and may elect not to comply with certain corporate governance requirements, including:

- the requirement that a majority of its board of directors consist of independent directors;
- the requirement that we have a nominating/corporate governance committee that is comprised entirely of independent directors with a written charter addressing the committee's purpose and responsibilities;
- the requirement that we have a compensation committee that is comprised entirely of independent directors with a written charter addressing the committee's purpose and responsibilities; and
- the requirement for an annual performance evaluation of the nominating and corporate governance and compensation committees.

We do not currently avail ourselves of any of these corporate governance accommodations, though we may do so in the future. In the event that we cease to be a “controlled company” and our Class A common stock continues to be listed on Nasdaq, we will be required to comply with these provisions within the applicable transition periods.

The market price of our Class A common stock could be volatile, and you could lose all or part of your investment.

The market price of our Class A common stock has, and may continue to, fluctuate substantially depending on a number of factors, including those described in this “Risk Factors” section, many of which are beyond our control and may not be related to our operating performance. These fluctuations could cause you to lose all or part of your investment in our Class A common stock. Factors that have in the past caused and could in the future cause fluctuations in the market price of our Class A common stock include the following:

- price and volume fluctuations in the overall stock market from time to time, including fluctuations due to general economic uncertainty or negative market sentiment;
- volatility in the market and trading volumes of technology stocks;
- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- sales of shares of our Class A common stock by us or our stockholders;
- rumors and market speculation involving us or other companies in our industry;
- failure of securities analysts to maintain coverage of us, changes in financial estimates by securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- actual or perceived significant data breaches involving our Advertising solutions or Apps;
- the financial or non-financial metric projections we may provide to the public, any changes in those projections or our failure to meet those projections;
- third-party data published about us or other advertising or mobile gaming companies, whether or not such data accurately reflects circumstances;
- announcements by us or our competitors of new products or services;
- the public's reaction to our press releases, other public announcements, and filings with the SEC;
- fluctuations in the trading volume of shares of our Class A common stock or the size of our public float;

- short selling of our Class A common stock or related derivative securities, and the publication of short seller reports;
- actual or anticipated changes or fluctuations in our results of operations;
- actual or anticipated developments in our business, our competitors' businesses, or the competitive landscape generally;
- our issuance or repurchase of shares of our Class A common stock;
- litigation or regulatory action involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property or other proprietary rights;
- announced or completed acquisitions of businesses or technologies by us or our competitors;
- new laws, regulations or app store policies or new interpretations of existing laws, regulations or app store policies applicable to our business;
- changes in accounting standards, policies, guidelines, interpretations, or principles;
- major catastrophic events in our domestic and foreign markets;
- any significant change in our management; and
- general economic conditions and slow or negative growth of our markets.

In addition, the market price of our Class A common stock has in the past fluctuated and could in the future fluctuate for reasons unrelated to our business, financial condition, or results of operations, including if the market for technology stocks or the stock market in general experiences a loss of investor confidence. The market price of our Class A common stock might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Accordingly, we cannot assure you of the liquidity of any trading market, your ability to sell your shares of our Class A common stock when desired, or the prices that you may obtain for your shares of our Class A common stock.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. If the market price of our Class A common stock is volatile, we may become the target of securities litigation. Securities litigation could result in substantial costs and divert our management's attention and resources from our business. Such litigation could adversely affect our business, financial condition, and results of operations.

We may not realize the anticipated long-term stockholder value of our share repurchase programs and any failure to repurchase our Class A common stock after we have announced our intention to do so may negatively impact our stock price.

In October 2024, our board of directors authorized an increase to our share repurchase program of up to \$2.0 billion, which additional amount may be repurchased from time to time subject to a limitation in any fiscal quarter of the amount of our Free Cash Flow in the preceding fiscal quarter and compliance with applicable law and any contractual restrictions. As of December 31, 2024, \$2.3 billion of Class A common stock was available for repurchase under our share repurchase program. Under this or any other future share repurchase programs, we may make share repurchases through a variety of methods, including open share market purchases, block transactions or privately negotiated transactions, in accordance with applicable federal securities laws. Our share repurchase program has no time limit, does not obligate us to repurchase any specific number of shares and may be suspended at any time at our discretion and without prior notice. The timing and amount of any repurchases, if any, will be subject to liquidity, stock price, market and economic conditions, compliance with applicable legal requirements such as Delaware surplus and solvency tests, compliance with our credit agreement, and other relevant factors. Any failure to repurchase stock after we have announced our intention to do so may negatively impact our reputation and investor confidence in us and may negatively impact our stock price.

The existence of this share repurchase program could cause our stock price to be higher than it otherwise would be and could potentially reduce the market liquidity for our stock. Although this program is intended to enhance long-term stockholder value, there is no assurance it will do so because the market price of our Class A common stock may decline below the levels at which we repurchased shares and short-term stock price fluctuations could reduce the effectiveness of the program.

Repurchasing our Class A common stock will reduce the amount of cash we have available to fund working capital, capital expenditures, strategic acquisitions or business opportunities, and other general corporate requirements, and we may fail to realize the anticipated long-term stockholder value of any share repurchase programs.

The issuance of additional stock in connection with financings, acquisitions, investments, our equity incentive plans, or otherwise will dilute all other stockholders.

Our amended and restated certificate of incorporation authorizes us to issue up to 1,500,000,000 shares of Class A common stock, up to 150,000,000 shares of Class C common stock, and up to 100,000,000 shares of preferred stock with such rights and preferences as may be determined by our board of directors. Subject to compliance with applicable rules and regulations, we may issue shares of Class A common stock or securities convertible into shares of our Class A common stock

from time to time in connection with a financing, acquisition, investment, our equity incentive plans, or otherwise. For example, in connection with our acquisition of Adjust in April 2021, we issued convertible securities that converted into an aggregate of 6,320,688 shares of our Class A common stock. Any such issuance could result in substantial dilution to our existing stockholders and cause the market price of our Class A common stock to decline.

Our multi-class stock structure, the Voting Agreement, and other provisions in our amended and restated certificate of incorporation and amended and restated bylaws could make a merger, tender offer, or proxy contest difficult, thereby depressing the market price of our Class A common stock.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that may make the acquisition of our company more difficult, including the following:

- our multi-class common stock structure and the Voting Agreement, which provide the Voting Agreement Parties with the ability to determine or significantly influence the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the shares of our outstanding common stock;
- vacancies on our board of directors may be filled only by our board of directors and not by stockholders;
- a special meeting of our stockholders may only be called by a majority of our board of directors, the chairperson of our board of directors, our Chief Executive Officer, or our President;
- advance notice procedures apply for stockholders to nominate candidates for election as directors or to bring matters before an annual meeting of stockholders;
- our amended and restated certificate of incorporation does not provide for cumulative voting;
- our amended and restated certificate of incorporation authorizes undesignated preferred stock, the terms of which may be established and shares of which may be issued by our board of directors, without further action by our stockholders;
- after the first date on which the outstanding shares of our Class B common stock represent less than a majority of the total combined voting power of our Class A common stock and our Class B common stock (the "Voting Threshold Date"), our stockholders will only be able to take action at a meeting of stockholders and will not be able to take action by written consent for any matter; and
- certain litigation against us may only be brought in Delaware.

These provisions, alone or together, could discourage, delay, or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect directors of their choosing and to cause us to take other corporate actions they desire, any of which, under certain circumstances, could limit the opportunity for our stockholders to receive a premium for their shares of our Class A common stock, and could also affect the market price of our Class A common stock.

Our amended and restated bylaws designate a state or federal court located within the State of Delaware and the federal district courts of the United States as the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to choose the judicial forum for disputes with us or our directors, officers, or employees.

Our amended and restated bylaws provide that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, or other employees to us or our stockholders, (iii) any action arising pursuant to any provision of the Delaware General Corporation Law, our amended and restated certificate of incorporation, or our amended and restated bylaws, or (iv) any other action asserting a claim that is governed by the internal affairs doctrine shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware), in all cases subject to the court having jurisdiction over indispensable parties named as defendants, and provided that this exclusive forum provision will not apply to suits brought to enforce any liability or duty created by the Exchange Act.

Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions. Accordingly, both state and federal courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our amended and restated bylaws also provide that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. However, while the Delaware Supreme Court ruled in March 2020 that federal forum selection provisions purporting to require claims under the Securities Act be brought in federal court are "facially valid" under Delaware law, there is uncertainty as to whether other courts will enforce our federal forum provision. If the federal forum provision is found to be unenforceable, we may incur additional costs associated with resolving such matters.

Any person or entity purchasing or otherwise acquiring or holding or owning (or continuing to hold or own) any interest in any of our securities shall be deemed to have notice of and consented to the foregoing bylaw provisions. Although we believe

these exclusive forum provisions benefit us by providing increased consistency in the application of Delaware law and federal securities laws in the types of lawsuits to which each applies, the exclusive forum provisions may limit a stockholder's ability to bring a claim in a judicial forum of its choosing for disputes with us or any of our directors, officers, stockholders, or other employees, which may discourage lawsuits with respect to such claims against us and our current and former directors, officers, stockholders, or other employees. Our stockholders will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder as a result of our exclusive forum provisions. Further, in the event a court finds either exclusive forum provision contained in our amended and restated bylaws to be unenforceable or inapplicable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our results of operations.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 1C. Cybersecurity

Risk Management and Strategy.

We have established policies and processes for assessing, identifying, and managing material risk from cybersecurity threats, and have integrated these processes into our overall risk management systems and processes. We routinely assess material risks from cybersecurity threats, including any potential unauthorized occurrence on, or conducted through, our information systems, that may result in adverse effects on the confidentiality, integrity, or availability of our information systems or any information residing therein.

We conduct periodic risk assessments to identify potential cybersecurity threats, as well as assessments in the event of a material change in our business practices that may affect information systems that are vulnerable to such cybersecurity threats. The frequency of these risk assessments is based on the potential risk and criticality to our business systems. The risk assessments include identification of reasonably foreseeable internal and external risks, the likelihood and potential impact and damage that could result from such risks, and the sufficiency of existing policies, procedures, systems, and safeguards in place to manage such risks.

Following these risk assessments, we evaluate how to reasonably address identified gaps in existing safeguards to minimize identified risks and regularly monitor the effectiveness of our safeguards. We devote significant resources and designate high level personnel, including our Head of Information Security and Compliance, to manage the risk assessment and mitigation process.

As part of our overall risk management system, we monitor and test our safeguards, in collaboration with human resources, IT, and management. Personnel at all levels and departments are made aware of our cybersecurity policies and educated about cybersecurity best practices through annual company-wide cybersecurity training, regular phishing simulations and cybersecurity reminders, and role-based training, as appropriate.

Our cybersecurity risk management program is closely based upon recognized frameworks established by the National Institute of Standards and Technology, the International Organization for Standardization and certain other applicable industry standards. In 2024, we obtained our ISO/IEC27001 certification.

We engage consultants and third parties in connection with our risk assessment processes. These providers assist us in evaluating our cybersecurity program, provide support for threat monitoring and detection, and scan for vulnerabilities and other related security events which may pose a risk to the company.

We utilize our third-party risk management program to evaluate the cybersecurity posture of our third-party service providers based on risk, including data and systems access. These processes assist us in identifying and mitigating risks from cybersecurity threats associated with our use of third-party service providers. Where appropriate, we contractually require third-party service providers to implement and maintain appropriate and reasonable security measures in connection with their work with us and consistent with applicable laws, and to promptly report any breach of their security measures or systems that may affect our company.

To date, we have not identified any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to materially affect our company, including our business strategy, results of operations, or financial condition. However, despite our efforts, we cannot eliminate all risks from cybersecurity threats, or provide assurances that we have not experienced cybersecurity incidents. For information about these risks, see Part I, Item 1A, "Risk Factors" in this Annual Report on Form 10-K, including the risk factor entitled "Security breaches, improper access to or disclosure of our data or user data, other hacking and phishing attacks on our systems, or other cyber incidents could harm our reputation and adversely affect our business."

Governance

One of the key functions of our Board of Directors is informed oversight of our risk management process, including risks from cybersecurity threats. Our Board of Directors is responsible for monitoring and assessing strategic risk exposure, and our executive officers are responsible for the day-to-day management of the material risks we face. Our Board of Directors administers its cybersecurity risk oversight function directly as a whole, as well as through the Audit Committee.

Our Head of Information Security and Compliance and our InfoSec management team are primarily responsible for assessing and managing our material risks from cybersecurity threats. Our Head of Information Security and Compliance has over two decades of experience leading cybersecurity, data privacy and risk management programs for large, multi-national organizations and Fortune 500 companies, and CISSP and CRISC certifications. Our InfoSec management team is comprised of qualified cybersecurity professionals whose collective expertise includes penetration testing, cyber threat intelligence, data privacy, information security, and risk and compliance in the healthcare, financial, and technology industries, with certifications such as CISA, CRISC, CISSP, CCSP, CIPP, GIAC, and OSCP.

Our Head of Information Security and Compliance and our InfoSec management team, in partnership with our legal privacy team, oversee our cybersecurity policies and processes, including those described in “Risk Management and Strategy” above. Our Head of Information Security and Compliance and our InfoSec management team are informed about and monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents through their implementation and oversight of safeguards, including through the use of automated tools and manual processes, like security event monitoring, vulnerability scanning, threat analytics, security awareness and training, endpoint security, bug bounty program, offensive security testing, and third-party risk and monitoring.

Our Head of Information Security and Compliance provides quarterly and as needed briefings to the Audit Committee regarding our company's cybersecurity program and information security risks, including any recent AppLovin-related cybersecurity incidents and possible responses, internal and third-party cybersecurity systems testing, third-party risk management, and other topics related to cybersecurity. The Audit Committee provides updates to the Board on such reports. The Company has adopted an escalation process for review of cybersecurity incidents, based on severity level, by an internal cyber task force with oversight by the Audit Committee. In addition, our Head of Information Security and Compliance provides annual briefings to the Board on our cybersecurity program and risks.

Item 2. Properties

Our corporate headquarters is in Palo Alto, California, where we currently lease approximately 72,812 square feet under a lease agreement that expires in May 2028. We also lease and license additional facilities in the United States and internationally, including in Beijing and Shanghai, China; Berlin and Frankfurt, Germany; and Singapore.

We believe that our facilities are suitable to meet our current needs. However, should we need to expand our facilities and add new facilities, we believe that suitable additional or alternative space will be available as needed to accommodate any such growth. If we choose to expand our facilities or locations, we expect to incur additional expenses.

Item 3. Legal Proceedings

From time to time, we may be subject to legal proceedings and claims that arise in the ordinary course of business, as well as governmental and other regulatory investigations and proceedings. In addition, third parties may from time to time assert claims against us in the form of letters and other communications. We are not currently a party to any legal proceedings that, if determined adversely to us, would, in our opinion, have a material adverse effect on our business, financial condition, results of operations, or cash flows. Future litigation may be necessary to defend ourselves and our business partners and to determine the scope, enforceability, and validity of third-party proprietary rights, or to establish our proprietary rights. The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors.

Item 4. Mine Safety Disclosures

Not applicable.

Part II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information for Common Stock

Our Class A common stock is traded on the Nasdaq Global Select Market under the symbol “APP.” Our Class B and Class C common stock are neither listed nor traded.

Holders of Record

As of December 31, 2024, there were approximately 39 stockholders of record of our Class A common stock, 8 stockholders of records of our Class B common stock and no holders of record of our Class C common stock. Because many of our shares of Class A common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders. All shares of Class B common stock are beneficially held by Adam Foroughi and Herald Chen, collectively with certain affiliated trusts.

Dividend Policy

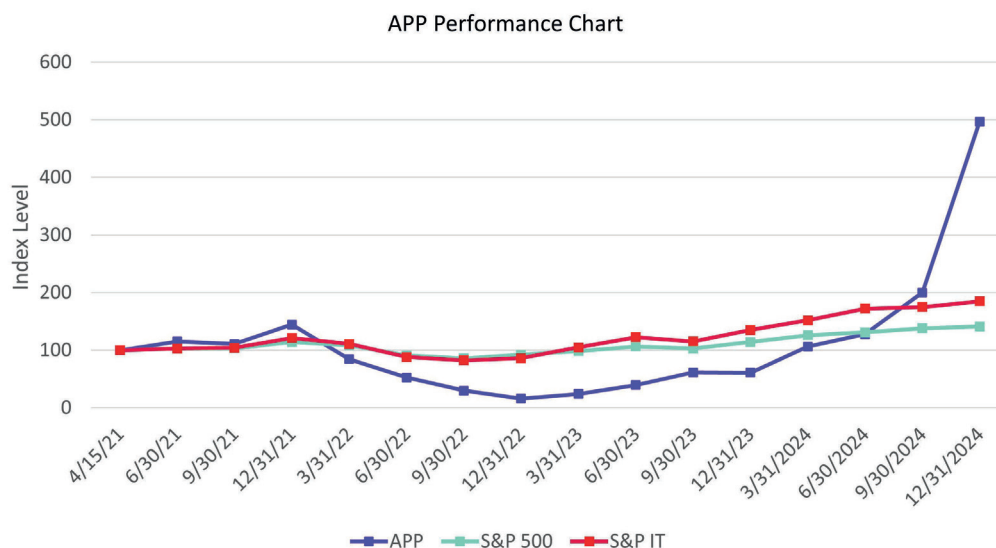
We have never paid cash dividends on our capital stock and we do not anticipate paying any cash dividends in the foreseeable future.

Stock Performance Graph

This performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of AppLovin Corporation under the Securities Act of 1933, as amended (the "Securities Act").

The graph below compares the cumulative total stockholder return on our Class A common stock with the cumulative total return on the Standard & Poor's 500 Stock Index ("S&P 500") and the S&P 500 Information Technology Index ("S&P IT") through December 31, 2024. The graph assumes \$100 was invested at the market close on April 15, 2021, which was the first day our Class A common stock began trading. Data for the S&P 500 and S&P IT assumes reinvestment of dividends. The offering price of our Class A common stock in our initial public offering on April 15, 2021 was \$80.00 per share. The graph uses the closing market price on April 15, 2021 of \$65.20 per share as the initial value of our Class A common stock.

The comparisons in the graph below are based upon historical data and are not indicative of, nor intended to forecast, future performance of our Class A common stock.



Recent Sale of Unregistered Securities and Use of Proceeds

Recent Sale of Unregistered Securities

During the three months ended December 31, 2024, we issued 36,557 shares of our Class A common stock upon the vesting of RSUs under our 2021 Partner Studio Incentive Plan.

The foregoing transactions did not involve any underwriters, any underwriting discounts or commissions, or any public offering. We believe the offer, sale, and issuance of the above securities was exempt from registration under the Securities Act by virtue of Section 4(a)(2) of the Securities Act and Regulation S promulgated under the Securities Act, because the issuance of securities to the recipients did not involve a public offering. The recipients of the securities in the transaction represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, and appropriate legends were placed upon the stock certificates issued in the transaction. All recipients had adequate access, through their relationships with us or otherwise, to information about us. The issuance of these securities was made without any general solicitation or advertising.

Use of Proceeds

None.

Issuer Purchases of Equity Securities

The following table summarizes the share repurchase activity for the three months ended December 31, 2024:

Period	Total Number of Shares Purchased ⁽¹⁾ (in thousands)	Average Price Paid Per Share ⁽²⁾	Total Number of Shares Purchased as Part of Publicly Announced Programs ⁽¹⁾ (in thousands)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program ⁽¹⁾ (in millions)
October 1 - 31	—	\$ —	—	\$ 2,272
November 1 - 30	—	\$ —	—	\$ 2,272
December 1 - 31	—	\$ —	—	\$ 2,272
Total	—	—	—	—

(1) In February 2022, our board of directors authorized a repurchase program of up to \$750.0 million of our Class A common stock. In 2023, our board of directors authorized an increase to the repurchase program of \$743.6 million. In 2024, our board of directors authorized increases to the repurchase program of an aggregate amount of \$3.3 billion. Repurchases may be made from time to time through open market purchases or through privately negotiated transactions, subject to market conditions, applicable legal requirements and other relevant factors. Open market repurchases may be structured to occur in accordance with the requirements of Rule 10b-18. We may also, from time to time, enter into Rule 10b-5 trading plans to facilitate repurchases of shares. The repurchase program does not obligate us to acquire any particular amount of our Class A common stock, has no expiration date and may be modified, suspended, or terminated at any time at our discretion. See Note 10 - Equity of the Notes to the Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K for additional information related to share repurchases.

(2) Average price paid per share includes commissions and fees associated with the repurchases under our repurchase program.

Item 6. [Reserved]

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Factors that could cause or contribute to such differences include those identified below and those discussed in the section titled "Risk Factors" and other parts of this Annual Report on Form 10-K. Our historical results are not necessarily indicative of the results that may be expected for any period in the future.

Overview

Our mission is to create meaningful connections between companies and their ideal customers. We provide end-to-end software and AI-powered solutions for businesses to reach, monetize and grow their global audience. We also operate a portfolio of owned mobile apps and accelerated our market penetration through an active acquisition and partnership strategy. Our scaled business model is intricately linked to the advertising ecosystem, providing a durable competitive advantage. We generate revenue when our advertisers achieve their return on spend targets with our Advertising solutions, ensuring that their success directly fuels our growth.

Since our founding in 2011, we have been focused on building Advertising solutions for advertisers to improve the marketing and monetization of their content. Our founders, who were mobile app developers themselves, quickly realized the real impediment to success and growth in the advertising ecosystem was a discovery and monetization problem—breaking through the congested app stores to efficiently find users and successfully grow their business. Their first-hand experience with these challenges led to the development of our infrastructure and Advertising solutions. We capitalized on our success and understanding of the mobile app ecosystem by entering into the mobile game apps industry in 2018. Our global diversified portfolio of apps now consist of over 200 free-to-play mobile games across five genres, run by ten studios.

For 2024, our revenue grew 43% year-over-year from 2023, from \$3.3 billion in 2023 to \$4.7 billion in 2024. For 2023, our revenue grew 17% year-over-year from 2022, from \$2.8 billion in 2022 to \$3.3 billion in 2023. We generated net income of \$1.6 billion in 2024, net income of \$356.7 million in 2023, and net loss of \$192.9 million in 2022. We generated Adjusted EBITDA of \$2.7 billion, \$1.5 billion, and \$1.1 billion in 2024, 2023, and 2022, respectively. Additionally, we have generated strong cash flows, with net cash provided by operating activities of \$2.1 billion, \$1.1 billion, and \$412.8 million in 2024, 2023, and 2022, respectively. Given our strong financial position, we have been able to reinvest in our expansion and growth, and repurchase and withhold shares of our Class A common stock. See the section titled "Non-GAAP Financial Measures" for a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to net income (loss), the most directly comparable financial measure calculated in accordance with GAAP.

Recent Developments

On February 12, 2025, we announced that we entered into a term sheet for the sale of our mobile gaming business to a privately held company (the "Acquirer") for total consideration of \$900.0 million (the "Term Sheet"). The Term Sheet provides for the total consideration to consist of \$400.0 million in shares of the Acquirer's common equity and \$500.0 million in cash, subject to customary purchase price adjustments. The Term Sheet also provides that the Acquirer will borrow up to \$250.0 million of the cash portion of the total consideration and that, if the Acquirer is unable to obtain such financing, we agree to provide financing in such amount to the Acquirer through the issuance of a promissory note. The Term Sheet is non-binding, except with respect to an agreement by the parties to use commercially reasonable best efforts in good faith to negotiate and finalize definitive agreements for the proposed transaction, a prohibition on us from engaging in discussions or negotiations with any third party other than the Acquirer regarding the sale of our mobile gaming business for a specified period, and customary terms such as fees and expenses, governing law, and termination.

Our Business Model

We collect revenue from Advertising and our Apps. During the twelve months ended December 31, 2024, Advertising Revenue represented 68% of total revenue and Apps Revenue represented 32% of total revenue.

We report our operating results through two reportable segments: Advertising and Apps.

Our CODM, the Chief Executive Officer, evaluates performance of each segment based on several factors, of which the financial measures are segment revenue and segment adjusted EBITDA, as defined in Note 14 to our consolidated financial statements.

The Advertising and Apps segments provide a view into the organization of our business and generate revenue as follows:

Advertising Revenue

We primarily generate Advertising Revenue from fees paid by advertisers who use our Advertising solutions to grow and monetize their content. We are able to grow our Advertising Revenue by improving our various technologies.

Advertising clients include a wide variety of advertisers, from indie developer studios to some of the largest global internet platforms, such as Facebook and Google. We see multiple opportunities to gain new Advertising clients, and to increase spend from existing clients, as we help them grow their businesses and make them more successful.

Our Advertising solutions include AppDiscovery, MAX, Adjust, and Wurl. Clients use AppDiscovery to automate, optimize, and manage their user acquisition investments. They set marketing and user growth goals, and AppDiscovery optimizes their ad spend in an effort to achieve their return on advertising spend targets and other marketing objectives. AppDiscovery comprises the vast majority of Advertising Revenue. Revenue is generated from our advertisers, typically on a performance-basis, and shared with our advertising publishers, typically on a cost per impression model.

Advertising clients use MAX to optimize purchases of app advertising inventory. The MAX tool provides insights to manage against key performance indicators, understand the long-term value of users, and help manage profitability. Revenue from MAX is generated based on a percentage of client spend. As more advertising networks move to in-app real-time bidding, we expect growth in the adoption of, and revenue from, MAX.

Advertising clients use Adjust's measurement and analytics marketing platform to better understand their users' journey while allowing marketers to make smarter decisions through measurement, attribution and fraud prevention. Revenue from Adjust is primarily generated from an annual software subscription fee.

Advertising clients use Wurl's CTV platform to distribute streaming video, maximize Advertising Revenue, and acquire and retain viewers or subscribers. Revenue from Wurl is primarily generated from content companies, typically on a usage-based model.

Apps Revenue

Apps Revenue is generated when a user of one of our Apps makes an in-app purchase ("IAP") and when clients purchase the digital advertising inventory of our portfolio of Apps ("IAA"). We are able to grow our Apps Revenue by adding more apps to our Apps portfolio and increasing engagement on our existing Apps.

Our Apps are generally free-to-play mobile games and generate IAP Revenue through IAPs. IAPs consist of virtual goods used to enhance gameplay, accelerate access to certain features or levels, and augment other mobile game progression opportunities for the user. IAPs drive more engagement and better economics from our Apps. The vast majority of our IAP Revenue flows through two app stores, Apple App Store and Google Play, which charge us a standard commission on IAPs. IAP Revenue represented 68% of total Apps Revenue for the twelve months ended December 31, 2024.

During the twelve months ended December 31, 2024, we had an average of 1.6 million Monthly Active Payers ("MAPs") across our portfolio of Apps. Over that period, we had an Average Revenue Per Monthly Active Payer ("ARPMAP") of \$51. See "Key Metrics" below for additional information on how we calculate MAPs and ARPMAP.

IAA clients that purchase advertising inventory from our Apps are able to target highly relevant users from our diverse and global portfolio of over 200 mobile games. Our clients leverage a broad set of high-performing mobile ad formats, including playable and rewarded video, and are able to match these ads with relevant users resulting in a better return on their advertising

spend. By increasing the number of users and their engagement, as well as better matching ads with the appropriate target audience, we are able to increase our revenue from IAA clients that purchase advertising inventory from our Apps. IAA Revenue represented 32% of total Apps Revenue for the twelve months ended December 31, 2024.

Key Metrics

We review the following key metrics on a regular basis in order to evaluate the health of our business, identify trends affecting our performance, prepare financial projections, and make strategic decisions.

Monthly Active Payers ("MAPs"). We define a MAP as a unique mobile device active on one of our Apps in a month that completed at least one IAP during that time period. A consumer who makes IAPs within two separate Apps on the same mobile device in a monthly period will be counted as two MAPs. MAPs for a particular time period longer than one month are the average MAPs for each month during that period. We estimate the number of MAPs by aggregating certain data from third-party attribution partners.

Average Revenue Per Monthly Active Payer ("ARPMAP"). We define ARPMAP as (i) the total IAP Revenue derived from our Apps in a monthly period, divided by (ii) MAPs in that same period. ARPMAP for a particular time period longer than one month is the average ARPMAP for each month during that period. ARPMAP shows how efficiently we are monetizing each MAP.

The following table shows our Monthly Active Payers and Average Revenue Per Monthly Active Payer for the years ended December 31, 2024, 2023, and 2022:

	Year Ended December 31,		
	2024	2023	2022
Monthly Active Payers (millions)	1.6	1.8	2.3
Average Revenue Per Monthly Active Payer	\$ 51	\$ 46	\$ 43

Our key metrics are not based on any standardized industry methodology and are not necessarily calculated in the same manner or comparable to similarly titled measures presented by other companies. Similarly, our key metrics may differ from estimates published by third parties or from similarly titled metrics of our competitors due to differences in methodology. The numbers that we use to calculate MAPs and ARPMAP are based on internal data. While these numbers are based on what we believe to be reasonable judgments and estimates for the applicable period of measurement, there are inherent challenges in measuring usage and engagement. We regularly review and may adjust our processes for calculating our internal metrics to improve their accuracy.

Non-GAAP Financial Measures

Adjusted EBITDA and Adjusted EBITDA Margin

We define Adjusted EBITDA for a particular period as net income (loss) before interest expense and loss on settlement of debt, other income, net (excluding certain recurring items), provision for (benefit from) income taxes, amortization, depreciation and write-offs and as further adjusted for stock-based compensation expense, acquisition-related expense and transaction bonus, publisher bonuses, MoPub acquisition transition services, restructuring costs, loss on disposal of long-lived assets, and non-operating foreign exchange (gain) losses. We define Adjusted EBITDA margin as Adjusted EBITDA divided by revenue for the same period.

Adjusted EBITDA and Adjusted EBITDA margin are key measures we use to assess our financial performance and are also used for internal planning and forecasting purposes. We believe Adjusted EBITDA and Adjusted EBITDA margin are helpful to investors, analysts, and other interested parties because they can assist in providing a more consistent and comparable overview of our operations across our historical financial periods. In addition, these measures are frequently used by analysts, investors, and other interested parties to evaluate and assess performance. We use Adjusted EBITDA and Adjusted EBITDA margin in conjunction with GAAP measures as part of our overall assessment of our performance, including the preparation of our annual operating budget and quarterly forecasts, to evaluate the effectiveness of our business strategies, and to communicate with our board of directors concerning our financial performance.

Adjusted EBITDA and Adjusted EBITDA margin are non-GAAP financial measures and are presented for supplemental informational purposes only and should not be considered as alternatives or substitutes to financial information presented in accordance with GAAP. These measures have certain limitations in that they do not include the impact of certain expenses that are reflected in our consolidated statement of operations that are necessary to run our business. Our definitions may differ from the definitions used by other companies and therefore comparability may be limited. In addition, other companies may not publish these or similar metrics. Thus, our Adjusted EBITDA and Adjusted EBITDA margin should be considered in addition to, not as substitutes for, or in isolation from, measures prepared in accordance with GAAP.

The following table provides our Adjusted EBITDA and Adjusted EBITDA margin for 2024, 2023, and 2022, and a reconciliation of net income (loss) to Adjusted EBITDA:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands, except percentages)		
Net income (loss)	\$ 1,579,776	\$ 356,711	\$ (192,947)
Adjusted as follows:			
Interest expense and loss on settlement of debt	318,260	275,665	171,863
Other income, net ¹	(25,440)	(7,831)	(18,647)
Provision for (benefit from) income taxes	(3,771)	23,859	(12,230)
Amortization, depreciation and write-offs	448,680	489,008	547,084
Loss on disposal of long-lived assets	1,646	—	127,892
Non-operating foreign exchange (gain) loss	291	(1,224)	(164)
Stock-based compensation	376,455	363,107	191,612
Acquisition-related expense and transaction bonus	885	1,047	21,279
Publisher bonuses ²	—	—	209,635
MoPub acquisition transition services ³	—	—	6,999
Restructuring costs	22,823	2,316	10,834
Adjusted EBITDA	<u>\$ 2,719,605</u>	<u>\$ 1,502,658</u>	<u>\$ 1,063,210</u>
Net income (loss) margin	33.5%	10.9%	(6.8)%
Adjusted EBITDA margin	57.8%	45.8%	37.7%

¹ Excludes recurring operational foreign exchange gains and losses.

² In association with the MoPub acquisition, we incurred certain costs to incentivize publishers to migrate to our MAX mediation solution, including existing publishers of MoPub as well as publishers on other competitor offerings. We have not historically incurred significant publisher migration costs, nor do we currently intend to incur significant publisher migration costs in the future. As such, we have removed the impact of these costs from Adjusted EBITDA.

³ Reflects one-time transition services provided by Twitter to AppLovin.

Free Cash Flow

We define Free Cash Flow as net cash provided by operating activities less purchases of property and equipment and principal payment of finance leases. We use Free Cash Flow to help manage the health of our business, prepare budgets and for capital allocation purposes. We believe Free Cash Flow provides useful supplemental information to help investors understand underlying trends in our business and our liquidity. Free cash flow has certain limitations, including that it does not reflect our future contractual commitments. Our definition may differ from the definitions used by other companies and therefore comparability may be limited. In addition, other companies may not publish Free Cash Flow or similar metrics. Thus, our Free Cash Flow should be considered in addition to, not as a substitute for, or in isolation from, measures prepared in accordance with GAAP.

The following table provides our Free Cash Flow for 2024, 2023, and 2022, and a reconciliation of net cash provided by operating activities to Free Cash Flow:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands)		
Net cash provided by operating activities	\$ 2,099,011	\$ 1,061,510	\$ 412,773
Less:			
Purchase of property and equipment	(4,776)	(4,246)	(662)
Principal payments of finance leases	(20,875)	(20,170)	(24,083)
Free Cash Flow	<u>\$ 2,073,360</u>	<u>\$ 1,037,094</u>	<u>\$ 388,028</u>
Net cash used in investing activities	\$ (106,754)	\$ (77,829)	\$ (1,371,468)
Net cash used in financing activities	\$ (1,749,844)	\$ (1,562,791)	\$ (526,848)

Factors Affecting Our Performance

We believe that the future success of our business depends on many factors, including the factors described below. While each of these factors presents significant opportunities for our business, they also pose important challenges that we must successfully address in order to continue to grow profitably while maintaining strong cash flow.

Continue to invest in innovation

We have made, and intend to continue to make, significant investments in our Advertising solutions to enhance their effectiveness and value proposition for our clients. We expect that these investments will require spending on research and development, and acquisitions and partnerships related to technology components and products. We believe investments in our technology, including our AI-powered advertising engine AXON, AppDiscovery, Adjust, and MAX, will further improve effectiveness for advertisers. In addition, we plan to continue to invest in the AI-based, self-learning capabilities of our advertising recommendation engine, AXON. Our investments will also allow us to enter into and expand into new verticals outside of gaming, such as e-commerce, CTV, original equipment manufacturer ("OEM"), and carrier-related markets. While our investments in research and development and acquisitions and partnerships may not result in revenue in the near term, we believe these investments position us to increase our revenue over time.

Retain and grow existing clients

We rely on existing clients for a significant portion of our revenue. As we improve our Advertising solutions and Apps, we can attract additional spend from these clients. Our clients include indie studio developers and some of the largest advertising platforms in the world. We believe there is significant room for us to further expand our relationships with these clients and increase their usage of our Advertising solutions.

In the past, our clients have generally increased their usage of our Advertising solutions and Apps, and as a result, growth from existing clients has been a primary driver of our revenue growth. We must continue to retain our existing clients and expand their spend with us over time to continue to grow our revenue, increase profitability and drive greater cash flow.

Add new clients globally

Our future success depends in part on our ability to acquire new clients. In 2024, 43% of our revenue was generated from outside of the United States. We believe that the global opportunity is significant and will continue to expand as developers and advertisers outside the United States adopt our Advertising solutions and advertise on our Apps. We also see opportunities to acquire new clients outside of mobile gaming, as the capabilities of our Advertising solutions are relevant to the broader advertising ecosystem. We are investing in direct sales, product development, education, and other capabilities to drive increased awareness and adoption of our Advertising solutions and Apps, which investments may impact our profitability in the near term as we seek further scale.

Continued execution of strategic partnerships

We continue to explore strategic partnership opportunities related to our Software Platform and the expansion of the markets it serves and we may from time to time evaluate strategic acquisitions and partnerships opportunistically. From the beginning of 2018 through 2024, we have invested approximately \$4.1 billion in 33 strategic acquisitions and partnerships with mobile app developers and for technologies or relationships to enhance our Advertising solutions, including the acquisition of MAX in 2018, Adjust in April 2021, MoPub in January 2022, and Wurl in April 2022. We believe our future results of operations will be affected by our ability to continue to identify and execute such strategic transactions that are accretive to our growth and profitability.

Growth and structure of the mobile app and advertising ecosystems

Our business and results of operations will be impacted by industry factors that drive the overall performance of the mobile app and advertising ecosystems. Mobile app developers, including AppLovin, rely on third-party platforms, such as the Apple App Store and Google Play Store, among others, to distribute games, collect payments made for IAPs, and target users with relevant advertising. We expect this to continue for the foreseeable future. These third-party platforms have significant market power and discretion to set platform fees, select which apps to promote, and decide how much consumer information to provide to advertising networks that enable our Advertising solutions to target users with personalized and relevant advertising and allocate marketing campaigns in an efficient and cost-effective manner. Any changes made in the policies of third-party platforms could drive rapid change across the mobile app and advertising ecosystems. For example, in April 2021, Apple started implementing its application tracking transparency framework that, among other things, requires users' opt-in consent for certain types of tracking. While this transparency framework has not had a significant impact on our overall business, it may do so in the future, including with respect to the effectiveness of our advertising practices and/or our ability to efficiently generate revenue for our Apps. We rely in part on Identifier for Advertisers ("IDFA") to provide us with data that helps our Advertising solutions better market and monetize Apps. In light of the IDFA and transparency changes, we made changes to our data collection practices. To the extent we are unable to utilize IDFA or a similar offering, or if the transparency changes and any related opt-in or other requirements result in decreases in the availability or utility of data relating to Apps, our Advertising solutions may not be as effective, we may not be able to continue to efficiently generate revenue for our Apps, and our revenue and results of operations may be harmed. Additionally, Apple implemented new requirements for consumer disclosures regarding privacy and data processing practices in December 2020, which has resulted in increased compliance requirements and could result in decreased usage of our Apps. Apple incorporated new SDK privacy controls into iOS 17, which was released in September 2023, including privacy manifests and signatures designed to allow app developers to outline the data practices for SDKs embedded in their apps, manage tracking domains within SDKs, and curb device fingerprinting by requiring app developers to select allowed reasons for using data received through certain APIs. In February 2022, Google announced its Privacy Sandbox initiative for Android, a multi-year effort expected to restrict tracking activity and limit advertisers' ability to collect app and user data across Android devices. In January 2024, Google commenced rolling out a Chrome feature, called Tracking Protection, which limits

cross-site tracking. In May 2023, Google announced new consent management platform ("CMP") requirements for ads served in the European Economic Area ("EEA") and UK, which requires, as of January 2024, publishers using Google AdSense, Ad Manager, or AdMob to use a CMP that has been certified by Google and has integrated with the Interactive Advertising Bureau's ("IAB") Transparency and Consent Framework when serving ads to users in the EEA or the UK. While to date these third-party platform privacy changes have had some impact on the discoverability of apps across these platforms and have had a relatively muted aggregate impact on our results of operations, the ultimate impact of these or any similar or future changes to the policies of Apple or Google could adversely affect our business, financial condition, and results of operations.

New tools for developers, industry standards, and platforms may emerge in the future. We believe our focus on the advertising ecosystem has allowed us to understand the needs of our clients and our relentless innovation has enabled us to quickly adapt to changes in the industry and pioneer new solutions. We must continue to innovate and stay ahead of developments in the advertising and mobile app ecosystems in order for our business to succeed and our results of operations to continue to improve.

Components of Results of Operations

Revenue

We generate Advertising Revenue primarily from fees collected from advertisers spending on AppDiscovery, typically on a performance basis, then shared with our advertising publishers, typically on a cost per impression basis. Advertising Revenue also includes fees generated based on a percentage of client spend through MAX and subscription fees for Adjust's measurement and analytics marketing platform. Revenue from other services under Advertising was not material.

We generate Apps Revenue from IAPs made by the users within our Apps and from IAA generated from advertisers that purchase advertising inventory from our diverse portfolio of Apps. IAA Revenue from our Apps was 32%, 31%, and 33% of total Apps Revenue in 2024, 2023, and 2022, respectively.

Cost of Revenue and Operating Expenses

Cost of revenue. Cost of revenue consists primarily of payment processing fees related to IAP Revenue, amortization of acquired technology-related intangible assets, amortization of finance lease right-of-use assets related to certain servers and networking equipment and data center costs related primarily to third-party cloud computing services. The fees for IAPs are processed and collected by third-party distribution partners. We expect our cost of revenue to increase in absolute dollars over the long term as our business and revenue continue to grow. We also expect our cost of revenue as a percentage of revenue to fluctuate period-over-period.

Sales and marketing. Sales and marketing expenses consist primarily of user acquisition costs, marketing programs and other advertising expenses, professional services costs related to the marketing of apps by third parties, personnel-related expenses including salaries, employee benefits, and stock-based compensation for employees engaged in sales and marketing activities, amortization of acquired user-related intangible assets, travel and allocated facilities and information technology costs.

We plan to continue to invest in sales and marketing to grow our Advertising customer base and increase brand awareness. We expect sales and marketing expenses to fluctuate period-over-period as we launch new games. We also expect our sales and marketing expenses as a percentage of revenue to fluctuate period-over-period in the near term as we invest to grow our customer base and increase brand awareness, and to decrease over the long term as we benefit from greater scale.

Research and development. Research and development expenses consist primarily of product development costs, including personnel-related expenses such as salaries, employee benefits, and stock-based compensation for employees engaged in research and development activities, professional services costs related to development of new apps by third parties, consulting costs, regulatory compliance costs, and allocated facilities and information technology costs.

We plan to continue to invest in research and development to continue to enhance our Advertising solutions and to improve existing games and develop new games. We expect our research and development expenses as a percentage of revenue to fluctuate period-over-period in the near term as we invest to enhance our Advertising solutions and improve our existing Apps and develop new Apps, and to decrease over the long term as we benefit from greater scale.

General and administrative. General and administrative expenses consist primarily of costs incurred to support our business, including personnel-related expenses such as salaries, employee benefits, and stock-based compensation for employees engaged in finance, accounting, legal, human resources and administration, professional services fees for legal, accounting, recruiting, and administrative services (including acquisition-related expenses), insurance, travel, and allocated facilities and information technology costs.

We plan to continue to invest in our general and administrative function to support the growth of our business. We expect our general and administrative expenses as a percentage of revenue to fluctuate period-over-period in the near term as we invest to support the growth of our business, and to decrease over the long term as we benefit from greater scale.

Other Income and Expenses

Interest expense and loss on settlement of debt. Interest expense and loss on settlement of debt consists primarily of interest expense associated with our outstanding debt, including accretion of debt discount and issuance costs.

Other income, net. Other income, net, primarily includes interest earned on our cash and cash equivalents, fair value adjustments relating to our non-marketable equity securities, and foreign currency gains and losses.

Provision for (benefit from) income taxes. We are subject to income taxes in the United States and foreign jurisdictions in which we do business. These foreign jurisdictions have different statutory tax rates than those in the United States. Additionally, certain of our foreign earnings may also be taxable in the United States. Accordingly, our effective tax rate will vary depending on the relative proportion of foreign to domestic income, impacts from acquisition restructuring, deduction benefits related to foreign-derived intangible income, future changes in the valuation of our deferred tax assets and liabilities, and changes in tax laws. Additionally, our effective tax rate can vary based on the amount of pre-tax income or loss.

Results of Operations

In this section, we discuss the results of our operations for the year ended December 31, 2024 compared to the year ended December 31, 2023.

The following tables summarize our consolidated statement of operations:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands)		
Revenue	\$ 4,709,248	\$ 3,283,087	\$ 2,817,058
Costs and expenses			
Cost of revenue ^{1,2}	1,166,806	1,059,191	1,256,065
Sales and marketing ^{1,2}	849,209	830,718	919,550
Research and development ¹	638,689	592,386	507,607
General and administrative ¹	181,085	152,585	181,627
Total costs and expenses	2,835,789	2,634,880	2,864,849
Income (loss) from operations	1,873,459	648,207	(47,791)
Other income (expense):			
Interest expense and loss on settlement of debt	(318,260)	(275,665)	(171,863)
Other income, net	20,806	8,028	14,477
Total other expense	(297,454)	(267,637)	(157,386)
Income (loss) before income taxes	1,576,005	380,570	(205,177)
Provision for (benefit from) income taxes	(3,771)	23,859	(12,230)
Net income (loss)	\$ 1,579,776	\$ 356,711	\$ (192,947)

¹ Includes stock-based compensation expense as follows:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands)		
Cost of revenue	\$ 5,499	\$ 5,229	\$ 6,307
Sales and marketing	83,435	79,879	41,533
Research and development	239,902	230,806	94,319
General and administrative	47,619	47,193	49,453
Total stock-based compensation	\$ 376,455	\$ 363,107	\$ 191,612

² Includes amortization expense related to acquired intangibles as follows:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands)		
Cost of revenue	\$ 338,380	\$ 382,956	\$ 448,462
Sales and marketing	74,248	67,190	66,173
Total amortization expense related to acquired intangibles	\$ 412,628	\$ 450,146	\$ 514,635

The following table sets forth the components of our consolidated statements of operations for each of the periods presented as a percentage of revenue¹:

	Year Ended December 31,		
	2024	2023	2022
Revenue	100 %	100 %	100 %
Costs and expenses:			
Cost of revenue	25 %	32 %	45 %
Sales and marketing	18 %	25 %	33 %
Research and development	14 %	18 %	18 %
General and administrative	4 %	5 %	6 %
Total costs and expenses	60 %	80 %	102 %
Income (loss) from operations	40 %	20 %	(2)%
Other income (expense):			
Interest expense and loss on settlement of debt	(7)%	(8)%	(6)%
Other income, net	— %	— %	1 %
Total other expense	(6)%	(8)%	(6)%
Income (loss) before income taxes	33 %	12 %	(7)%
Provision for (benefit from) income taxes	— %	1 %	— %
Net income (loss)	34 %	11 %	(7)%

¹ Totals of percentages of revenue may not foot due to rounding.

Comparison of Our Results of Operations for the Twelve Months Ended December 31, 2024, 2023, and 2022

Revenue

	Year Ended December 31,			2023 to 2024 % change	2022 to 2023 % change
	2024	2023	2022		
	(in thousands, except percentages)				
Advertising Revenue	\$ 3,224,058	\$ 1,841,762	\$ 1,049,167	75 %	76 %
In-App Purchases Revenue	1,002,656	989,007	1,179,133	1 %	(16)%
In-App Advertising Revenue	482,534	452,318	588,758	7 %	(23)%
Total Apps Revenue	1,485,190	1,441,325	1,767,891	3 %	(18)%
Total Revenue	\$ 4,709,248	\$ 3,283,087	\$ 2,817,058	43 %	17 %

For the twelve months ended December 31, 2024, our Advertising Revenue increased by \$1.4 billion, or 75%, from the prior year period primarily due to improved AppDiscovery performance, where the volume of installations increased 50% and net revenue per installation increased 22% compared to the prior year period. We do not recognize Advertising Revenue from transactions with our studios.

For the twelve months ended December 31, 2024, our Apps Revenue increased by \$43.9 million, or 3%, from the prior year period. Our IAA Revenue from Apps increased by \$30.2 million, or 7%, compared to the prior year period, due to a 34% increase in the volume of advertising impressions, partially offset by a 20% decrease in price per advertising impression. We do not recognize IAA Revenue from transactions with our studios. For the twelve months ended December 31, 2024, our IAP Revenue from Apps increased by \$13.6 million, or 1%, from the prior year period, primarily due to a 3% increase in price per in-app purchase, partially offset by a 2% decrease in the volume of in-app purchases. We do not recognize IAA Revenue from transactions with our studios.

For the twelve months ended December 31, 2023, our Advertising Revenue increased by \$792.6 million, or 76%, from the prior year period primarily due to publisher bonuses of \$209.6 million accounted for as a reduction to revenue in the prior year period. The increase in Advertising Revenue was also due to improved AppDiscovery performance, where installations increased 17% and net revenue per installation increased 35% compared to the prior year period. We do not recognize Advertising Revenue from transactions with our studios.

For the twelve months ended December 31, 2023, our Apps Revenue decreased by \$326.6 million, or 18%, from the prior year period. For the twelve months ended December 31, 2023, our IAP Revenue from Apps decreased by \$190.1 million, or 16%, from the prior year period, primarily due to a 12% decrease in the volume of IAPs and a 5% decrease in price per IAP. Our IAA Revenue from Apps decreased by \$136.4 million, or 23%, compared to the prior year period, due to a 45% decrease in price per advertising impression, partially offset by a 39% increase in the volume of advertising impressions. We do not recognize IAA Revenue from transactions with our studios.

Cost of revenue

	Year Ended December 31,			2023 to 2024 % change	2022 to 2023 % change
	2024	2023	2022		
	(in thousands, except percentages)				
Cost of revenue	\$ 1,166,806	\$ 1,059,191	\$ 1,256,065	10 %	(16)%
Percentage of revenue	25 %	32 %	45 %		

Cost of revenue in 2024 increased by \$107.6 million, or 10%, compared to 2023. The increase in 2024 was primarily due to an increase in expenses associated with operating our network infrastructure driven by the growth in our Advertising operations of \$141.4 million, partially offset by a decrease of \$44.5 million in amortization and impairment of intangible assets resulting from the end of the useful life of certain intangible assets.

Cost of revenue in 2023 decreased by \$196.9 million, or 16%, compared to 2022. The decrease in 2023 was primarily due to a decrease of \$192.3 million in amortization and impairment of intangible assets resulting from the sale of certain assets within our Apps segment during the second half of 2022 and a decrease of \$50.0 million in third-party payment processing fees as a result of the decline in IAP revenue, offset by an increase in expenses associated with operating our network infrastructure driven by the growth in our Software Platform operations of \$42.7 million.

Sales and marketing

	Year Ended December 31,			2023 to 2024 % change	2022 to 2023 % change
	2024	2023	2022		
	(in thousands, except percentages)				
Sales and marketing	\$ 849,209	\$ 830,718	\$ 919,550	2 %	(10)%
Percentage of revenue	18 %	25 %	33 %		

Sales and marketing expenses in 2024 increased by \$18.5 million, or 2%, compared to 2023 due primarily to an increase of \$10.3 million in depreciation and amortization driven by write-offs of certain intangible assets, an increase of \$9.4 million increase in personnel-related expenses primarily related to an increase in stock-based compensation related payroll costs and an increase of \$9.6 million in professional services costs associated with the marketing of apps by third parties. This was partially offset by a decrease of \$17.9 million in user acquisition costs.

Sales and marketing expenses in 2023 decreased by \$88.8 million, or 10%, compared to 2022 primarily due to a \$126.5 million decrease in user acquisition costs and a \$12.3 million decrease in professional services costs associated with the strategic review and optimization of our Apps segment, offset by a \$47.5 million increase in personnel-related expense primarily due to an increase in stock-based compensation.

Research and development

	Year Ended December 31,			2023 to 2024 % change	2022 to 2023 % change
	2024	2023	2022		
	(in thousands, except percentages)				
Research and development	\$ 638,689	\$ 592,386	\$ 507,607	8 %	17 %
Percentage of revenue	14 %	18 %	18 %		

Research and development expenses in 2024 increased by \$46.3 million, or 8%, compared to 2023. The increase was primarily due to an increase of \$44.9 million in personnel-related expenses related to an increase in stock-based compensation related payroll costs.

Research and development expenses in 2023 increased by \$84.8 million, or 17%, compared to 2022. The increase was primarily due to an increase of \$145.5 million in personnel-related expenses related to an increase in stock-based compensation expense as a result of an increase in headcount, offset by a decrease of \$67.1 million in professional services costs due to the optimization and sale of certain assets within our Apps segment.

General and administrative

	Year Ended December 31,			2023 to 2024 % change	2022 to 2023 % change
	2024	2023	2022		
	(in thousands, except percentages)				
General and administrative	\$ 181,085	\$ 152,585	\$ 181,627	19 %	(16)%
Percentage of revenue	4 %	5 %	6 %		

General and administrative expenses in 2024 increased by \$28.5 million, or 19% compared to 2023. The increase was primarily due to \$12.7 million in personnel-related expenses related to an increase in stock-based compensation related payroll costs and an increase of \$11.7 million in legal-related costs.

General and administrative expenses in 2023 decreased by \$29.0 million, or 16% compared to 2022. The decrease was primarily due to \$12.7 million in acquisition-related costs in 2022 and a decrease of \$6.7 million in professional services costs primarily associated with acquisition support.

Interest expense and loss on settlement of debt

	Year Ended December 31,			2023 to 2024 % change	2022 to 2023 % change
	2024	2023	2022		
	(in thousands, except percentages)				
Interest expense and loss on settlement of debt	\$ (318,260)	\$ (275,665)	\$ (171,863)	15 %	60 %
Percentage of revenue	(7)%	(8)%	(6)%		

In 2024, interest expense and loss on settlement of debt increased by \$42.6 million, or 15%, compared to 2023. This increase was due to loss on extinguishment of debt of \$28.4 million in the current period. In addition, the prior year period includes a net gain of \$15.8 million related to interest rate swaps.

In 2023, interest expense and loss on settlement of debt increased by \$103.8 million, or 60%, compared to 2022. This increase was primary driven by \$99.5 million due to an increase in interest rate and \$4.3 million in loss on settlement of debt resulting from a debt refinancing transaction during the period.

Other income, net

	Year Ended December 31,			2023 to 2024 % change	2022 to 2023 % change
	2024	2023	2022		
	(in thousands, except percentages)				
Other income, net	\$ 20,806	\$ 8,028	\$ 14,477	159 %	(45)%
Percentage of revenue	— %	— %	1 %		

In 2024, other income, net increased by \$12.8 million compared to 2023. The increase was primarily due to the loss on fair value remeasurement of \$20.7 million from the impairment of non-marketable equity securities in the prior year period, partially offset by a decrease in interest income of \$10.2 million due to a reduction in average cash balances held during the period.

In 2023, other income, net decreased by \$6.4 million compared to 2022. The decrease was primarily due to the loss on fair value remeasurement of \$20.7 million from the impairment of non-marketable equity securities and an expense resulting from a debt refinancing transaction of \$11.0 million, offset by an increase in interest income of \$23.2 million and an increase in net foreign currency gains and losses of \$4.4 million.

Provision for (benefit from) Income Taxes

	Year Ended December 31,			2023 to 2024 % change	2022 to 2023 % change
	2024	2023	2022		
(in thousands, except percentages)					
Provision for (benefit from) income taxes . . .	\$ (3,771)	\$ 23,859	\$ (12,230)	(116)%	(295)%
Percentage of revenue	— %	1 %	— %		

In 2024, tax provision for income taxes decreased by \$27.6 million, or 116%, compared to 2023. The decrease in tax provision was primarily driven by an increase of \$172.9 million of stock-based compensation benefit, a benefit of \$123.2 million due to foreign income taxed at a different rate, an increase of \$31.5 million in the research and development credit, offset by an increase of \$251.0 million due to higher pre-tax book income of \$1.6 billion in 2024 as compared to pre-tax book income of \$380.6 million in 2023, and an increase of \$34.7 million related to increase in Global Intangible Low-Taxed Income.

In 2023, tax provision for income taxes increased by \$36.1 million, or 295%, compared to 2022. The increase in tax provision was primarily driven by an increase of \$119.0 million due to the tax impact on the pre-tax income of \$380.6 million in 2023 as compared to pre-tax loss of \$205.2 million in 2022, offset by \$65.7 million related to foreign rate differential and income inclusion, an increase of \$16.5 million related to increase in Global Intangible Low-Taxed Income offset by an increase in foreign tax credit, an increase of \$25.9 million of stock-based compensation benefit, and an increase of \$13.3 million in the research and development credit.

Comparison of our Segment Results of Operations

The following table presents the results for our Advertising and Apps segment adjusted EBITDA for the periods indicated:

	Year Ended December 31,			2023 to 2024 % change	2022 to 2023 % change
	2024	2023	2022		
	(in thousands, except percentages)				
Advertising Adjusted EBITDA	\$ 2,442,597	\$ 1,275,705	\$ 808,415	91 %	58 %
Apps Adjusted EBITDA	\$ 277,008	\$ 226,953	\$ 254,795	22 %	(11)%

Twelve Months Ended December 31, 2024 Compared to Twelve Months Ended December 31, 2023

The \$1.2 billion, or 91%, increase in Advertising Adjusted EBITDA for 2024 was primarily driven by an increase in Advertising Revenue of \$1.4 billion, partially offset by an increase of \$141.3 million in expenses associated with our network infrastructure and an increase of \$33.3 million in personnel-related expenses.

The \$50.1 million, or 22%, increase in Apps Adjusted EBITDA for 2024 was primarily driven by an increase in Apps Revenue of \$43.9 million, a \$17.9 million decrease in user acquisition costs, and a \$7.7 million decrease in third-party payment processing fees paid associated with IAPs, partially offset by an \$18.2 million increase in professional services costs related to marketing, development and maintenance of apps by third parties.

Twelve Months Ended December 31, 2023 Compared to Twelve Months Ended December 31, 2022

The \$467.3 million, or 58%, increase in Advertising Adjusted EBITDA for 2023 was primarily driven by an increase in Advertising Revenue of \$792.6 million, partially offset by an increase of \$49.5 million in expenses associated with our network infrastructure and an increase of \$46.6 million in personnel-related expenses related to an increase in stock-based compensation expense as a result of an increase in headcount. In addition, Advertising Adjusted EBITDA for 2022 has been adjusted to exclude one-time publisher bonuses of \$209.6 million for the year ended December 31, 2022.

The \$27.8 million, or 11%, decrease in Apps Adjusted EBITDA for 2023 was primarily driven by a decrease in Apps Revenue of \$326.6 million, offset by a \$126.7 million decrease in user acquisition costs, an \$84.1 million decrease in professional services costs related to marketing, development and maintenance of apps by third parties, a \$50.0 million decrease in third-party payment processing fees paid associated with IAPs, and a \$15.9 million decrease in personnel-related expenses.

Liquidity and Capital Resources

As of December 31, 2024, we had cash and cash equivalents of \$741.4 million, consisting primarily of cash on deposit with banks and short-term liquid investments in money market deposit accounts. We believe that our existing cash and cash equivalents, cash flows expected to be generated by our operations, and, if necessary, our borrowing capacity under our 2024 Credit Agreement that provides for \$1.0 billion of unsecured revolving credit facility, would be sufficient to satisfy our anticipated working capital and capital expenditures needs for at least the next 12 months. Our future capital requirements will depend on many factors, including our revenue growth rate; sales and marketing activities; timing and extent of spending to support our research and development efforts; capital expenditures to purchase hardware and software; our continued need to invest in our IT infrastructure to support our growth; and the volume and timing of our stock repurchases. In addition, we may enter into additional strategic partnerships as well as agreements to acquire or invest in teams and technologies, including intellectual property rights, which could increase our cash requirements. As a result of these and other factors, we may be required to seek additional equity or debt financing sooner than we currently anticipate. See the section titled "Risk Factors—Risks Related to Financial and Accounting Matters" for more information regarding risks related to liquidity and capital resources.

The following table summarizes our cash flows for the periods indicated:

	Year Ended December 31,		
	2024	2023	2022
(in thousands)			
Net cash provided by operating activities	\$ 2,099,011	\$ 1,061,510	\$ 412,773
Net cash used in investing activities	\$ (106,754)	\$ (77,829)	\$ (1,371,468)
Net cash used in financing activities	\$ (1,749,844)	\$ (1,562,791)	\$ (526,848)

Operating Activities

Net cash provided by operating activities was \$2.1 billion for 2024, primarily consisting of \$1.6 billion of net income, adjusted for certain non-cash items, such as \$448.7 million of amortization, depreciation and write-offs, \$369.4 million of stock-based compensation expense, \$28.4 million of loss on settlement of debt, \$12.7 million of change in operating right of use asset, partially offset by a net decrease in the operating assets and liabilities of \$349.5 million.

Net cash provided by operating activities was \$1.1 billion for 2023, primarily consisting of \$356.7 million of net income, adjusted for certain non-cash items, such as \$489.0 million of amortization, depreciation and write-offs, \$363.1 million of stock-

based compensation expense, \$28.0 million of impairment of non-marketable equity securities, \$17.8 million of change in operating right of use asset, and \$9.4 million of amortization of debt issuance costs and discount partially offset by a net increase in the operating assets and liabilities of \$208.7 million.

The improvement in cash flows from operating activities during 2024 compared to 2023 was primarily due to an increase in cash collection from our customers driven by the increase in revenue, partially offset by higher cash operating expenses, primarily related to data center and payroll related costs, as well as higher interest payments due to an increase of debt.

Investing Activities

Net cash used in investing activities was \$106.8 million for 2024, primarily consisting of \$77.0 million in purchases of non-marketable investments and \$25.6 million related to contingent considerations for prior acquisitions and capitalized software development costs.

Net cash used in investing activities was \$77.8 million for 2023, primarily consisting of \$63.9 million related to contingent considerations for prior acquisitions and capitalized software development costs, and \$17.9 million in purchases of non-marketable investments.

Financing Activities

Net cash used in financing activities was \$1.7 billion for 2024, primarily consisting of \$4.2 billion of principal repayments of debt, \$1.1 billion of payments for withholding taxes related to net share settlement of equity awards, and \$981.3 million of stock repurchases, partially offset by \$4.6 billion of proceeds from issuance of debt.

Net cash used in financing activities was \$1.6 billion for 2023, primarily consisting of \$1.2 billion of stock repurchases, \$498.0 million of principal repayments of debt, and \$246.4 million of payments for withholding taxes related to net share settlement of equity awards, partially offset by \$395.3 million of proceeds from issuance of debt.

Credit Agreement

In December 2024, we entered into an unsecured credit agreement (the "2024 Credit Agreement"), which provided for a \$1.0 billion unsecured revolving credit facility maturing on December 5, 2029, with the option for two one-year extensions as permitted under the agreement. The 2024 Credit Agreement replaced the existing credit agreement, originally entered into in August 2018 and subsequently amended multiple times. As of December 31, 2024, no amounts had been borrowed under the 2024 Credit Agreement. For additional information on the 2024 Credit Agreement, see Note 9 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Long-term Debt

As of December 2024, we had outstanding long-term debt in the form of senior unsecured notes for an aggregate principal amount of \$3.6 billion. These notes were issued in multiple series, which mature from 2029 to 2035 and bear fixed annual interest rates ranging from 5.125% to 5.950%, with interest payments due semi-annually in arrears on June 1 and December 1 of each year, beginning on June 1, 2025. For additional information, see Note 9 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Stock Repurchase Program

During 2024, our board of directors authorized increases to our stock repurchase program of an aggregate amount of \$3.3 billion, which additional amount may be repurchased from time to time subject to a limitation in any fiscal quarter of the amount of our Free Cash Flow in the preceding fiscal quarter and compliance with applicable law and any contractual restrictions. As of December 31, 2024, \$2.3 billion remained available and authorized for repurchases under our stock repurchase program. For additional information on the stock repurchase program, see Note 10 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Contractual Obligations

As of December 31, 2024, we had non-cancellable purchase obligations primarily related to an agreement for third-party cloud computing services of \$1.2 billion, with \$438.9 million payable within twelve months. For additional information, see Note 5 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

As of December 31, 2024, we had non-cancelable payments related to leases of servers and networking equipment of \$184.1 million, with \$30.5 million payable within twelve months. For additional information, see Note 8 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

As of December 31, 2024, we had non-cancellable payments related to leases of office facilities of \$51.4 million, with \$16.8 million payable within twelve months. For additional information, see Note 8 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

As of December 31, 2024, we had unfunded commitments of \$21.5 million related to investments in certain private equity funds, which may be called from time to time by the funds. For additional information, see Note 3 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

As of December 31, 2024, we had a non-cancelable payment related to a third-party intellectual property license of \$12.8 million, which was paid in January 2025.

As of December 31, 2024, we had certain contingent consideration arrangements related to our prior acquisitions, with payouts contingent on the profit or revenue generated by the relevant Apps. We do not expect these payouts to have a material impact on our cash flows.

Taxes

As of December 31, 2024, we had recorded liabilities of \$60.9 million related to uncertain tax positions. Due to uncertainties in the timing of potential tax audits, the timing of the resolution of these positions is uncertain and we are unable to make a reasonable estimate of the timing of payments in individual years particularly beyond 12 months.

Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with GAAP. The preparation of our consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities revenue, expenses and related disclosures. On an ongoing basis, we evaluate our estimates based on assumptions that are believed to be reasonable under the circumstances. These estimates are inherently subject to judgment and actual results could differ materially from those estimates.

An accounting estimate is considered critical if it involves significant subjectivity and judgment, and if changes in the estimate have had or are reasonably likely to have a material effect on our consolidated financial statements. We believe the following estimates are subject to a greater degree of judgment and complexity and have the greatest potential impact on our consolidated financial statements. For additional information on all of our significant accounting policies, see Note 2 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Goodwill and Intangible Assets

We assess goodwill for impairment at the reporting unit level annually during the fourth quarter, or more frequently if events or changes in circumstances indicate potential impairment. Similarly, we evaluate intangible assets for impairment at the asset group level whenever indications suggest that their carrying amounts may not be recoverable. These impairment assessments involve both qualitative and quantitative evaluations.

The qualitative evaluation considers factors such as financial performance, macroeconomic conditions, industry trends, and other relevant events that may impact an reporting unit or asset group. If qualitative assessments suggest a potential impairment, we proceed with a quantitative assessment, which involves significant estimates and assumptions including projected future cash flows, risk-adjusted discount rates, economic and market conditions, and appropriate market comparables, among others. Additionally, we apply judgment and assumptions in allocating shared assets and liabilities to determine the carrying values of each reporting unit or asset group. Furthermore, we review and reassess the estimated remaining useful lives of intangible assets if significant events or changes in circumstances indicate a need to revise the remaining amortization periods.

Stock-Based Compensation

We measure and recognize stock-based compensation expense for share-based awards, primarily including restricted stock units ("RSUs"), performance-based RSUs with both service and market-based conditions, stock options and stock purchase rights granted under the Employee Stock Purchase Plan, based on the grant-date fair value of the awards. To estimate the grant-date fair value, we may use different valuation models such as the Black-Scholes option valuation model or the Monte Carlo valuation model that require various assumptions including, among others, the expected stock price volatility, the risk-free interest rate, the expected dividend yield, the discount for awards subject to post-vesting restrictions.

Income Taxes

We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, we determine deferred tax assets and liabilities on the basis of the differences between the financial statement and tax bases of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

We recognize deferred tax assets to the extent that these assets are more likely than not to be realized. In making such a determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If we determine that we would be able to realize deferred tax assets in the future in excess of their net recorded amount, an adjustment to the deferred tax asset valuation allowance would be made to reduce the provision for income taxes.

We record uncertain tax positions on the basis of a two-step process in which determinations are made (i) whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (ii) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50% likely to be realized upon ultimate settlement with a tax authority.

We recognize interest and penalties related to unrecognized tax benefits in the income tax expense line in our consolidated statement of operations. Accrued interest and penalties are included in the other non-current liabilities line in the consolidated balance sheet.

Recent Accounting Pronouncements

See Note 2 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for recently adopted accounting pronouncements and recently issued accounting pronouncements not yet adopted as of the dates of the statement of financial position included in this Annual Report on 10-K.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks in the ordinary course of our business, which primarily relate to fluctuations in interest rates and foreign exchange.

Interest Rate Fluctuation Risk

As of December 31, 2024, we had unrestricted cash and cash equivalents of \$741.4 million. A hypothetical 100 basis point increase in interest rates would not have a material impact on our financial condition or results of operations due to the short-term nature of our cash equivalents.

The Senior Notes have fixed annual interest rates, and therefore we do not have economic interest rate exposure on these debt obligations. However, the fair values of the Senior Notes are exposed to interest rate risk. Generally, the fair values of the Senior Notes will increase as interest rates fall and decrease as interest rates rise.

Future borrowings under our 2024 Credit Agreement will bear interest, which varies based on the underlying index rates. Because the interest rates applicable to borrowings under the 2024 Credit Agreement are variable, we are exposed to market risk from changes in the underlying index rates, which affect our cost of borrowing.

For additional information, see Note 9 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Foreign Currency Exchange Risk

Translation Exposure

We are exposed to foreign exchange rate fluctuations as we translate the financial statements of our foreign subsidiaries into U.S. dollars in consolidation. If there is a change in foreign currency exchange rates, the translating adjustments resulting from the conversion of our foreign subsidiaries' financial statements into U.S. dollars would result in a gain or loss recorded as a component of accumulated other comprehensive income (loss), which is part of stockholders' equity. We are also exposed to fluctuations in our net income (loss) as a result of transaction gains or losses related to remeasuring monetary asset and liability balances that are denominated in currencies other than the functional currency of the entities in which they are recorded. Accordingly, changes in exchange rates may negatively affect our future revenue and other results of operations as expressed in U.S. dollars. At this time, we do not, but we may in the future, enter into derivatives or other financial instruments in an attempt to hedge our foreign currency exchange risk. Foreign currency transaction gains and losses were not material for the year ended December 31, 2024, 2023, or 2022.

Item 8. Financial Statements and Supplementary Data

**APPLOVIN CORPORATION
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of AppLovin Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of AppLovin Corporation and subsidiaries (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of operations, comprehensive income (loss), redeemable noncontrolling interest and stockholders' equity, and cash flows, for each of the three years in the period ended December 31, 2024, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 27, 2025, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the US federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Performance-based Restricted Stock Units - Refer to Note 2 and Note 11 to the financial statements

Critical Audit Matter Description

In November 2024, the Company granted performance-based restricted stock units ("PSUs") which are eligible to vest based on the achievement of certain stock price targets and the satisfaction of service conditions. The grant date fair value of the PSUs is \$36.1 million.

A Monte Carlo simulation was utilized to determine the grant date fair value. The Monte Carlo simulation model utilized the stock price on the date of grant, expected volatility, risk-free interest rate, discount for lack of marketability and dividend yield to calculate the grant date fair value. The assumptions used in the Monte Carlo simulation model had a significant effect on the grant date fair value of the PSUs.

Given the level of judgment involved by management, which included the use of a specialist to determine the grant date fair value of the PSUs and the derived service period, our audit procedures required a high degree of auditor judgment and increased extent of effort, including the need to involve our fair value specialists.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the valuation of the PSUs included the following, among others:

- We tested the design and operating effectiveness of the Company's internal controls over the determination of the grant date fair value of the PSUs.
- We inquired of management the key valuation assumptions and the Monte Carlo simulation model methodology used in the determination of the grant date fair value of the PSUs.

- We performed risk assessment procedures over the valuation assumptions and performed a sensitivity analysis to understand the impacts of the valuation assumptions used.
- We tested the accuracy of the data used in measuring the awards by agreeing the underlying inputs, such as the grant date, and the stock price, among others, back to source documents, such as grant agreements.
- We evaluated the qualifications of the Company's specialists by assessing their certifications and determining whether they meet the qualifications necessary to perform independent PSU valuations.
- With the assistance of our fair value specialists, we evaluated management's valuation of the PSUs by:
 - I. Evaluating the Monte Carlo simulation model methodology and the reasonableness of the valuation assumptions, including the stock price on the date of grant, expected volatility, risk-free interest rate, discount for lack of marketability, and dividend yield.
 - II. Independently developing the Monte Carlo simulation model and independently calculating valuation inputs.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
February 27, 2025

We have served as the Company's auditor since 2015.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of AppLovin Corporation

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of AppLovin Corporation and subsidiaries (the “Company”) as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2024, of the Company and our report dated February 27, 2025, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
February 27, 2025

AppLovin Corporation
Consolidated Balance Sheets
(In thousands, except share and per share data)

	As of December 31,	
	2024	2023
Assets		
Current assets:		
Cash and cash equivalents	\$ 741,411	\$ 502,152
Accounts receivable, net	1,414,246	953,810
Prepaid expenses and other current assets	156,533	160,201
Total current assets	2,312,190	1,616,163
Property and equipment, net	160,530	173,331
Operating lease right-of-use assets	38,069	48,210
Goodwill	1,803,426	1,842,850
Intangible assets, net	896,677	1,292,635
Other assets	658,367	385,998
Total assets	<u>\$ 5,869,259</u>	<u>\$ 5,359,187</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 563,427	\$ 371,702
Accrued and other current liabilities	409,392	265,256
Short-term debt	—	215,000
Deferred revenue	69,839	78,559
Operating lease liabilities, current	14,814	13,605
Total current liabilities	1,057,472	944,122
Long-term debt	3,508,983	2,905,906
Operating lease liabilities, non-current	32,608	42,905
Other non-current liabilities	180,378	209,925
Total liabilities	<u>4,779,441</u>	<u>4,102,858</u>
Commitments and contingencies (Note 5)		
Stockholders' equity:		
Preferred stock, \$0.00003 par value—100,000,000 shares authorized, no shares issued and outstanding as of December 31, 2024 and 2023	—	—
Class A, Class B, and Class C Common stock, \$0.00003 par value—1,850,000,000 (Class A 1,500,000,000, Class B 200,000,000, Class C 150,000,000) shares authorized, 340,041,739 (Class A 309,353,198, Class B 30,688,541, Class C nil) and 339,886,712 (Class A 268,774,090, Class B 71,112,622, Class C nil) shares issued and outstanding as of December 31, 2024 and 2023, respectively	11	11
Additional paid-in capital	593,699	2,134,581
Accumulated other comprehensive loss	(103,096)	(65,274)
Retained earnings (Accumulated deficit)	599,204	(812,989)
Total stockholders' equity	<u>1,089,818</u>	<u>1,256,329</u>
Total liabilities and stockholders' equity	<u>\$ 5,869,259</u>	<u>\$ 5,359,187</u>

See Accompanying Notes to Consolidated Financial Statements.

AppLovin Corporation
Consolidated Statements of Operations
(In thousands, except share and per share data)

	Year Ended December 31,		
	2024	2023	2022
Revenue	\$ 4,709,248	\$ 3,283,087	\$ 2,817,058
Costs and expenses:			
Cost of revenue	1,166,806	1,059,191	1,256,065
Sales and marketing	849,209	830,718	919,550
Research and development	638,689	592,386	507,607
General and administrative	181,085	152,585	181,627
Total costs and expenses	2,835,789	2,634,880	2,864,849
Income (loss) from operations	1,873,459	648,207	(47,791)
Other income (expense):			
Interest expense and loss on settlement of debt	(318,260)	(275,665)	(171,863)
Other income, net	20,806	8,028	14,477
Total other expense, net	(297,454)	(267,637)	(157,386)
Income (loss) before income taxes	1,576,005	380,570	(205,177)
Provision for (benefit from) income taxes	(3,771)	23,859	(12,230)
Net income (loss)	1,579,776	356,711	(192,947)
Less: Net loss attributable to noncontrolling interest	—	—	(201)
Net income (loss) attributable to AppLovin	\$ 1,579,776	\$ 356,711	\$ (192,746)
Less: Net income attributable to participating securities	2,717	1,769	—
Net income (loss) attributable to common stock—Basic	\$ 1,577,059	\$ 354,942	\$ (192,746)
Net income (loss) attributable to common stock—Diluted	\$ 1,577,144	\$ 354,993	\$ (192,746)
Net income (loss) per share attributable to Class A and Class B common stockholders:			
Basic	\$ 4.68	\$ 1.01	\$ (0.52)
Diluted	\$ 4.53	\$ 0.98	\$ (0.52)
Weighted-average common shares used to compute net income (loss) per share attributable to Class A and Class B common stockholders:			
Basic	336,921,483	351,952,187	371,568,011
Diluted	347,807,555	362,589,246	371,568,011

See Accompanying Notes to Consolidated Financial Statements.

AppLovin Corporation
Consolidated Statements of Comprehensive Income (Loss)
(In thousands)

	Year Ended December 31,		
	2024	2023	2022
Net income (loss)	\$ 1,579,776	\$ 356,711	\$ (192,947)
Other comprehensive income (loss):			
Foreign currency translation adjustment, net of tax	(37,822)	18,108	(37,928)
Other comprehensive income (loss), net of tax	(37,822)	18,108	(37,928)
Comprehensive income (loss) including noncontrolling interest	1,541,954	374,819	(230,875)
Less: Comprehensive loss attributable to noncontrolling interest	—	—	(201)
Comprehensive income (loss) attributable to AppLovin	<u>\$ 1,541,954</u>	<u>\$ 374,819</u>	<u>\$ (230,674)</u>

See Accompanying Notes to Consolidated Financial Statements.

AppLovin Corporation
Consolidated Statements of Redeemable Noncontrolling Interest and Stockholders' Equity
(In thousands, except share data)

	Redeemable Noncontrolling Interest	Class A and Class B Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Total Stockholders' Equity
		Shares	Amount				
Balances as of December 31, 2021	\$ 201	375,089,360	\$ 11	\$ 3,160,487	\$ (45,454)	\$ (976,954)	\$ 2,138,090
Stock issued in connection with equity awards	—	6,780,460	—	30,547	—	—	30,547
Shares withheld related to net share settlement of equity awards	—	(1,186,147)	—	(27,535)	—	—	(27,535)
Repurchase of Class A common stock	—	(9,389,682)	—	(338,880)	—	—	(338,880)
Issuance of Class A common stock in connection with acquisitions	—	2,579,692	—	137,422	—	—	137,422
Stock-based compensation	—	—	—	193,707	—	—	193,707
Other comprehensive loss, net of tax	—	—	—	—	(37,928)	—	(37,928)
Net loss	(201)	—	—	—	—	(192,746)	(192,746)
Balances as of December 31, 2022	—	373,873,683	11	3,155,748	(83,382)	(1,169,700)	1,902,677
Stock issued in connection with equity awards	—	20,319,859	—	25,998	—	—	25,998
Shares withheld related to net share settlement of equity awards	—	(7,641,545)	—	(246,435)	—	—	(246,435)
Repurchase of Class A common stock	—	(46,665,285)	—	(1,153,593)	—	—	(1,153,593)
Stock-based compensation	—	—	—	352,863	—	—	352,863
Other comprehensive income, net of tax	—	—	—	—	18,108	—	18,108
Net income	—	—	—	—	—	356,711	356,711
Balances as of December 31, 2023	—	339,886,712	11	2,134,581	(65,274)	(812,989)	1,256,329
Stock issued in connection with equity awards	—	25,821,647	—	55,596	—	—	55,596
Shares withheld related to net share settlement of equity awards	—	(9,585,212)	—	(1,152,131)	—	—	(1,152,131)
Repurchase of Class A common stock	—	(16,081,408)	—	(813,714)	—	(167,583)	(981,297)
Stock-based compensation	—	—	—	369,367	—	—	369,367
Other comprehensive loss, net of tax	—	—	—	—	(37,822)	—	(37,822)
Net income	—	—	—	—	—	1,579,776	1,579,776
Balances as of December 31, 2024	\$ —	340,041,739	\$ 11	\$ 593,699	\$ (103,096)	\$ 599,204	\$ 1,089,818

See Accompanying Notes to Consolidated Financial Statements.

AppLovin Corporation
Consolidated Statements of Cash Flows
(In thousands)

	Year Ended December 31,		
	2024	2023	2022
Operating Activities			
Net income (loss)	\$ 1,579,776	\$ 356,711	\$ (192,947)
Adjustments to reconcile net income (loss) to operating activities:			
Amortization, depreciation and write-offs	448,680	489,008	547,084
Stock-based compensation, excluding cash-settled awards	369,367	363,107	191,612
Impairment of investments	—	27,953	—
Loss on settlement of debt	28,375	4,337	—
Change in operating right-of-use assets	12,689	17,842	17,107
Amortization of debt issuance costs and discount	5,460	9,363	12,678
Loss on disposal of long-lived assets	1,646	—	127,892
Other	2,557	1,863	1,786
Changes in operating assets and liabilities:			
Accounts receivable	(467,028)	(261,279)	(174,829)
Prepaid expenses and other current assets	4,056	(12,280)	(3,725)
Other assets	(189,387)	(121,688)	(77,343)
Accounts payable	189,585	98,574	3,479
Operating lease liabilities	(14,106)	(18,612)	(18,898)
Accrued and other liabilities	133,974	92,754	(6,412)
Deferred revenue	(6,633)	13,857	(14,711)
Net cash provided by operating activities	2,099,011	1,061,510	412,773
Investing Activities			
Purchase of non-marketable equity securities	(76,983)	(17,934)	(66,342)
Acquisitions of businesses and intangible assets	(25,553)	(63,899)	(1,345,776)
Purchase of property and equipment	(4,776)	(4,246)	(662)
Proceeds from sale of assets and other	558	8,250	41,312
Net cash used in investing activities	(106,754)	(77,829)	(1,371,468)
Financing Activities			
Principal repayments of debt	(4,225,223)	(497,994)	(25,810)
Payments of withholding taxes related to net share settlement	(1,143,525)	(246,435)	(27,535)
Repurchases of common stock	(981,297)	(1,153,593)	(338,880)
Payments of deferred acquisition costs	—	(33,903)	(124,184)
Payments of licensed asset obligation	—	(27,110)	(17,374)
Payments of debt issuance cost	(35,563)	(4,655)	—
Principal payments of finance leases	(20,875)	(20,170)	(24,083)
Proceeds from issuance of debt	4,614,841	395,281	—
Proceeds from issuance of common stock upon exercise of stock options and purchase of ESPP shares	41,798	25,788	31,018
Net cash used in financing activities	(1,749,844)	(1,562,791)	(526,848)
Effect of foreign exchange rate on cash, cash equivalents, and restricted cash equivalents	(3,154)	778	(4,477)
Net (decrease) increase in cash, cash equivalents, and restricted cash equivalents	239,259	(578,332)	(1,490,020)
Cash, cash equivalents, and restricted cash equivalents at beginning of the period	502,152	1,080,484	2,570,504
Cash and cash equivalents at end of the period	\$ 741,411	\$ 502,152	\$ 1,080,484

See Accompanying Notes to Consolidated Financial Statements.

AppLovin Corporation
Consolidated Statement of Cash Flows
(In thousands)

	Year Ended December 31,		
	2024	2023	2022
Supplemental non-cash investing and financing activities disclosures:			
Right-of-use assets acquired under finance leases	\$ 20,874	\$ 113,440	\$ 46,108
Right-of-use assets acquired under operating leases	\$ 5,451	\$ 6,471	\$ 7,105
Accrued withholding taxes related to net share settlement of restricted stock units	\$ 8,606	\$ —	\$ —
Issuance of common stock and common stock warrants in connection with acquisitions	\$ —	\$ —	\$ 137,422
Acquisitions not yet paid	\$ —	\$ —	\$ 31,045
Assets acquired not yet paid	\$ 510	\$ —	\$ 33,566
Proceeds from sale of long-lived assets not yet received	\$ —	\$ —	\$ 7,000
Supplemental disclosure of cash flow information:			
Cash paid for income taxes, net of refunds	\$ 67,332	\$ 75,433	\$ 86,264
Cash paid for interest	\$ 270,615	\$ 248,828	\$ 165,959

See Accompanying Notes to Consolidated Financial Statements.

APLOVIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Description of Business

AppLovin Corporation (the "Company" or "AppLovin") was incorporated in the state of Delaware on July 18, 2011. The Company is a leader in the advertising ecosystem providing end-to-end Advertising solutions that allow businesses to reach, monetize and grow their global audiences. The Company also has a globally diversified portfolio of apps—free-to-play mobile games that it operates through its owned or partner studios.

The Company is headquartered in Palo Alto, California, and has several operating locations in the U.S. as well as various international office locations in North America, Asia, and Europe.

The Company reports financial results under two segments: Advertising and Apps. Concurrent with this Form 10-K filing, the Company renamed the segment formerly known as Software Platform to Advertising. The segment name change did not result in any change to the composition of the Company's segments and therefore did not result in any change to historical results. See Note 14 - Segments and Geographic Information.

2. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation—The accompanying consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP"). Consolidated financial statements include accounts and operations of the Company and its wholly owned and majority owned subsidiaries, and the ownership interest of minority investors is recorded as noncontrolling interest. In accordance with the provisions of Accounting Standards Codification ("ASC") 810, *Consolidation*, the Company is also required to consolidate any variable interest entities ("VIE") when it is the primary beneficiary. The primary beneficiary has both the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and the obligation to absorb losses of the VIE that could potentially be significant to the VIE, or the right to receive benefits from the VIE that could potentially be significant to the VIE. The Company evaluates its relationships with all VIEs on an ongoing basis. All intercompany transactions and balances have been eliminated upon consolidation.

Certain prior period amounts reported in the Company's consolidated financial statements and notes thereto have been reclassified to conform to current period presentation.

Use of Estimates—The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and accompanying notes. The Company bases its estimates on assumptions that are believed to be reasonable under the circumstances. On an ongoing basis, the Company evaluates its estimates, including, but not limited to, those related to fair values of assets and liabilities acquired through acquisitions, useful lives of intangible assets and property and equipment, expected period of consumption of virtual goods, income and indirect taxes, contingent liabilities, evaluation of recoverability of intangible assets and long-lived assets, goodwill impairment, stock-based compensation, fair value of derivatives and other financial instruments. These estimates are inherently subject to judgment and actual results could differ materially from those estimates.

Risk and Uncertainties—The Company is subject to risks and uncertainties, including, but not limited to, as a result of the political uncertainty and international conflicts around the world, such as between Russia and Ukraine and in the Middle East, as well as, friction between the United States and China. As of the issuance date of these consolidated financial statements, the Company's results of operations have not been materially impacted. However, the future impact of these events remains uncertain as the response to and information related to these events is rapidly evolving. A weakened global economy may negatively impact in-app purchasing decisions and consumer buying decisions across the globe generally, which could adversely affect advertiser activity. The full impact of these events on the global economy and the extent to which these events may impact the Company's business, financial condition, and results of operations in the future remains uncertain. The severity of the impact of the political uncertainty and international conflicts around the world on the Company's business will depend on a number of factors, including, but not limited to, the duration and severity of these events and the extent and severity of the impact on the Company's customers, all of which are uncertain and cannot be predicted. The Company's future results of operations and liquidity could be adversely impacted by delays in payments of outstanding receivable amounts beyond normal payment terms and uncertain demand.

Revenue from Contracts with Customers—The Company generates Advertising and Apps Revenue. Advertising Revenue is generated primarily from fees collected from advertisers including advertising networks who use the Advertising solutions. Apps Revenue consists of in-app purchase revenue ("IAP Revenue") generated from in-app purchases made by users within the Company's apps ("Apps"), and in-app advertising revenue ("IAA Revenue") generated from third-party advertisers that purchase ad inventory from Apps.

Advertising Revenue

The vast majority of the Advertising Revenue is generated through AppDiscovery and MAX, which provide the technology to match advertisers and owners of digital advertising inventory ("Publishers") via auctions at large scale and microsecond-level speeds. The terms for all mobile advertising arrangements are governed by the Company's terms and conditions and generally

stipulate payment terms of 30 days subsequent to the end of the month. Substantially all of the Company's contracts with customers are fully cancellable at any time or upon a short notice.

The Company's performance obligation is to provide customers with access to the Advertising solutions, which facilitates the advertiser's purchase of ad inventory from Publishers. The Company does not control the ad inventory prior to its transfer to the advertiser, because the Company does not have the substantive ability to direct the use of nor obtain substantially all of the remaining benefits from the ad inventory. The Company is not primarily responsible for fulfillment. The Company is an agent as it relates to the sale of third-party advertising inventory and presents revenue on a net basis. The transaction price is the product of either the number of completions of agreed upon actions or advertisements displayed and the contractually agreed upon price per advertising unit with the advertiser less consideration paid or payable to Publishers. The Company recognizes Advertising Revenue when the agreed upon action is completed or when the ad is displayed to users. The number of advertisements delivered and completions of agreed upon actions is determined at the end of each month, which resolves any uncertainty in the transaction price during the reporting period.

Advertising Revenue also includes revenue generated from Adjust's measurement and analytics marketing platform that is recognized ratably over the subscription period of generally up to twelve months. Revenue from other services was not material.

Apps Revenue

In-App Purchase Revenue

IAP Revenue includes fees collected from users to purchase virtual goods to enhance their gameplay experience. The identified performance obligation is to provide users with the ability to acquire, use, and hold virtual items over the estimated period of time the virtual items are available to the user or until the virtual item is consumed. Payment is required at the time of purchase, and the purchase price is a fixed amount.

Users make IAPs through the Company's distribution partners. The transaction price is equal to the gross amount charged to users because the Company is the principal in the transaction. IAP fees are non-refundable. Such payments are initially recorded as deferred revenue. The Company categorizes its virtual goods as either consumable or durable. Consumable virtual goods represent goods that can be consumed by a specific player action in gameplay; accordingly, the Company recognizes revenue from the sale of consumable virtual goods as the goods are consumed. Durable virtual goods represent goods that are accessible to the user over an extended period of time; accordingly, the Company recognizes revenue from the sale of durable virtual goods ratably over the period of time the goods are available to the user, which is generally the estimated average user life ("EAUL").

The EAUL represents the Company's best estimate of the expected life of paying users for the applicable game. The EAUL begins when a user makes the first purchase of durable virtual goods and ends when a user is determined to be inactive. The Company determines the EAUL on a game-by-game basis. For a newly launched game with limited playing data, the Company determines its EAUL based on the EAUL of a game with sufficiently similar characteristics.

The Company determines the EAUL on a quarterly basis and applies such calculated EAUL to all bookings in the respective quarter. Determining the EAUL is subjective and requires management's judgment. Future playing patterns may differ from historical playing patterns, and therefore the EAUL may change in the future. The EAULs are generally between five and ten months.

In-App Advertising Revenue

IAA Revenue is generated by selling ad inventory on the Company's Apps to third-party advertisers. Advertisers purchase ad inventory either through the Advertising solutions or through third-party advertising networks ("Ad Networks"). Revenue from the sale of ad inventory through Ad Networks is recognized net of the amounts retained by Ad Networks as the Company is unable to determine the gross amount paid by the advertisers to Ad Networks. The Company recognizes revenue when the ad is displayed to users.

The Company presents taxes collected from customers and remitted to governmental authorities on a net basis.

Disaggregation of Revenue

The following table presents revenue disaggregated by segment and type (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Advertising Revenue	\$ 3,224,058	\$ 1,841,762	\$ 1,049,167
In-App Purchases Revenue	1,002,656	989,007	1,179,133
In-App Advertising Revenue	482,534	452,318	588,758
Total Apps Revenue	1,485,190	1,441,325	1,767,891
Total Revenue	\$ 4,709,248	\$ 3,283,087	\$ 2,817,058

Revenue disaggregated by geography, based on user location, consisted of the following (in thousands):

	Year Ended December 31,		
	2024	2023	2022
United States	\$ 2,688,993	\$ 1,970,856	\$ 1,728,958
Rest of the World	2,020,255	1,312,231	1,088,100
Total Revenue	\$ 4,709,248	\$ 3,283,087	\$ 2,817,058

Contract Balances

Contract liabilities consist of deferred revenue, which are recorded for payments received in advance of the satisfaction of performance obligations. During the years ended December 31, 2024 and 2023, the Company recognized \$78.0 million and \$63.6 million of revenue that was included in deferred revenue as of December 31, 2023 and 2022, respectively.

Unsatisfied Performance Obligations

Substantially all of the Company's unsatisfied performance obligations relate to contracts with an original expected length of one year or less.

Publisher Bonuses

In the first quarter of 2022, the Company paid or promised to pay a total of \$209.6 million in bonuses to publishers consisting primarily of non-recurring bonuses to migrate publishers to MAX, the Company's own in-app mediation platform. The Company accounted for such publisher bonuses as a reduction to revenue since the publishers receiving such bonuses are also customers of the Company.

Cash and Cash Equivalents—Cash and cash equivalents primarily consist of cash on deposit with banks and highly liquid investments with original maturities of 90 days or less from the date of purchase.

Non-Marketable Equity Investments—Non-marketable equity securities are investments without readily determinable fair values that are recorded using a measurement alternative measured at cost less any impairment, plus or minus changes resulting from qualifying observable price changes. An impairment loss is recorded when an event or circumstance indicates a decline in value. For certain securities, the Company applies the net asset value (NAV) practical expedient, where NAV represents the estimated fair value of these investments. See Note 3 - Financial Instruments and Fair Value Measurements for additional information.

Accounts Receivable, net—The Company records accounts receivable at the invoiced amount, net of allowance for potentially uncollectible amounts. The Company reviews accounts receivable periodically and estimates the allowance based on known troubled accounts, historical experience, and other currently available evidence. As of December 31, 2024 and 2023, the allowance for uncollectible amounts was not material.

Derivatives—The Company accounts for derivative instruments at fair value within its consolidated balance sheets, and the accounting treatment for each derivative is based on its hedge designation. The Company does not enter into derivative instruments for trading or speculative purposes. Changes in the fair value of derivatives that are designated as cash flow hedges are recorded within accumulated other comprehensive income (loss) until earnings are affected by the variability of cash flows. Changes in the fair value of non-designated derivatives are recorded immediately through earnings. The Company classifies cash flows from derivatives in a manner consistent with the underlying hedged item. See Note 3 - Financial Instruments and Fair Value Measurements for additional information.

Fair Value of Financial Instruments—The Company uses a three-tier fair value hierarchy to classify and disclose all assets and liabilities measured at fair value on a recurring basis, as well as assets and liabilities measured at fair value on a non-recurring basis, in periods subsequent to their initial measurement. The hierarchy requires the Company to use observable inputs when available, and to minimize the use of unobservable inputs when determining fair value. The three tiers are defined as follows:

Level 1—Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2—Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly.

Level 3—Unobservable inputs of which there is little or no market data, which require the Company to develop its own assumptions.

Concentration of Credit Risk and Uncertainties—The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, and accounts receivable. The Company maintains its cash and cash equivalents with large, reputable financial institutions in amounts which exceed Federal Deposit Insurance Corporation limits.

The Company performs ongoing credit evaluations of its customers and generally requires no collateral for its accounts receivable. No individual customer represented 10% or more of the Company's accounts receivable, net as of December 31, 2024 or 2023. The Company also uses various distribution partners to collect payments for IAPs made by users within Apps. No individual distribution partner represented 10% or more of the Company's accounts receivable, net as of December 31, 2024 or

2023. No individual customer represented 10% or more of the Company's total revenue during the years ended December 31, 2024, 2023, or 2022.

Property and Equipment, net—Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which is as follows:

	Useful Life
Leasehold improvements	Over the shorter of useful life (up to 10 years) or lease term
Software and licenses	3 years
Furniture and fixtures	3-5 years
Computer equipment	3-5 years

When assets are retired or otherwise disposed of, the cost and accumulated depreciation and amortization are removed from the accounts and any resulting gain or loss is reflected in operations in the period realized. Maintenance and repairs are charged to operations as incurred.

Leases—Leases consist primarily of operating leases for office facilities and finance leases for servers and networking equipment. The Company determines if an arrangement is or contains a lease at inception. The Company accounts for lease and non-lease components as a single lease component and does not recognize right-of-use assets and lease liabilities for leases with a term of 12 months or less. Payments under the Company's lease arrangements are primarily fixed, however, certain lease agreements contain variable payments, primarily including common-area maintenance, utilities, taxes or other operating costs, which are expensed as incurred and not included in the lease right-of-use assets and liabilities.

Operating and finance lease right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. Lease payments consist primarily of the fixed payments under the arrangement, less any lease incentives. The Company generally uses an incremental borrowing rate estimated based on the information available at the lease commencement date or on the date of lease modification, if applicable, to determine the present value of lease payments unless the implicit rate is readily determinable. The Company estimates its incremental borrowing rate based on the rate of interest it would have to pay to borrow on a collateralized basis with an equal lease payment amount, over a similar term, and in a similar economic environment. Generally, the lease term is based on non-cancelable lease term when determining the lease assets and liabilities. The lease terms may include periods under options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option.

Operating leases are included in operating lease right-of-use assets, operating lease liabilities, current, and operating lease liabilities, non-current on the Company's consolidated balance sheets. Finance leases are included in property and equipment, net, accrued and other current liabilities, and other non-current liabilities on the Company's consolidated balance sheets.

Operating lease costs are recognized on a straight-line basis over the lease terms. Finance lease assets are amortized on a straight-line basis over the shorter of the estimated useful lives of the assets or the lease terms.

Acquisitions—The Company applies a screen test to evaluate if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets to determine whether a transaction is accounted for as an asset acquisition or business combination.

For transactions accounted for as business combinations, the Company allocates the fair value of acquisition consideration to the identifiable tangible and intangible assets acquired and liabilities assumed based on their estimated fair value, with excess recorded as goodwill. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable, and as a result, actual results may differ from estimates. During the measurement period, which is one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings. Acquisition-related costs are expensed as incurred. There were no business combinations during the years ended December 31, 2024 or 2023.

For transactions accounted for as asset acquisitions, the cost, including certain transaction costs, is allocated to the assets acquired on the basis of relative fair values. The Company generally includes contingent consideration in the cost of the assets acquired only when the uncertainty is resolved. The Company amortizes contingent consideration adjustments to the cost of the acquired assets prospectively using the straight-line method over the remaining useful life of the assets. No goodwill is recognized in asset acquisitions. During the years ended December 31, 2024 and 2023, the Company recognized total contingent consideration of \$12.6 million and \$52.2 million, respectively, related to asset acquisitions closed in 2021 and prior. There were no other asset acquisitions during the periods presented.

Divestitures—The Company classifies assets as held for sale when management commits to a formal plan to actively market the assets at a reasonable price relative to fair value, the assets are available for immediate sale in their current condition, an active program to locate a buyer and complete the transaction has been initiated, the sale is expected to be completed within one year, with no significant changes anticipated to the plan. Once designated as held for sale, the Company records the assets at the lower of their carrying value or estimated fair value, less costs to sell, ceases depreciation and amortization, and reassesses their fair value each reporting period until disposal.

As part of its operational optimization initiatives within the Apps segment, the Company sold certain non-strategic assets for \$44.0 million during the year ended December 31, 2022. In connection with these sales, the Company recorded a total loss of \$127.9 million, including a \$53.0 million impairment charge for assets classified as held for sale during 2022. There were no material divestitures during the years ended December 31, 2024 or 2023.

Services and Development Agreements—The Company enters into strategic agreements with third-party mobile gaming studios. The Company has historically allowed these studios to continue their operations with a significant degree of autonomy. In some cases, the Company bought Apps from these studios and entered into service and development agreements whereby these studios provide support in improving existing Apps and developing new Apps. The majority of payments associated with service agreements for existing Apps are expensed to research and development when the services are rendered as the payments primarily relate to developing enhancements for the Apps. Payments for new Apps associated with development agreements are generally made in connection with the development of a particular App, and therefore, the Company is subject to development risk prior to the release of the App. Accordingly, payments that are due prior to completion of an App are generally expensed to research and development over the development period as the services are incurred.

Software Development Costs—The Company incurs development costs related to internal-use software and Apps. Development costs meet the criteria for capitalization once the preliminary project stage is complete and it is probable that the project will be completed and the software will be used to perform the function intended. Software development costs that meet the capitalization criteria were not material for any period presented.

Goodwill—The Company allocates goodwill to reporting units based on the expected benefit from the business combination. In the event of changes in reporting units, the Company reassigns goodwill using a relative fair value allocation approach. The Company tests goodwill for impairment at the reporting unit level on an annual basis during the fourth quarter, or more frequently if events or changes in circumstances indicate that goodwill may be impaired. A goodwill impairment is recognized for the amount that the carrying value of the reporting unit, including goodwill, exceeds its fair value, limited to the total amount of goodwill allocated to that reporting unit. No goodwill impairment was recorded for any period presented.

Intangible Assets—Intangible assets are carried at cost and amortized on a straight-line basis over their estimated useful lives. The Company determines the appropriate useful life of its intangible assets based on their expected cash flows.

Impairment of Long-Lived Assets—The Company reviews long-lived assets that are held and used for impairment whenever events or changes in circumstances indicate the carrying value of an asset or asset group may not be recoverable. If such indicators are present, the Company assesses the recoverability of the asset or asset group by comparing its carrying value to the undiscounted future cash flows expected to be generated by the asset or asset group. If the future undiscounted cash flows are less than the carrying value of the asset or asset group, an impairment charge is recognized by the amount by which the carrying value of the asset or asset group exceeds its estimated fair value. There was no impairment related to long-lived assets that are held and used for any period presented.

Cost of Revenue—Cost of revenue consists primarily of payment processing fees related to IAP Revenue, amortization of intangible assets related to acquired technology and Apps, amortization of finance lease right-of-use assets related to servers and networking equipment and data center costs related primarily to third-party cloud computing services.

Sales and Marketing—Sales and marketing expenses consist primarily of user acquisition costs, amortization of acquired customer-related intangible assets, and personnel-related expenses. User acquisition costs, representing substantially all of advertising costs, are expensed as incurred. User acquisition costs were \$521.5 million, \$539.4 million, and \$665.9 million for the years ended December 31, 2024, 2023, and 2022, respectively.

Research and Development—Research and development expenses consist primarily of personnel-related expenses and third-party costs for development of Apps.

General and Administrative—General and administrative expenses consist primarily of personnel-related expenses of the Company's finance, accounting, legal, human resources, and other administrative functions, third-party professional service costs, software, facilities costs and other administrative costs.

Stock-Based Compensation—The Company measures and recognizes stock-based compensation expense for share-based awards, primarily including restricted stock units ("RSUs"), performance-based RSUs ("PSUs") with both service and market-based conditions, stock options and stock purchase rights granted under the Employee Stock Purchase Plan ("ESPP"), based on the grant-date fair value of the awards. The Company accounts for forfeitures for all awards as they occur.

The fair value of RSUs is based on the closing price of the Company's Class A common stock on the grant date, with stock-based compensation expense recognized on a straight-line basis over the requisite service period, which is generally one or four years.

The fair value of PSUs with both service and market conditions is estimated using the Monte Carlo simulation pricing model, which incorporates various assumptions including the expected stock price volatility, the risk-free interest rate, the expected dividend yield and the discount for awards subject to post-vesting restrictions, with stock-based compensation expense recognized using the accelerated attribution method over the derived service period ranging from 0.5 to 3.1 years, regardless of whether the stock price targets are achieved. If the stock price targets are achieved earlier than the derived service period, the Company adjusts its stock-based compensation expense to reflect the cumulative expense associated with the vested awards.

The fair value of stock options and purchase rights granted under the ESPP is estimated using the Black-Scholes option-pricing model, which incorporates various assumptions including the expected term, the expected stock price volatility, the risk-free interest rate, and the expected dividend yield, with stock-based compensation expense recognized on a straight-line basis over the requisite service period.

Income Taxes—The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, the Company determines deferred tax assets and liabilities on the basis of the differences between the financial statement and tax bases of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

The Company recognizes deferred tax assets to the extent that these assets are more likely than not to be realized. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If the Company determines that it would be able to realize deferred tax assets in the future in excess of their net recorded amount, an adjustment to the deferred tax asset valuation allowance would be made to reduce the provision for income taxes. The Company presents deferred tax assets and liabilities on a net basis by jurisdictional filing group. Net deferred tax assets are included in other assets, while net deferred tax liabilities are included in other non-current liabilities on the Company's consolidated balance sheets.

The Company records uncertain tax positions on the basis of a two-step process in which determinations are made (1) whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position; and (2) for those tax positions that meet the more-likely-than-not recognition threshold, the Company recognizes the largest amount of tax benefit that is more than 50% likely to be realized upon ultimate settlement with a tax authority.

The Company recognizes interest and penalties related to unrecognized tax benefits on the income tax expense line in the accompanying consolidated statements of operations. Accrued interest and penalties are included on the related tax liability line in the consolidated balance sheets.

Foreign Currency Transactions—Generally, the functional currency of the Company's international subsidiaries is the U.S. dollar. In cases where the functional currency is not the U.S. dollar, the Company translates the financial statements of these subsidiaries to U.S. dollars using the exchange rate at the balance sheet date for assets and liabilities, and average exchange rates during the period for revenue and expenses. The Company records translation gains and losses in accumulated other comprehensive income (loss) as a component of stockholders' equity. The Company reflects foreign exchange transaction gains and losses resulting from the conversion of the transaction currency to functional currency as a component of other income (expense), net.

Comprehensive Income (Loss)—Comprehensive income (loss) is composed of net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) consists of foreign currency translation adjustments.

Net Income (Loss) Per Share Attributable to Common Stockholders—Basic and diluted net income (loss) per share attributable to common stockholders is computed under the two-class method required for participating securities. The Company considers options exercised by non-recourse promissory notes, early exercised unvested stock options, and common stock subject to certain share repurchase agreements to be participating securities. Under the two-class method, the net loss attributable to common stockholders is not allocated to participating securities as the holders of these instruments do not have a contractual obligation to share in the Company's losses. Net income is attributed to common stockholders and participating securities based on their respective participation rights. Basic net income (loss) per share attributable to common stockholders is computed by dividing the net income (loss) attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period. Diluted income (loss) per share attributable to common stockholders is computed by giving effect to all potentially dilutive securities outstanding during the period. For periods in which the Company reports net losses, diluted net loss per share attributable to common stockholders is the same as basic net loss per share attributable to common stockholders, because potentially dilutive common shares are anti-dilutive.

As the liquidation and dividend rights are identical for Class A and Class B common stock, the undistributed earnings are allocated on a proportional basis and the resulting basic and diluted EPS are the same for Class A and Class B common stock on an individual or combined basis.

Recent Accounting Pronouncements (Issued and Adopted)—In November 2023, the FASB issued ASU 2023-07, *Segment Reporting: Improvements to Reportable Segment Disclosures*, which requires disclosure of incremental segment information on an annual and interim basis. The amendment is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The amendment must be applied retrospectively, and early adoption is permitted. The Company adopted this ASU in its 2024 annual reporting. For additional information, see Note 14 - Segments and Geographic Information.

Recent Accounting Pronouncements (Issued and Not Yet Adopted)—In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes: Improvements to Income Tax Disclosures*, which requires disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The amendments will be effective for annual periods beginning after December 15, 2024. The amendments may be applied prospectively or retrospectively, and early adoption is permitted. The Company is

currently evaluating this ASU to determine its impact on the Company's disclosures.

In November 2024, the FASB issued ASU 2024-03, *Income Statement: Reporting Comprehensive Income-Expense Disaggregation Disclosures*, which requires disaggregated disclosures, in the notes to the financial statements, of certain categories of expenses that are included in expense line items on the face of the income statement. The amendments will be effective for annual periods beginning February 1, 2027, and interim periods beginning February 1, 2028. Early adoption is permitted. The Company is currently evaluating this ASU to determine its impact on the Company's disclosures.

3. Financial Instruments and Fair Value Measurements

The following table sets forth the Company's financial instruments that were measured at fair value by level within the fair value hierarchy on a recurring basis (in thousands):

		As of December 31, 2024			
	Balance Sheet Location	Total	Level 1	Level 2	Level 3
Financial Assets:					
Money market deposit accounts	Cash and cash equivalents	\$ 41,454	\$ 41,454	\$ —	\$ —
Total financial assets		<u>\$ 41,454</u>	<u>\$ 41,454</u>	<u>\$ —</u>	<u>\$ —</u>

		As of December 31, 2023			
	Balance Sheet Location	Total	Level 1	Level 2	Level 3
Financial Assets:					
Money market deposit accounts	Cash and cash equivalents	\$ 1,352	\$ 1,352	\$ —	\$ —
Total financial assets		<u>\$ 1,352</u>	<u>\$ 1,352</u>	<u>\$ —</u>	<u>\$ —</u>

Non-Marketable Equity Securities Measured at Net Asset Value

The Company held equity interests in certain private equity funds of \$77.3 million and \$56.7 million as of December 31, 2024 and 2023, respectively, which are measured using the net asset value practical expedient. Under the net asset value practical expedient, the Company records investments based on the proportionate share of the underlying funds' net asset value. These investments are included in other assets in the Company's consolidated balance sheets.

These funds vary in investment strategies and generally have an initial term of 7 to 10 years, which may be extended for 2 to 3 additional years with the applicable approval. These investments are subject to certain restrictions regarding transfers and withdrawals and generally cannot be redeemed with the funds. Distributions from the funds will be received as the underlying investments are liquidated. The Company's maximum exposure to loss is limited to the carrying value of these investments of \$77.3 million and the unfunded commitments of \$21.5 million as of December 31, 2024.

During the year ended December 31, 2024, the Company made total capital contributions of \$19.0 million related to these investments. The Company recorded an immaterial unrealized gain related to these investments for any period presented.

Non-Marketable Equity Securities Measured at Fair Value on a Non-Recurring Basis

The Company's non-marketable equity securities are investments in privately held companies without readily determinable fair values. The Company elected the measurement alternative to account for these investments. Under the measurement alternative, the carrying value of the non-marketable equity securities are adjusted based on price changes from observable transactions of identical or similar securities of the same issuer or for impairment. Any changes in carrying value are recorded within other income, net in the Company's consolidated statement of operations.

In February 2024, the Company entered into an agreement to invest \$50.0 million in the Series C preferred stock financing of Humans, Inc., the developer of the Flip Shop social shopping app ("Flip Shop"), of which \$10.0 million was closed in February 2024 and the remaining \$40.0 million was closed in April 2024. In February 2024, the Company also entered into an arm's length commercial agreement with Flip Shop related to its use of the Company's AXON technology under a revenue share model.

During the year ended December 31, 2024, the Company also acquired certain additional non-marketable equity securities for a total of \$8.0 million.

As of December 31, 2024 and 2023, the carrying amounts of the Company's non-marketable equity securities were \$68.1 million and \$10.1 million, respectively, and were included in other assets in the Company's consolidated balance sheets.

Derivatives Not Designated as Hedging Instruments

In October 2022 and March 2023, the Company entered into multiple pay-fixed receive-variable interest rate swaps as part of its interest rate risk management strategy in connection with the term loans under a certain credit agreement (see Note 9 - Debt). The Company elected to not designate the interest rate swaps as hedging instruments for accounting purposes and recorded both realized and unrealized gains and losses associated with the interest rate swaps immediately through earnings in interest expense in the Company's consolidated statement of operations. The fair value of the outstanding interest rate swaps are determined using widely accepted valuation techniques including discounted cash flow analysis based on the expected cash

flows of the interest rate swaps. The Company has determined that the significant inputs, such as interest yield curve and discount rate, used to value its interest rate swaps fall within Level 2 of the fair value hierarchy. All interest rate swaps were settled during 2023 and the Company had no outstanding interest rate swaps as of December 31, 2023. The Company recorded net gains of \$15.8 million and \$5.9 million related to the interest rate swaps during the years ended December 31, 2023 and 2022, respectively. Cash paid for or received from the settlements of the interest rate swaps are presented in net cash provided by operating activities and the supplemental disclosure of cash paid for interest, net in the Company's consolidated statement of cash flows.

4. Supplemental Financial Statement Information

Property and equipment, net consisted of the following (in thousands):

	As of December 31,	
	2024	2023
Finance lease right-of-use assets	\$ 222,203	\$ 216,493
Leasehold improvements	18,746	17,553
Software and licenses	7,146	3,911
Furniture and fixtures	3,835	4,144
Computer equipment	3,341	3,236
Total property and equipment, gross	255,271	245,337
Less: accumulated depreciation	(94,741)	(72,006)
Total property and equipment, net	\$ 160,530	\$ 173,331

Depreciation expenses were \$29.4 million, \$26.4 million, and \$29.3 million for the years ended December 31, 2024, 2023, and 2022, respectively.

Accrued and other current liabilities consisted of the following (in thousands):

	As of December 31,	
	2024	2023
Accrued taxes	\$ 280,153	\$ 141,854
Compensation and related liabilities	64,642	48,263
Accrued expenses and other	64,597	75,139
Total accrued and other current liabilities	\$ 409,392	\$ 265,256

5. Commitments and Contingencies

Commitments—As of December 31, 2024, the Company's non-cancelable minimum purchase commitments totaled \$1.2 billion, which consisted primarily of a certain arrangement related to third-party cloud computing services. In August 2024, the Company amended its agreement with the cloud service provider. Under the amended agreement, the Company committed to spend a minimum of \$1.3 billion over a three-year period. As of December 31, 2024, the Company had made payments of \$107.4 million towards this commitment.

As of December 31, 2024, future minimum payments under these non-cancelable purchase commitments with a remaining term in excess of one year were as follows (in thousands):

2025	\$ 438,856
2026	430,825
2027	294,814
2028	—
2029	—
Total non-cancelable purchase commitments	\$ 1,164,495

In addition, the Company had total unfunded commitments of \$21.5 million related to investments in certain private equity funds. For additional information, see Note 3 - Financial Instruments and Fair Value Measurements.

Contingencies—From time to time, the Company may have certain contingent liabilities that arise in the ordinary course of business activities. The Company accrues a liability for such matters when it is probable that future expenditures will be made, and such expenditures can be reasonably estimated.

Letters of Credit—As of December 31, 2024 and 2023, the Company had outstanding letters of credit in the aggregate amount of \$6.3 million and \$6.3 million, respectively, which were issued as security for certain leased office facilities under the Credit Agreement. These letters of credit have never been drawn upon. For additional information, see Note 9 - Debt.

Legal Proceedings—The Company is involved from time to time in litigation, claims, and proceedings. The outcomes of the Company's legal proceedings are inherently unpredictable and subject to significant uncertainty.

The Company records a liability when it is probable that a loss has been incurred and the amount can be reasonably estimated. If it is determined that a loss is reasonably possible and the loss or range of loss can be estimated, the reasonably possible loss is disclosed. The Company evaluates developments in legal matters that could affect the amount of liability that has been previously accrued, and related reasonably possible losses disclosed, and makes adjustments as appropriate. Significant judgment is required to determine the likelihood of matters and the estimated amount of a loss related to such matters. Losses in connection with legal proceedings have not been material for any period presented.

The Company expenses legal fees in the period in which they are incurred.

Indemnifications—The Company enters into indemnification provisions under agreements with other parties in the ordinary course of business, including certain customers, business partners, investors, contractors and the Company's officers, directors and certain employees. It is not possible to determine the maximum potential loss under these indemnification provisions due to the Company's limited history of prior indemnification claims and the unique facts and circumstances involved in each particular provision. To date, losses recorded in the Company's consolidated statements of operations in connection with the indemnification provisions have not been material. As of December 31, 2024, the Company did not have any material indemnification claims that were probable or reasonably possible.

Non-income Taxes—The Company may be subject to audit by various tax authorities with regard to non-income tax matters. The subject matter of non-income tax audits primarily arises from different interpretations on tax treatment and tax rates applied. The Company accrues liabilities for non-income taxes that may result from examinations by, or any negotiated agreements with, these tax authorities when a loss is probable and reasonably estimable. If a loss is reasonably possible and the loss or range of loss can be estimated, the Company discloses the reasonably possible loss.

6. Business Combinations

Wurl—On April 1, 2022, the Company completed its acquisition of all of the equity interests of Wurl, Inc. ("Wurl"), a connected TV ("CTV") advertising company, for a total purchase price of \$378.2 million, consisting of \$219.3 million in cash, 2,579,692 shares of the Company's Class A common stock valued at \$137.4 million and a deferred payment of \$22.7 million, with a present value of \$21.5 million at the closing of the acquisition, relating to an indemnity holdback amount to be paid in 18 months following the transaction close date, less any eligible claims against Wurl paid by AppLovin. The transaction allowed the Company to expand into the connected TV market. The Company accounted for the acquisition as a business combination. Transaction costs incurred by the Company in connection with the acquisition, including professional fees, were \$1.9 million. During the fourth quarter of 2023, the indemnity holdback was paid.

The following table summarizes the allocation of the purchase price to the fair value of the assets acquired and liabilities assumed (in thousands):

Cash and cash equivalents	\$ 400
Accounts receivable and other current assets	15,194
Intangible assets:	
Customer Relationships—estimated useful life of 15 years	41,000
Developed Technology—estimated useful life of 6 years	60,500
Tradename—estimated useful life of 10 years	14,700
Goodwill	264,149
Property and equipment, net	363
Other assets	159
Accounts payable, accrued liabilities and other current liabilities	(12,854)
Deferred revenue	(209)
Deferred income tax liability	(5,235)
Total purchase consideration	<u>\$ 378,167</u>

The income approach was used to determine the fair value of the customer relationships, developed technology, and tradename. Goodwill represents the excess of the purchase price over the fair value of identifiable assets acquired and liabilities assumed at the acquisition date and is primarily attributable to the assembled workforce and expected synergies at the time of the acquisition. For tax purposes, no tax deductible goodwill was generated as a result of this acquisition.

Contemporaneously with entering into the definitive agreement, the Company also adopted a multi-year performance-based incentive plan for certain key employees of Wurl, under which the key employees may earn up to a total of \$600.0 million in additional shares of the Company's Class A common stock through 2025, contingent upon the achievement of certain revenue and other performance targets by the acquired business and the continued employment of such key employees between 2023 and 2025. In April 2023, the Company amended the multi-year performance-based incentive plan into a one-year plan for 2023, under which the Company may be obligated to issue up to a total of \$90.0 million in additional shares of the Company's Class A

common stock, contingent upon Wurl's achievement of certain revenue and other performance targets and the continued employment of the key employees. For additional information, see Note 11 - Stock-Based Compensation.

The Company's consolidated statement of operations as of December 31, 2022, includes Wurl's revenue of \$35.0 million and pre-tax loss of \$11.8 million for the period from the acquisition date of April 1, 2022 to December 31, 2022.

See Pro forma results of operations below under "Supplemental Pro Forma Information".

MoPub—On January 1, 2022, the Company completed its acquisition from Twitter, Inc. of certain assets that comprised of its MoPub business for a total purchase price of \$1.0 billion in cash. The acquisition allowed the Company to integrate certain product features of the MoPub platform into MAX, the Company's own in-app mediation platform, and migrate publishers and demand partners from the MoPub platform to MAX. The Company accounted for the acquisition as a business combination. Transaction costs incurred by the Company in connection with the acquisition, including professional fees, were \$14.4 million.

The following table summarizes the allocation of the purchase consideration to the fair value of the assets acquired (in thousands):

Intangible assets:	
Advertiser Relationships—estimated useful life of 9 years	\$ 212,700
Publisher Relationships—estimated useful life of 9 years	123,300
Developed Technology—estimated useful life of 5 years	61,800
Tradename—estimated useful life of 3 months	60
Goodwill	632,472
Total purchase consideration	\$ 1,030,332

The income approach was used to determine the fair value of the advertiser relationships, publisher relationships, developed technology and tradename. Goodwill represents the excess of the purchase price over the preliminary fair value of identifiable assets acquired at the acquisition date and is primarily attributable to the assembled workforce and expected synergies at the time of the acquisition. For tax purposes, an estimated tax deductible goodwill of \$645.1 million was generated as a result of this acquisition. No liabilities were assumed in the transaction.

Contemporaneously with the signing of the asset purchase agreement, the Company entered into an agreement for Twitter, Inc. to provide certain transitional services to facilitate the migration of publishers and demand partners to MAX during a three-month transitional period following the closing of the transaction (the "TSA"). The Company accounted for the TSA as a transaction separate from the business combination since it was negotiated primarily for the benefit of the Company. In the first quarter of 2022, the Company recognized total expense of \$7.0 million related to the transitional services, which was included primarily in cost of revenue in the Company's consolidated statement of operations.

Due to the significant integration of the MoPub business with MAX, it was impractical to determine the impact of the acquired business on revenue or earnings.

See Pro forma results of operations below under "Supplemental Pro Forma Information".

Supplemental Pro Forma Information

The unaudited supplemental pro forma information below presents the combined historical results of operations of the Company, the MoPub Business and Wurl for the period presented as if the MoPub business and Wurl had been acquired as of January 1, 2021 (in thousands):

	Year Ended December 31, 2022
Revenue	\$ 2,826,090
Net loss	\$ (184,317)

The unaudited supplemental pro forma information above includes the following adjustments to net loss in the appropriate pro forma periods (in thousands):

	Year Ended December 31, 2022
An increase in amortization expense related to the fair value of acquired identifiable intangible assets, net of the amortization expense already reflected in actual historical results	\$ (3,512)
A decrease in expenses related to the TSA	\$ 7,000
A decrease in expenses related to transaction expenses	\$ 16,899
A decrease in expenses related to transaction bonuses	\$ 1,101
An increase due to replacement stock awards	\$ (1,221)
An increase in income tax provision	\$ (4,654)

The unaudited supplemental pro forma information has been presented for illustrative purposes only and is not necessarily indicative of results of operations that would have been achieved had the acquisitions taken place on the date indicated, or of the Company's future consolidated results of operations. The supplemental pro forma information presented above has been derived from the Company's historical consolidated financial statements and from the historical accounting records of the MoPub business and Wurl.

7. Goodwill and Intangible Assets, Net

The following table presents the changes in the carrying amount of goodwill by reporting unit (in thousands):

	Advertising	Apps	Total
Balances as of December 31, 2022	\$ 1,478,014	\$ 345,741	\$ 1,823,755
Foreign currency translation	19,095	—	19,095
Balances as of December 31, 2023	\$ 1,497,109	\$ 345,741	\$ 1,842,850
Foreign currency translation	(39,424)	—	(39,424)
Balances as of December 31, 2024	\$ 1,457,685	\$ 345,741	\$ 1,803,426

Intangible assets, net consisted of the following (in thousands):

	Weighted-Average Remaining Useful Life (in years)	As of December 31, 2024			As of December 31, 2023		
		Gross Carrying Value	Accumulated Amortization	Net Book Value	Gross Carrying Value	Accumulated Amortization	Net Book Value
Apps	3.4	\$1,828,036	\$ (1,419,559)	\$ 408,477	\$1,818,907	\$ (1,152,611)	\$ 666,296
Customer relationships	7.2	511,125	(160,810)	350,315	519,175	(111,374)	407,801
User base	1.3	68,817	(56,626)	12,191	68,817	(46,874)	21,943
License asset	3.0	60,707	(59,207)	1,500	59,207	(31,003)	28,204
Developed technology	2.7	204,286	(120,808)	83,478	207,900	(88,716)	119,184
Other	2.2	66,020	(25,304)	40,716	71,196	(21,989)	49,207
Total intangible assets		\$2,738,991	\$ (1,842,314)	\$ 896,677	\$2,745,202	\$ (1,452,567)	\$ 1,292,635

The Company recorded amortization expenses related to acquired intangible assets as follows (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Cost of revenue	\$ 338,380	\$ 382,956	\$ 448,462
Sales and marketing	74,248	67,190	66,173
Total	\$ 412,628	\$ 450,146	\$ 514,635

As of December 31, 2024, the expected future amortization expense related to acquired intangible assets was estimated as follows (in thousands):

2025	\$ 229,932
2026	222,617
2027	193,981
2028	93,814
2029	48,495
Thereafter	107,838
Total	\$ 896,677

8. Leases

The Company has entered into various non-cancelable operating and finance leases primarily for its office facilities and servers and networking equipment. These leases have remaining lease terms of less than 1 year to 7 years, some of which include options to extend the leases for up to 5 years.

The components of lease costs recognized in the Company's consolidated statements of operations were as follows (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Finance lease cost:			
Amortization of right-of-use assets	\$ 24,308	\$ 22,673	\$ 24,064
Interest	9,231	7,036	2,802
Operating lease cost	15,286	16,674	20,783
Variable lease cost and other	6,190	6,329	2,691
Total lease cost	<u>\$ 55,015</u>	<u>\$ 52,712</u>	<u>\$ 50,340</u>

Maturities of lease liabilities as of December 31, 2024 were as follows (in thousands):

	Operating Leases	Finance Leases
2025	\$ 16,808	\$ 30,481
2026	15,297	30,459
2027	12,509	30,448
2028	5,523	30,445
2029	1,204	30,402
Thereafter	70	31,898
Total lease payments	51,411	184,133
Less: amount representing interest	(3,989)	(27,904)
Present value of future lease payments	47,422	156,229
Less: current obligations under leases	(14,814)	(22,336)
Non-current lease obligations	<u>\$ 32,608</u>	<u>\$ 133,893</u>

Supplemental balance sheet information related to lease liabilities was as follows:

	As of December 31,	
	2024	2023
Weighted-average remaining lease term:		
Finance leases	6.0 years	7.0 years
Operating leases	3.3 years	4.1 years
Weighted-average discount rate:		
Finance leases	5.7 %	5.6 %
Operating leases	5.2 %	5.2 %

Supplemental cash flow information related to leases was as follows (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows for operating leases	\$ 16,708	\$ 17,147	\$ 22,013
Operating cash flows for finance leases	\$ 9,231	\$ 7,036	\$ 2,802
Financing cash flows for finance leases	\$ 20,875	\$ 20,170	\$ 24,083

As of December 31, 2024, the Company did not have any significant lease that had not yet commenced.

9. Debt

The Company's outstanding debt consisted of the following (in thousands):

	As of December 31,	
	2024	2023
2029 Notes	\$ 1,000,000	\$ —
2031 Notes	1,000,000	—
2034 Notes	1,000,000	—
2054 Notes	550,000	—
Term loans under the Credit Agreement	—	2,966,250
Revolving Credit Facility	—	185,000
Total principal amount	3,550,000	3,151,250
Less: unamortized debt discount and issuance costs	(41,017)	(30,344)
Net carrying amount	\$ 3,508,983	\$ 3,120,906
Less: short-term debt	—	(215,000)
Long-term debt	\$ 3,508,983	\$ 2,905,906

As of December 31, 2024, the future principal payments for the outstanding debt were as follows (in thousands):

2025 through 2028	\$ —
2029	1,000,000
Thereafter	2,550,000
Long-term debt	\$ 3,550,000

Senior Notes

In December 2024, the Company issued \$3.6 billion in aggregate principal amount of senior notes, consisting of \$1.0 billion in aggregate principal amount of 5.125% notes due December 1, 2029 (the "2029 Notes"), \$1.0 billion in aggregate principal amount of 5.375% notes due December 1, 2031 (the "2031 Notes"), \$1.0 billion in aggregate principal amount of 5.500% notes due December 1, 2034 (the "2034 Notes"), and \$550.0 million in aggregate principal amount of 5.950% notes due December 1, 2054 (the "2054 Notes", and collectively with the 2029 Notes, the 2031 Notes and 2034 Notes, the "Senior Notes"). Interest on each series of the Senior Notes is payable semi-annually in arrears on June 1 and December 1 of each year, beginning on June 1, 2025.

The Senior Notes are unsecured obligations and are not guaranteed by any of the Company's subsidiaries. The Senior Notes rank equally with all existing and future unsecured and unsubordinated indebtedness of the Company. The Company may redeem the Senior Notes in whole or in part at any time or from time to time at specified redemption prices. In addition, upon the occurrence of certain change of control repurchase events, the Company may be required to repurchase the Senior Notes at a specified repurchase price plus accrued and unpaid interest on the Senior Notes to, but excluding, the repurchase date. The indentures governing the Senior Notes also includes customary affirmative and negative covenants (including covenants that limit the Company's ability and the ability of its restricted subsidiaries to create liens on certain assets to secure debt, enter into sale and leaseback transactions, and, with respect to the Company, consolidate or merge with or into, or sell or otherwise dispose of all or substantially all of its assets, in each case subject to certain exceptions), events of default, and other customary provisions. As of December 31, 2024, the Company was in compliance with all applicable covenants.

The Company incurred debt discount and issuance cost of \$41.3 million in connection with the Senior Notes offering, which were allocated on a pro rata basis to the 2029 Notes, 2031 Notes, 2034 Notes, and 2054 Notes. The debt discount and issuance costs are amortized to interest expense over the contractual term of each series of the Senior Notes under the effective interest rate method. The effective interest rates on the 2029 Notes, 2031 Notes, 2034 Notes, and 2054 Notes, which are calculated as the contractual interest rates adjusted for the debt discount and issuance costs, are 5.34%, 5.56%, 5.66%, and 6.07%, respectively.

As of December 31, 2024, the total estimated fair value of the Senior Notes was \$3.6 billion. The estimated fair value of the Senior Notes, which the Company has classified as Level 2 financial instruments, was determined based on quoted bid prices in an over-the-counter market on the last trading day of the reporting period.

Credit Agreement

2024 Credit Agreement

In December 2024, concurrently with the issuance of its Senior Notes, the Company entered into the 2024 Credit Agreement, establishing a \$1.0 billion revolving credit facility maturing on December 5, 2029, with the option for two one-year extensions as permitted under the agreement. The obligations of the Company under the 2024 Credit Agreement are unsecured and are not guaranteed by any of the Company's subsidiaries. As of December 31, 2024, no amounts had been borrowed under the 2024 Credit Agreement.

U.S. Dollar borrowings under the 2024 Credit Agreement will bear interest, at the Company's option, based on either (1) a base rate equal to the highest of (i) the prime rate then in effect, (ii) the federal funds rate, plus 0.50% and (iii) the Term SOFR rate for a one-month interest period plus 1.10%, in each case subject to a 1.00% floor, plus an applicable margin; or (2) the Term SOFR rate for the applicable interest period plus 0.10%, subject to a 0% floor, plus an applicable margin. The applicable margin ranges from 0.125% to 1.000% for base rate borrowings and from 1.125% to 2.000% for Term SOFR rate borrowings, in each case determined by the Company's credit ratings. Additionally, the 2024 Credit Agreement also requires the Company to pay a commitment fee on unused amounts, ranging from 0.100% to 0.325%, based on the Company's credit ratings.

The 2024 Credit Agreement includes usual and customary provisions for unsecured revolving credit agreements of this type, including covenants limiting, with certain exceptions, (1) incurrence of indebtedness by the Company's subsidiaries, (2) liens, (3) fundamental changes and (4) sale and leaseback transactions, and requires the Company to maintain a maximum total net debt-to-EBITDA ratio of 3.50 to 1.00 as of the last day of each fiscal quarter, subject to a step-up to 4.00 to 1.00 at the Company's option for a certain period following certain qualified acquisitions. As of December 31, 2024, the Company was in compliance with all applicable covenants and ratios.

The 2024 Credit Agreement replaced the existing credit agreement, originally entered into in August 2018 and subsequently amended multiple times (the "2018 Credit Agreement").

2018 Credit Agreement

In August 2018, the Company entered into the 2018 Credit Agreement. The 2018 Credit Agreement, as last amended in March 2024, provided for a \$1.5 billion term loan maturing in October 2028, a \$2.1 billion term loan maturing in August 2030, and a \$610.0 million secured revolving credit facility. Under the 2018 Credit Agreement, the Company may voluntarily prepay outstanding loans at any time, subject to notice, minimum amount requirements, and customary breakage costs, and may be required to prepay outstanding loans under certain circumstances. Prepaid amounts under the revolving credit facility may be re-borrowed.

The term loans and borrowings under the 2018 Credit Agreement bear interest, at the Company's option, based on either (1) a base rate equal to the highest of (i) the prime rate then in effect, (ii) the federal funds rate, plus 0.50% and (iii) the Term SOFR rate for a one-month interest period plus 1.00%, plus an applicable margin; or (2) the Term SOFR rate for a specified period, subject to a 0.50% floor in the case of the term loans and a 0% floor in the case of the revolving credit facility, plus an applicable margin. The applicable margin with respect to the term loans was 1.50% for base rate borrowings and 2.50% for Term SOFR rate borrowings. The applicable margin with respect to the amounts outstanding under the revolving credit facility ranges from 1.00% to 1.25% for base rate borrowings, and from 2.10% to 2.35% for Term SOFR rate borrowings, in each case determined by the Company's senior secured net leverage ratio. Additionally, the 2018 Credit Agreement also requires the Company to pay a commitment fee on unused amounts under the revolving credit facility, ranging from 0.25% to 0.50%, based on the Company's senior secured net leverage ratio. As of December 31, 2023, the interest rates for the term loans and the borrowings under the 2018 Credit Agreement were 8.45% and 7.45%, respectively.

The Company's obligations under the 2018 Credit Agreement are secured by substantially all assets of the Company and its domestic subsidiary guarantors, with certain exclusions. The 2018 Credit Agreement also includes covenants restricting debt, liens, business mergers, dissolutions, investments, dividends, asset disposals, and affiliate transactions, along with default provisions covering payment failures, cross-defaults, change of control, judgments, and bankruptcy. In case of default, lenders may demand immediate repayment and enforce other remedies provided under the agreement. The Company was in compliance with all applicable covenants at all times.

In March 2024, the Company drew \$418.7 million from the revolving credit facility to fund certain share repurchases and subsequently repaid the entire outstanding amount of \$603.7 million.

Upon executing the 2024 Credit Agreement, the Company used the proceeds from the issuance of the Senior Notes to repay the entire remaining \$3.5 billion principal amount on both term loans under the 2018 Credit Agreement and terminated the secured revolving credit facility under the 2018 Credit Agreement, which had no outstanding balance. The Company recognized a \$27.7 million loss on extinguishment of the term loans, while the modification to the revolving credit facility had no material impact on the Company's consolidated statements of operations for the year ended December 31, 2024.

Interest Expense on Debt

The following table sets forth total interest expense recognized related to the Company's debt (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Contractual interest expense	\$ 274,141	\$ 268,583	\$ 162,150
Amortization of debt discount and issuance costs	5,460	8,792	10,031
Loss on debt extinguishment	28,375	4,337	—
Total interest expense	<u>\$ 307,976</u>	<u>\$ 281,712</u>	<u>\$ 172,181</u>

The table above includes interest expense related to the revolving credit facilities of \$7.5 million, \$6.5 million, and \$0.1 million during the years ended December 31, 2024, 2023, and 2022, respectively.

10. Equity

Preferred Stock

The Company's amended and restated certificate of incorporation authorizes the issuance of preferred stock from time to time in one or more series. The Company's board of directors is authorized to determine the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions.

Common Stock

The Company's amended and restated certificate of incorporation authorizes the issuance of Class A common stock, Class B common stock, and Class C common stock (collectively referred to as the "Common Stock"). The rights of the holders of the Common Stock are identical, except with respect to voting and conversion.

Each share of Class A common stock is entitled to one vote per share, each share of Class B common stock is entitled to 20 votes per share, and Class C common stock is not entitled to vote, except as otherwise required by law. The holders of the Class B common stock (the "Voting Agreement Parties") have entered into a voting agreement (the "Voting Agreement"), which provides that all shares of Class B common stock held by the Voting Agreement Parties and their respective permitted entities and permitted transferees will be voted as determined by two of Adam Foroughi, Herald Chen, and KKR Denali Holdings L.P. ("KKR Denali") (one of which must be Mr. Foroughi). In the event that Mr. Chen or KKR Denali is no longer party to the Voting Agreement, all shares of Class B common stock subject to the Voting Agreement will be voted by the mutual decision of the remaining parties, or, if the parties disagree, the shares of Class B common stock will be voted by each party in their own discretion.

One share of Class B common stock is convertible into one share of Class A common stock voluntarily at any time by the holder, and will convert automatically into one share of Class A common stock upon (1) certain transfers or (2) the date set by the Company's board of directors, between 61 days and 180 days following the date on which (i) the Voting Agreement is terminated or (ii) Adam Foroughi is no longer involved with the Company as a member of the Board or as an executive officer. After the conversion or exchange of all outstanding shares of the Company's Class B common stock into shares of Class A common stock, all outstanding shares of Class C common stock will automatically convert into Class A common stock on a one-for-one basis at the date or time determined by a majority of the outstanding shares of Class A common stock, voting as a separate class.

In 2024, KKR Denali, who previously owned more than 10% of the Company's voting interests, converted its remaining shares of Class B common stock into Class A common stock and subsequently sold all such shares. As a result, as of December 31, 2024, KKR Denali was no longer a party to the Voting Agreement. See Note 16 - Related Party Transactions for additional information.

Stock Repurchase Program

In February 2022, the Company's board of directors authorized a stock repurchase program for the Company's Class A common stock. As of December 31, 2023, \$2.2 million remained available for repurchases under the program. During 2024, the Company repurchased and retired 16,081,408 shares of Class A common stock for a total cost of \$981.3 million, including commissions and fees, and the board authorized an additional \$3.3 billion for repurchases under the program. As of December 31, 2024, \$2.3 billion remained available for repurchases under the program.

Repurchases may be made from time to time through open market purchases or through privately negotiated transactions, subject to market conditions, applicable legal requirements and other relevant factors. Open market repurchases may be structured to occur in accordance with the requirements of Rule 10b-18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company may also, from time to time, enter into Rule 10b-5 trading plans, to facilitate repurchases of shares. The repurchase program does not obligate the Company to acquire any particular amount of Class A common stock, has no expiration date and may be modified, suspended, or terminated at any time at the Company's discretion.

The Company retires its Class A common stock upon repurchases, and records the excess of repurchase price over par value for shares repurchased to retained earnings to the extent the Company has retained earnings. If the Company has an accumulated deficit, the Company records the excess of repurchase price over par value for shares repurchased first to additional paid-in capital, to the extent the Company has additional paid-in capital, until depleted, and then to accumulated deficit in the Company's consolidated statements of redeemable noncontrolling interest and stockholders' equity.

11. Stock-based Compensation

2011 Equity Incentive Plan

The Company's 2011 Equity Incentive Plan (the "2011 Plan") provides for the grant of incentive stock options ("ISOs"), nonstatutory stock options ("NSOs"), RSUs, stock appreciation rights ("SARs") and restricted stock to the Company's employees, directors and consultants. Immediately prior to the effectiveness of the 2021 Plan, the 2011 Plan was terminated, and no further awards were granted thereunder. All outstanding awards under the 2011 Plan continue to be governed by their existing terms.

2021 Equity Incentive Plan

The 2021 Equity Incentive Plan (the "2021 Plan") provides for the grant of ISOs, NSOs, restricted stock, RSUs, SARs,

performance units and performance shares to the Company's employees, directors and consultants. A total of 39,000,000 shares of the Company's Class A common stock were initially reserved for issuance under the 2021 Plan. In addition, the shares reserved for issuance under the 2021 Plan include any shares subject to awards granted under the 2011 Plan in the case of certain occurrences, such as expirations, terminations, exercise and tax-related withholding, or failures to vest. The number of shares available for issuance under the 2021 Plan also include an annual increase of shares, equal to the least of (a) 39,000,000 shares, (b) five percent (5%) of the outstanding shares of all classes of the Company's common stock as of the last day of the immediately preceding fiscal year, or (c) such other amount as the Company's board of directors may determine. In 2022, the Company's board of directors decreased the number of shares of Class A common stock reserved for issuance under the 2021 Plan by 2,000,000 shares. As of December 31, 2024, there were 68,922,661 shares available for future issuance under the 2021 Plan.

2021 Partner Studio Incentive Plan

The 2021 Partner Studio Incentive Plan (the "2021 Partner Plan") provides for the grant of NSOs, restricted stock, RSUs, SARs, performance units, and performance shares to individuals or entities engaged by the Company to render bona fide services. A total of 390,000 shares of the Company's Class A common stock were initially reserved for issuance pursuant to the 2021 Partner Plan. In 2022, the Company's board of directors reserved an additional 2,000,000 shares of Class A common stock for future issuance under the 2021 Partner Plan. As of December 31, 2024, there were 1,550,986 shares available for future issuance under the 2021 Partner Plan.

Employee Stock Purchase Plan

The ESPP permits participants to purchase shares of the Company's Class A common stock through contributions of up to 15% of their eligible compensation. The ESPP provides for consecutive, overlapping 24-month offering periods, during which the contributed amount by the participant will be used to purchase shares of the Company's Class A common stock at the end of each 6-month purchase period with the purchase price of the shares being 85% of the lower of the fair market value of the Company's Class A common stock on the first day of an offering period or on the exercise date. The ESPP has an automatic reset feature, whereby the offering period resets if the fair value of the Company's common stock on a purchase date is less than that on the original offering date. No participant may purchase, in any one purchase period, more than 590 shares of Class A common stock, or 3,500 shares of Class A common stock for offering periods commencing on or after May 20, 2023. Participants may end their participation at any time during an offering and will be paid their accrued contributions that have not yet been used to purchase shares. Participation ends automatically upon termination of employment with the Company.

A total of 7,800,000 shares of the Company's Class A common stock were initially reserved for issuance under the ESPP. The number of shares available for issuance under the ESPP also include an annual increase of shares, equal to the least of: (a) 7,800,000 shares, (b) one percent (1%) of the outstanding shares of all classes of the Company's common stock as of the last day of the immediately preceding fiscal year, or (c) such other amount as the Company's board of directors may determine. As of December 31, 2024, there were 17,582,902 shares available for future issuance under the ESPP.

RSUs

A summary of the RSU activities for the year ended December 31, 2024 is as follows:

	Number of Restricted Stock Units	Weighted-Average Grant-Date Fair Value (per share)
Balances as of December 31, 2023	9,209,309	\$ 41.14
Granted	1,017,237	\$ 105.09
Vested	(7,214,595)	\$ 39.59
Forfeited	(861,930)	\$ 46.85
Balances as of December 31, 2024	2,150,021	\$ 74.34

The weighted-average grant-date fair value of RSUs granted during the years ended December 31, 2023 and 2022 was \$25.11 and \$23.08, respectively. The total fair value of RSUs vested as of the vesting dates during the years ended December 31, 2024, 2023, and 2022 was \$844.2 million, \$403.1 million, and \$88.0 million, respectively.

PSUs

In March 2023, the Company granted 6,902,000 PSUs under the 2021 Plan to each of Adam Foroughi, its CEO and Chairperson, and Vasily Shikin, its CTO. In April 2023, the Company granted an additional 3,451,000 PSUs to certain non-executive employees under the same plan. These PSUs, divided into five tranches, vest upon achieving stock price targets ranging from \$36.00 to \$79.00, based on the minimum closing price of the Company's Class A common stock over any 30 consecutive trading days during a five-year performance period from the respective grant date, subject to continued employment through the applicable vesting date. In the event of a change in control, unvested PSUs may vest a pro-rata amount if the transaction price falls between two stock price targets that have not previously been achieved, subject to continued employment through the date prior to the transaction. For Mr. Foroughi and Mr. Shikin, PSUs may continue to vest for up to one year post-employment if certain conditions are met.

In November 2024, the Company granted 348,327 PSUs under the 2021 Plan to certain non-executive employees. These

PSUs, divided into 3 tranches, vest upon achieving stock price targets ranging from \$184.35 to \$294.96, based on the minimum closing price of the Company's Class A common stock over any 30 consecutive trading days during a 2.5-year performance period from the grant date, subject to continued employment through the applicable vesting date.

A summary of the PSU activities for the year ended December 31, 2024 is as follows:

	Number of Performance Stock Units	Weighted-Average Grant-Date Fair Value (per share)
Balances as of December 31, 2023	13,804,000	\$ 7.20
Granted	348,327	\$ 103.76
Vested	(13,841,737)	\$ 9.26
Forfeited	(310,590)	\$ 7.90
Balances as of December 31, 2024	—	\$ —

The weighted-average grant-date fair value of PSUs granted during the year ended December 31, 2023 was \$7.20. The total fair value of PSUs vested as of the vesting dates during the years ended December 31, 2024 and 2023 was \$1.3 billion and \$132.7 million, respectively.

The following assumptions were used to estimate the fair value of PSUs:

	Year Ended December 31,	
	2024	2023
Stock price on the date of grant	\$159.11	\$12.41 - \$16.43
Expected volatility	64.72 %	73.76% - 73.95%
Risk-free interest rate	4.05 %	3.58% - 3.60%
Discount for lack of marketability	15.29 %	20.43% - 20.65%
Dividend yield	0%	0%

Stock Options

A summary of the stock option activities for the year ended December 31, 2024 is as follows:

	Number of Options	Weighted-Average Exercise Price (per share)	Weighted-Average Remaining Contractual Term (in years)
Balances as of December 31, 2023	9,814,632	\$ 6.11	5.8
Exercised	(6,044,258)	\$ 5.76	
Forfeited	(23,222)	\$ 17.63	
Balances as of December 31, 2024	3,747,152	\$ 6.60	4.9
Vested and exercisable as of December 31, 2024	3,746,502	\$ 6.60	4.9
Vested and expected to vest as of December 31, 2024	3,747,152	\$ 6.60	4.9

The fair value of stock options granted during the year ended December 31, 2023 was not material and no stock options were granted during the years ended December 31, 2024 or 2022. The total intrinsic value of share options exercised during the years ended December 31, 2024, 2023, and 2022 was \$671.2 million, \$60.1 million, and \$87.5 million, respectively. The aggregate intrinsic value of stock options outstanding as of December 31, 2024 was \$1.2 billion.

ESPP

The stock-based compensation expenses recognized for the ESPP were not material during the years ended December 31, 2024, 2023, or 2022. During the year ended December 31, 2024, 418,893 shares of Class A common stock were purchased under the ESPP at a weighted-average price of \$16.63 per share.

Stock-based Compensation Expense

Stock-based compensation included in the Company's consolidated statements of operations was as follows (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Cost of revenue	\$ 5,499	\$ 5,229	\$ 6,307
Sales and marketing	83,435	79,879	41,533
Research and development	239,902	230,806	94,319
General and administrative	47,619	47,193	49,453
Total stock-based compensation expense	<u>\$ 376,455</u>	<u>\$ 363,107</u>	<u>\$ 191,612</u>

During the year ended December 31, 2023, the Company recorded \$15.7 million in stock-based compensation expense for a performance-based incentive plan for certain employees of Wurl. The plan was initially recorded in accrued and other current liabilities on the Company's consolidated balance sheets as the monetary value of the obligation under each potential outcome of the performance condition was predominantly based on a fixed monetary amount known at inception to be settled in a variable number of shares. In February 2024, the Company settled the liability by issuing 346,836 shares of the Company's Class A common stock and paying \$2.1 million in cash. For additional information, see Note 6 - Business Combinations.

During the year ended December 31, 2024, the Company recorded \$7.1 million in stock-based compensation expense for certain cash-settled awards, whose value was based in part on the price of its Class A common stock. As of December 31, 2024, these awards were vested and included in accrued and other current liabilities on the Company's consolidated balance sheets.

As of December 31, 2024, the total unrecognized stock-based compensation expense was \$145.6 million, which is expected to be recognized over a weighted-average period of 0.92 years. For the years ended December 31, 2024, 2023, and 2022, the Company recognized net income tax benefit (deficiency) related to stock-based compensation of \$203.7 million, \$34.3 million, and \$(10.9) million, respectively.

12. Net Income (Loss) Per Share

The following table sets forth the computation of basic and diluted net income (loss) per share attributable to common stockholders for the years ended December 31, 2024, 2023, and 2022 (in thousands, except share and per share data):

	Year Ended December 31,		
	2024	2023	2022
Basic EPS			
Numerator:			
Net income (loss)	\$ 1,579,776	\$ 356,711	\$ (192,746)
Less:			
Income attributable to options exercises by promissory notes	(1,508)	(1,412)	—
Income attributable to unvested early exercised options	(2)	(23)	—
Income attributable to common stock subject to share repurchase agreements	(1,207)	(334)	—
Net income (loss) attributable to common stockholders—Basic	<u>\$ 1,577,059</u>	<u>\$ 354,942</u>	<u>\$ (192,746)</u>
Denominator:			
Weighted-average shares used in computing net income (loss) per share—Basic	336,921,483	351,952,187	371,568,011
Net income (loss) per share attributable to common stockholders—Basic	<u>\$ 4.68</u>	<u>\$ 1.01</u>	<u>\$ (0.52)</u>
Diluted EPS			
Numerator:			
Net income (loss)	\$ 1,579,776	\$ 356,711	\$ (192,746)
Less:			
Income attributable to options exercises by promissory notes	(1,461)	(1,371)	—
Income attributable to unvested early exercised options	(2)	(23)	—
Income attributable to common stock subject to share repurchase agreements	(1,169)	(324)	—
Net income (loss) attributable to common stockholders—Diluted	<u>\$ 1,577,144</u>	<u>\$ 354,993</u>	<u>\$ (192,746)</u>
Denominator:			
Weighted-average shares used in computing net income (loss) per share—Basic	336,921,483	351,952,187	371,568,011
Weighted-average dilutive share-based awards and warrants	10,886,072	10,637,059	—
Weighted-average shares used in computing net income (loss) per share—Diluted	<u>347,807,555</u>	<u>362,589,246</u>	<u>371,568,011</u>
Net income (loss) per share attributable to common stockholders—Diluted	<u>\$ 4.53</u>	<u>\$ 0.98</u>	<u>\$ (0.52)</u>

The following table presents the forms of antidilutive potential common shares:

	As of December 31,		
	2024	2023	2022
Stock options exercised for promissory notes	85,000	1,399,999	1,399,999
Early exercised stock options	—	3,147	99,372
Stock options	—	115,229	11,315,805
Unvested RSUs	2,034	3,340,992	15,616,743
ESPP	49,488	1,917	856,811
Total antidilutive potential common shares	<u>136,522</u>	<u>4,861,284</u>	<u>29,288,730</u>

As of December 31, 2023, the table above excludes any unvested PSUs since the related market conditions had not yet been met.

13. Income Taxes

Net income (loss) before income taxes for the years ended December 31, 2024, 2023, and 2022, included the following components (in thousands):

	Year Ended December 31,		
	2024	2023	2022
U.S.	\$ 125,402	\$ 14,911	\$ 8,660
Foreign	1,450,603	365,659	(213,837)
Net income (loss) before income taxes	<u>\$ 1,576,005</u>	<u>\$ 380,570</u>	<u>\$ (205,177)</u>

Provision for (benefit from) income taxes for the years ended December 31, 2024, 2023, and 2022 consisted of the following (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Current:			
Federal	\$ 19,832	\$ 46,515	\$ 74,843
State	11,426	12,407	13,548
Foreign	161,046	47,309	1,548
Total current	<u>192,304</u>	<u>106,231</u>	<u>89,939</u>
Deferred:			
Federal	(151,309)	(65,476)	(74,588)
State	(19,424)	(6,454)	(6,718)
Foreign	(25,342)	(10,442)	(20,863)
Total deferred	<u>(196,075)</u>	<u>(82,372)</u>	<u>(102,169)</u>
Total provision for (benefit from) income taxes	<u>\$ (3,771)</u>	<u>\$ 23,859</u>	<u>\$ (12,230)</u>

The reconciliation of federal statutory income tax rate to the effective income tax rate is as follows (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Tax provision (benefit) at U.S. federal statutory rate	\$ 330,961	\$ 79,920	\$ (43,034)
State income taxes, net of federal benefit	(30,296)	(5,259)	(1,356)
Foreign income taxed at different rates	(162,402)	(39,171)	27,114
Global intangible low-taxed income	54,118	19,417	2,917
Stock-based compensation	(176,670)	(3,793)	22,064
Capital loss	—	(2,121)	(14,687)
Foreign-derived intangible income	(9,743)	(20,569)	(17,667)
Research and development credits	(56,666)	(25,128)	(11,803)
Foreign income inclusion	(305)	919	357
Change in valuation allowance	42,623	15,182	21,061
Return to Provision	2,942	3,223	(1,323)
Other	1,668	1,239	4,127
Total provision for (benefit from) income taxes	<u>\$ (3,771)</u>	<u>\$ 23,859</u>	<u>\$ (12,230)</u>

The Company operates in jurisdictions outside of the US, such as Singapore, where it has tax incentive arrangements. The Company's qualifying income earned in Singapore is taxed at reduced rates, subject to its compliance with the conditions specified in these incentives and legislative developments. These Singapore tax incentives are expected to expire in June 2028 which the Company can affirmatively elect to renew. Before taking into consideration the effects of the U.S. Tax Cuts and Jobs Act and other indirect tax impacts, the effect of these tax incentives and tax holiday decreased the provision for income taxes by approximately \$135.4 million (\$0.39 per diluted share) and \$38.0 million (\$0.11 per diluted share) for the years ended December 31, 2024 and 2023, respectively.

The following summarizes the current and deferred tax assets and liabilities (in thousands):

	As of December 31,	
	2024	2023
Deferred tax assets:		
Accrued expenses and reserves	\$ 13,506	\$ 12,558
Stock-based compensation	10,124	11,169
Tax credit carryforwards	99,314	22,896
Net operating loss	45,463	24,817
Identified intangibles	46,851	24,284
Operating lease liability	10,137	10,201
Other comprehensive income	37,997	24,540
Foreign tax deduction	1,900	7,560
Capital loss	18,198	17,688
Capitalized R&D expenses	268,918	142,386
Valuation allowance	(98,444)	(55,822)
Total deferred tax assets	453,964	242,277
Deferred tax liabilities:		
Depreciation and amortization	(324)	(1,587)
Operating lease right-of-use assets	(7,798)	(6,808)
Other	(9,529)	(6,909)
Total deferred tax liabilities	(17,651)	(15,304)
Net deferred tax assets	\$ 436,313	\$ 226,973

As of December 31, 2024 and 2023, the Company had federal net operating loss carryforwards of \$2.8 million and \$8.5 million on a return basis, respectively, to reduce future taxable income. The post-2017 Tax Act net operating losses are not subject to expiration.

As of December 31, 2024 and 2023, the Company had federal tax credit carryforwards of \$67.7 million and \$5.1 million on a return basis, respectively, to offset future tax liability. The credit carryforwards will begin to expire in 2035.

As of December 31, 2024 and 2023, the Company had federal capital loss carryforwards of \$78.1 million and \$77.1 million on a return basis, respectively, to reduce future capital gains. The capital loss carryforwards will begin to expire in 2027.

As of December 31, 2024 and 2023, the Company had California net operating loss carryforwards of \$12.4 million and \$3.6 million on a return basis, respectively, to reduce future taxable income. The net operating losses will begin to expire in 2039.

As of December 31, 2024 and 2023, the Company had California tax credit carryforwards of \$63.0 million and \$33.3 million on a return basis, respectively, to offset future tax liability. The credit carryforwards are not subject to expiration.

As of December 31, 2024 and 2023, the Company had other state net operating loss carryforwards of \$74.1 million and \$26.6 million on a return basis, respectively, to reduce future taxable income. The net operating losses will begin to expire in 2038.

As of December 31, 2024 and 2023, the Company had Texas tax credit carryforwards of \$1.2 million and \$0.5 million on a return basis, respectively, to offset future tax liability. The credit carryforwards will begin to expire in 2043.

As of December 31, 2024 and 2023, the Company had foreign net operating loss carryforwards of \$255.5 million and \$140.5 million on a return basis, respectively, to reduce future taxable income. The foreign net operating losses will begin to expire in 2027.

The valuation allowance on the Company's net deferred tax assets increased by \$42.6 million, \$15.2 million and \$21.8 million during the years ended December 31, 2024, 2023, and 2022, respectively.

In assessing the realizability of the Company's deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management's assessment is based on the weight of available evidence, including cumulative losses since inception and expected future losses and as such, management believes it is more likely than not that the deferred tax assets will be realized. As of December 31, 2024, 2023, and 2022, the Company maintained a valuation allowance with respect to certain of its deferred tax assets relating primarily to certain state tax credits, U.S. capital losses and operating losses in certain non-U.S. jurisdictions that we believe are not likely to be realized, due to generating more credits and losses than can be utilized.

Internal Revenue Code (IRC) Section 382 places a limitation on the amount of taxable income that can be offset by net operating loss carryforwards and tax credits after a greater than 50% change in control in ownership; California has similar rules. The Company's capitalization described herein may have resulted in such a change. Utilization of the net operating loss

carryforwards may be subject to annual limitations under IRC Section 382 and similar state provisions. The annual limitation may result in the expiration of the net operating loss carryforwards before utilization.

The Company has not provided U.S. income or foreign withholding taxes on the undistributed earnings of its foreign subsidiaries as of December 31, 2024 and 2023, because it intends to permanently reinvest such earnings outside of the U.S., except for Singapore. If these foreign earnings were to be repatriated in the future, the related U.S. tax liability will be immaterial, due to the participation exemption put in place in the 2017 Tax Act.

Uncertain Tax Positions

The following table summarizes the activity related to the gross unrecognized tax benefits (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Balance at beginning of year	\$ 35,880	\$ 19,052	\$ 18,456
Increases related to prior year positions	4,393	3,522	—
Decreases related to prior year positions	(2,183)	—	(2,837)
Increases related to current year positions	25,921	13,548	7,083
Decreases related to lapse of statutes	(2,797)	(242)	(758)
Decreases related to settlements	(309)	—	(2,892)
Balance at end of year	<u>\$ 60,905</u>	<u>\$ 35,880</u>	<u>\$ 19,052</u>

Of the unrecognized tax benefits, \$51.1 million and \$23.9 million represents the amount that if recognized, would favorably affect the effective income tax rate in 2024 and 2023, respectively. The Company does not expect a significant change to its unrecognized tax benefits or recorded liabilities over the next twelve months. The unrecognized tax benefits may increase or change during the next year for items that arise in the ordinary course of business.

The Company records interest and penalties related to unrecognized tax benefits in income tax expense. As of December 31, 2024, 2023, and 2022, the Company had approximately \$8.3 million, \$4.0 million, and \$2.6 million of interest and penalties, respectively.

The tax returns for years 2017 through 2023 remain open to examination for federal and other major domestic taxing jurisdictions and for years 2018 through 2023 for other major foreign jurisdictions.

14. Segments and Geographic Information

The Company determines its operating segments based on how its CODM manages the business, allocates resources, makes operating decisions and evaluates operating performance. The Company's CODM is the Chief Executive Officer.

The Company's two operating and reportable segments are as follows:

- **Advertising:** Revenue is generated primarily from fees paid by advertisers for the placement of ads on mobile applications owned by Publishers.
- **Apps:** Revenue is generated when a user of one of the Apps makes an in-app purchase ("IAP Revenue") and when clients purchase the digital advertising inventory of the Company's portfolio of Apps ("IAA Revenue").

The CODM evaluates the performance of each operating segment using revenue and segment Adjusted EBITDA. The Company defines segment Adjusted EBITDA as revenue less expenses, excluding depreciation and amortization and certain items that the Company does not believe are reflective of the operating segments' core operations. Expenses include indirect costs that are allocated to operating segments based on a reasonable allocation methodology, which are generally related to sales and marketing activities and general and administrative overhead. Revenue and expenses exclude transactions between the Company's operating segments.

The CODM uses segment Adjusted EBITDA to allocate resources during the annual budgeting and forecasting process. The CODM considers segment Adjusted EBITDA when making decisions on operating and capital resource allocation. Additionally, the CODM uses segment Adjusted EBITDA to evaluate operating strategy and assess segment performance by comparing the results of each segment.

The CODM does not evaluate operating segments using asset information, and, accordingly, the Company does not report asset information by segment.

The following tables provide information about the Company's reportable segments and a reconciliation of the total segment Adjusted EBITDA to consolidated income (loss) before income taxes (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Advertising:			
Revenue	\$ 3,224,058	\$ 1,841,762	\$ 1,049,167
Less:			
Data center costs	(392,498)	(251,197)	(201,718)
Personnel related expenses	(242,134)	(208,878)	(162,327)
Publisher bonuses ¹	—	—	209,635
Other expenses ²	(146,830)	(105,982)	(86,341)
Advertising Adjusted EBITDA	2,442,597	1,275,705	808,415
Apps:			
Revenue	\$ 1,485,190	\$ 1,441,325	\$ 1,767,891
Less:			
User acquisition costs	(521,516)	(539,444)	(666,128)
Payment processing fees	(287,891)	(295,613)	(345,573)
Professional services costs	(260,278)	(236,229)	(320,282)
Other expenses ³	(138,497)	(143,086)	(181,113)
Apps Adjusted EBITDA	277,008	226,953	254,795
Total Segment Adjusted EBITDA	\$ 2,719,605	\$ 1,502,658	\$ 1,063,210
Interest expense and loss on settlement of debt	\$ (318,260)	\$ (275,665)	\$ (171,863)
Other income, net	25,440	7,831	18,647
Amortization, depreciation and write-offs	(448,680)	(489,008)	(547,084)
Loss on disposal of long-lived assets	(1,646)	—	(127,892)
Non-operating foreign exchange gain (loss)	(291)	1,224	164
Stock-based compensation	(376,455)	(363,107)	(191,612)
Acquisition-related expense and transaction bonus	(885)	(1,047)	(21,279)
Publisher bonuses	—	—	(209,635)
MoPub acquisition transition services	—	—	(6,999)
Restructuring costs	(22,823)	(2,316)	(10,834)
Income (loss) before income taxes	\$ 1,576,005	\$ 380,570	\$ (205,177)

¹ In connection with the MoPub acquisition, the Company incurred certain one-time, non-recoupable costs to incentivize publishers to migrate to its MAX mediation solution. As these costs were not historically significant nor expected to be in the future, the Company excluded their impact from the Advertising Adjusted EBITDA.

² Other segment items for the Advertising reportable segment include professional services costs, facilities costs, advertising costs, software costs, and other individually insignificant costs.

³ Other segment items for the Apps reportable segment include personnel related expenses, data center costs, facilities costs, software costs, and other individually insignificant costs.

The following table presents long-lived assets by geographic area which consist of property and equipment, net (in thousands):

	As of December 31,	
	2024	2023
United States	\$ 44,641	\$ 47,612
Germany	74,533	79,863
Netherlands	40,215	45,307
All other countries	1,141	549
Total property and equipment, net	\$ 160,530	\$ 173,331

For information regarding revenue disaggregated by geography, see Note 2 - Summary of Significant Accounting Policies.

15. Restructuring

For the year ended December 31, 2024, the Company implemented certain workforce reduction measures, resulting in restructuring charges of \$20.2 million for the Advertising segment and \$5.7 million for the Apps segment. These charges consisted primarily of one-time termination benefits. As of December 31, 2024, \$6.9 million remained unpaid and was included in accrued and other current liabilities in the Company's consolidated balance sheets.

For the year ended December 31, 2022, the Company implemented certain workforce reduction measures and recorded a total restructuring charge of \$10.8 million comprising primarily of one-time termination benefits, which had been paid in full prior to 2024.

16. Related Party Transactions

Stock Repurchase Transactions

In February 2024, the Company entered into an underwriting agreement (the "Underwriting Agreement") with KKR Denali, and BofA Securities, Inc., acting for themselves and as representative of other underwriters (collectively, the "Underwriters"), in connection with a secondary public offering (the "Offering") of 19,866,397 shares of the Company's Class A common stock by KKR Denali. Pursuant to the Underwriting Agreement, on March 6, 2024, the Company repurchased from the Underwriters 10,466,397 shares of Class A common stock sold to the Underwriters by KKR Denali in the Offering at a price per share of \$54.46, the same per share price paid by the Underwriters to KKR Denali in the Offering.

In August 2023, the Company repurchased 15,000,000 shares of its Class A common stock from KKR Denali in a private transaction at a price per share equal to \$36.85, for an aggregate purchase price of \$552.8 million under the Company's stock repurchase program.

In May 2023, the Company repurchased 15,952,381 shares of its Class A common stock from KKR Denali in a private transaction at a price per share equal to \$21.00, for an aggregate purchase price of \$335.0 million under the Company's stock repurchase program.

Credit Agreement

KKR Capital Markets LLC, an affiliate of KKR Denali, served as a joint lead arranger and joint bookrunner for the 2018 Credit Agreement. In 2024, 2023, and 2022, the Company paid fees of \$0.1 million, \$1.2 million, and nil, respectively, to KKR Capital Markets LLC in connection with amendments to the 2018 Credit Agreement. Additionally, KKR Corporate Lending (CA) LLC, an affiliate of KKR Denali, provided revolving credit commitments totaling \$15.0 million under the 2018 Credit Agreement. The 2018 Credit Agreement was terminated in December 2024. See Note 9 – Debt for additional information.

Other Transactions

Herald Chen, the Company's former President and Chief Financial Officer and a current member of its board of directors, served as an advisor to the Chief Executive Officer for a one-year term beginning on January 1, 2024. In connection with this role, Mr. Chen received an award of 62,418 RSUs with a grant-date fair value of \$43.79 per share.

In February 2024, the Company entered into certain investment and arm's length commercial agreements with Humans, Inc. See Note 3 - Financial Instruments and Fair Value Measurements for additional information. Eduardo Vivas, a member the Company's board of directors, serves as the Chief Operating Officer of Humans, Inc., and a member of its board of directors.

In March 2019, the Company entered into a promissory note with Rafael Vivas, the brother of Eduardo Vivas, a member of the Company's board of directors, for the purpose of advancing him funds to allow him to early exercise his stock options ("Vivas Note"). The Vivas Note was issued in the amount of \$2.3 million at an interest rate of 2.59%, and later amended on August 7, 2020 to lower the interest rate on the outstanding balance of such note to the then applicable IRS annual mid-term rate of 0.41%. In March 2024, the principal amount due under the Vivas Note plus accrued interest, or \$2.3 million, was repaid in full to the Company and the Vivas Note was extinguished.

The Company had no other material related party transactions in 2024, 2023, or 2022.

17. Subsequent Events

On February 12, 2025, the Company announced that it had entered into a term sheet for the sale of the Company's mobile gaming business to a privately held company (the "Acquirer") for total consideration of \$900.0 million (the "Term Sheet"). The Term Sheet provides for the total consideration to consist of \$400.0 million in shares of the Acquirer's common equity and \$500.0 million in cash, subject to customary purchase price adjustments. The Term Sheet also provides that the Acquirer will borrow up to \$250.0 million of the cash portion of the total consideration and that, if the Acquirer is unable to obtain such financing, the Company agrees to provide financing in such amount to the Acquirer through the issuance of a promissory note. The Term Sheet is non-binding, except with respect to an agreement by the parties to use commercially reasonable best efforts in good faith to negotiate and finalize definitive agreements for the proposed transaction, a prohibition on the Company from engaging in discussions or negotiations with any third party other than the Acquirer regarding the sale of the Company's mobile gaming business for a specified period, and customary terms such as fees and expenses, governing law, and termination.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation and supervision of our principal executive officer and our principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Annual Report on Form 10-K. Based on such evaluation, our principal executive officer and principal financial officer have concluded that, as of such date, our disclosure controls and procedures were effective at a reasonable assurance level as of December 31, 2024.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act). Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

Our management, with the participation and supervision of our principal executive officer and our principal financial officer, evaluated the effectiveness of our internal control over financial reporting as of December 31, 2024 based on the framework in Internal Control-Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2024.

The effectiveness of our internal control over financial reporting as of December 31, 2024 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is included in Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) and 15d-15(d) of the Exchange Act during the quarter ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

Our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their desired objectives. Management does not expect, however, that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all error and fraud. Any control system, no matter how well designed and operated, is based upon certain assumptions, and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, 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 have been detected.

Item 9B. Other Information*Securities Trading Plans of Directors and Executive Officers*

On December 6, 2024, Matthew Stumpf, our Chief Financial Officer, entered into a Rule 10b5-1 trading plan providing for the potential sale of the net shares (after withholding taxes) of our Class A common stock issuable upon vesting and settlement of 56,058 RSUs granted to Mr. Stumpf prior to the adoption of the trading plan. The trading plan is scheduled to be effective until November 25, 2025, or earlier if all transactions under the trading plan are completed. The trading plan is intended to satisfy the affirmative defense in Rule 10b5-1(c).

On December 6, 2024, Victoria Valenzuela, our Chief Legal Officer, entered into a Rule 10b5-1 trading plan providing for the potential sale of the net shares (after withholding taxes) of our Class A common stock issuable upon vesting and settlement of 57,207 RSUs granted to Ms. Valenzuela prior to the adoption of the trading plan. The trading plan is scheduled to be effective until December 5, 2025, or earlier if all transactions under the trading plan are completed. The trading plan is intended to satisfy the affirmative defense in Rule 10b5-1(c).

On December 9, 2024, Vasily Shikin, our Chief Technology Officer, entered into a Rule 10b5-1 trading plan providing for the potential sale of up to 120,000 shares of our Class A Common Stock held by Mr. Shikin and up to 210,000 shares of our Class A common stock from certain affiliated trusts. The trading plan is scheduled to be effective until November 25, 2025, or earlier if all transactions under the trading plan are completed. The trading plan is intended to satisfy the affirmative defense in Rule 10b5-1(c).

On November 20, 2024, Alyssa Harvey Dawson, a member of our Board, terminated a Rule 10b5-1 trading plan, which was previously adopted on March 14, 2024 and intended to satisfy the affirmative defense in Rule 10b5-1(c). The terminated trading plan provided for the potential sale of up to an aggregate of 8,871 shares of our Class A common stock held by Ms. Harvey Dawson and was scheduled to be effective until May 31, 2025, or earlier if all transactions under the trading plan were completed.

No other directors or officers, as defined in Rule 16a-1(f), adopted or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K) during the quarterly period covered by this report.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated by reference to the definitive proxy statement for our 2025 Annual Meeting of Stockholders, which will be filed with the SEC, no later than 120 days after December 31, 2024 (the "Proxy Statement").

Item 11. Executive Compensation

The information required by this item is incorporated by reference to the Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owner and Management and Related Stockholder Matters

The information required by this item is incorporated by reference to the Proxy Statement.

Item 13. Certain Relationships and Related Party Transactions, and Director Independence

The information required by this item is incorporated by reference to the Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated by reference to the Proxy Statement.

Part IV

Item 15. Exhibit and Financial Statement Schedules

Documents filed as part of this report are as follows:

(1) Consolidated Financial Statements: the Company's consolidated financial statements are listed in the "Index to Consolidated Financial Statements" under Part II, Item 8 of this report.

(2) Financial Statement Schedules: Financial statement schedules have been omitted because they are not applicable or the required information is shown in the Consolidated Financial Statements or Notes thereto.

(3) Exhibits: The documents listed below are incorporated by reference or are filed with this report, in each case as indicated therein.

EXHIBIT INDEX

Exhibit Number	Exhibit Title	Information Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
3.1	Amended and Restated Certificate of Incorporation of the registrant.	S-1/A	333-253800	3.2	March 22, 2021
3.2	Certificate of Change of Location of Registered Agent and/or Registered office.	8-K	001-40325	3.1	June 15, 2021
3.3	Amended and Restated Bylaws of the registrant.	8-K	001-40325	3.1	February 6, 2023
4.1	Form of Class A common stock certificate of the registrant.	S-1	333-253800	4.1	March 2, 2021
4.2	Investors' Rights Agreement among the registrant and certain holders of its capital stock, dated as of August 15, 2018, as amended.	S-1/A	333-253800	4.2	March 22, 2021
4.3	Form of Warrant to Purchase Class A Common Stock.	S-1	333-253800	4.3	March 2, 2021
4.4	Description of Capital Stock.	10-K	001-40325	4.4	February 28, 2023
4.5	Indenture, dated December 5, 2024, by and between AppLovin Corporation and Wilmington Trust, National Association, as trustee.	8-K	001-40325	4.1	December 5, 2024
4.6	First Supplemental Indenture, dated as of December 5, 2024, by and between AppLovin Corporation and Wilmington Trust, National Association, as trustee.	8-K	001-40325	4.2	December 5, 2024
4.7	Form of Global Note for 5.125% Senior Notes due 2029 (included as Exhibit A to 4.6).	8-K	001-40325	4.3	December 5, 2024
4.8	Form of Global Note for 5.375% Senior Notes due 2031 (included as Exhibit B to 4.6).	8-K	001-40325	4.4	December 5, 2024
4.9	Form of Global Note for 5.500% Senior Notes due 2034 (included as Exhibit C to 4.6).	8-K	001-40325	4.5	December 5, 2024

4.10	Form of Global Note for 5.950% Senior Notes due 2054 (included as Exhibit D to 4.6).	8-K	001-40325	4.6	December 5, 2024
10.1+	Form of Indemnification Agreement between the registrant and each of its directors and executive officers.	S-1	333-253800	10.1	March 2, 2021
10.2+	AppLovin Corporation 2011 Equity Incentive Plan and related form agreements.	S-1	333-253800	10.2	March 2, 2021
10.3+	AppLovin Corporation 2021 Equity Incentive Plan and related form agreements.	S-1/A	333-253800	10.3	March 22, 2021
10.4+	AppLovin Corporation 2021 Executive Incentive Compensation Plan.	S-1/A	333-253800	10.4	March 22, 2021
10.5+	AppLovin Corporation 2021 Employee Stock Purchase Plan and related form agreements.	10-Q	001-40325	10.1	August 7, 2024
10.6	Amended and Restated AppLovin Corporation 2021 Partner Studio Incentive Plan and related form agreements.	10-K	001-40325	10.6	February 28, 2023
10.7+	AppLovin Corporation Outside Director Compensation Policy, amended February 10, 2025.				
10.8+	Executive Change in Control and Severance Plan and Summary Plan Description.	S-1/A	333-253800	10.8	March 22, 2021
10.9+	Form of Confirmatory Employment Letter between the registrant and each of its executive officers.	S-1	333-253800	10.7	March 2, 2021
10.10	Amended and Restated Sublease, by and between 1050 Page Mill Road Property, LLC and AppLovin Corporation, dated as of February 18, 2021.	S-1	333-253800	10.8	March 2, 2021
10.11+	Equity Exchange Agreement between the registrant and Herald Chen, dated March 16, 2021.	S-1/A	333-253800	10.18	March 22, 2021
10.12+	Form of Performance-Based Restricted Stock Unit Agreement.	8-K	001-40325	10.1	March 13, 2023
10.13+	Consulting Services Agreement between the registrant and Herald Chen, dated December 29, 2023.	10-K	001-40325	10.26	February 26, 2024
10.14	Credit Agreement, dated as of December 5, 2024, by and between AppLovin Corporation, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto.	8-K	001-40325	4.1	December 5, 2024
19.1	Insider Trading Policy.				

21.1	List of subsidiaries of the registrant.					
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.					
24.1	Power of Attorney (included on signature page hereto).					
31.1	Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					
31.2	Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					
32.1†	Certifications of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					
97.1	Compensation Recovery Policy.	10-K	001-40325	97.1	February 26, 2024	
101	The following financial statements from the Company's Annual Report on Form 10-K for the year ended December 31, 2024, formatted in Inline XBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income (Loss), (iv) Consolidated Statements of Redeemable Noncontrolling Interest and Stockholders' Equity (Deficit), (v) Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements.					
104	Cover Page Interactive Data File (contained in Exhibit 101).					

+ Indicates management contract or compensatory plan.

Certain exhibits and schedules to this exhibit have been omitted in accordance with Regulation S-K Item 601(b)(2). We agree to furnish supplementally a copy of all omitted exhibits and schedules to the Securities and Exchange Commission upon its request.

† The certifications attached as Exhibit 32.1 that accompany this Annual Report on Form 10-K are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of AppLovin Corporation under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K, irrespective of any general incorporation language contained in such filing.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 27, 2025

APPLOVIN CORPORATION

By: /s/ Adam Foroughi

Adam Foroughi

Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Adam Foroughi, Matthew Stumpf and Victoria Valenzuela, and each one of them, as their true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for them and in their name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Adam Foroughi</u> Adam Foroughi	Chief Executive Officer and Chairperson (Principal Executive Officer)	February 27, 2025
<u>/s/ Matthew Stumpf</u> Matthew Stumpf	Chief Financial Officer (Principal Financial Officer)	February 27, 2025
<u>/s/ Dmitriy Dorosh</u> Dmitriy Dorosh	Vice President, Controller (Principal Accounting Officer)	February 27, 2025
<u>/s/ Craig Billings</u> Craig Billings	Director	February 27, 2025
<u>/s/ Herald Chen</u> Herald Chen	Director	February 27, 2025
<u>/s/ Margaret Georgiadis</u> Margaret Georgiadis	Director	February 27, 2025
<u>/s/ Alyssa Harvey Dawson</u> Alyssa Harvey Dawson	Director	February 27, 2025
<u>/s/ Barbara Messing</u> Barbara Messing	Director	February 27, 2025
<u>/s/ Todd Morgenfeld</u> Todd Morgenfeld	Director	February 27, 2025
<u>/s/ Edward Oberwager</u> Edward Oberwager	Director	February 27, 2025
<u>/s/ Eduardo Vivas</u> Eduardo Vivas	Director	February 27, 2025



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