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, 2025

OR

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

Commission File Number: 001-41486

XPERI INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**83-4470363**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
2190 Gold Street, San Jose, California	**95002**
(Address of Principal Executive Offices)	**(Zip Code)**

(408) 519-9100
(Registrant's Telephone Number, Including Area Code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.001 per share	XPER	New York Stock Exchange

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

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 Act). Yes ☐ No ☒

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2025 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately $357.9 million, based on the closing price of $7.91 for shares of the registrant's common stock as reported for such date by the New York Stock Exchange.

The number of shares outstanding of the registrant's common stock as of February 16, 2026 was 46,969,801.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's Proxy Statement for the registrant's 2026 Annual Meeting of Stockholders will be filed with the Commission within 120 days after the close of the registrant's 2025 fiscal year and are incorporated by reference in Part III of this Annual Report on Form 10-K to the extent stated herein.

XPERI INC.

ANNUAL REPORT ON FORM 10-K

FOR THE YEAR ENDED DECEMBER 31, 2025

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Cautionary Statement Regarding Forward-Looking Statements

This annual report on Form 10-K (this "Annual Report") contains forward-looking statements, which are subject to the safe harbor provisions created by the Private Securities Litigation Reform Act of 1995. Words such as "expects," "anticipates," "plans," "believes," "seeks," "estimates," "could," "would," "may," "will," "intends," "potentially," "projects," "targets" and similar expressions or variations of such words are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this Annual Report. The identification of certain statements as "forward-looking" is not intended to mean that other statements not specifically identified are not forward-looking. All statements other than statements about historical facts are statements that could be deemed forward-looking statements, including, but not limited to, statements that relate to our future revenue, product development, market growth and demand, acceptance and market share, growth rate, competitiveness, gross margins, levels of research, development and other related costs, expenditures, tax expenses, cash flows, our management's plans and objectives for our current and future operations, expectations regarding media consumption, the levels of customer spending or research and development activities, risks related to new, increased, reciprocal or retaliatory tariffs, interest rate risks, the impact of any acquisitions or divestitures on our financial condition and results of operations, general economic conditions, our repurchase program, capital expenditure plans, the sufficiency of financial resources to support future operations and capital expenditures, and our restructuring plan and related charges, anticipated cost savings and other effects.

Although forward-looking statements in this Annual Report reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements are inherently subject to risks, uncertainties, and changes in condition, significance, value and effect, including those discussed below under the heading "Risk Factors" within Part I, Item 1A of this Annual Report and other documents we file from time to time with the U.S. Securities and Exchange Commission (the "SEC"), such as our annual reports on Form 10-K, our quarterly reports on Form 10-Q and our current reports on Form 8-K. Such risks, uncertainties and changes in condition, significance, value and effect could cause our actual results to differ materially from those expressed herein and in ways not readily foreseeable. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Annual Report and are based on information currently and reasonably known to us. We undertake no obligation to revise or update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this Annual Report, other than as required by law. Readers are urged to carefully review and consider the various disclosures made in this Annual Report, which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations and prospects.

Market and Industry Data

Unless otherwise indicated, information contained in this Annual Report concerning our industry and the markets in which we operate, including our general expectations, statistics and market opportunity, is based on our management's estimates and research, as well as industry and general publications and research, surveys and studies conducted by third parties. We believe the information from these third-party publications, research, surveys and studies included in this Annual Report is reliable. Management's estimates are derived from publicly available information, their knowledge of our industry and their assumptions based on such information and knowledge, which we believe to be reasonable. This data involves a number of assumptions and limitations which are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in this Annual Report under Part I, Item 1A. "*Risk Factors*." These and other factors could cause our future performance to differ materially from our assumptions and estimates.

Summary of Risk Factors

We are providing the following summary of the risk factors contained in this Annual Report on Form 10-K to enhance the readability and accessibility of our risk factor disclosures. This summary does not address all the risks that we face. We encourage you to carefully review the full risk factors contained in this Annual Report on Form 10-K in their entirety for additional information regarding the material factors that make an investment in our securities speculative or risky. The primary categories by which we classify risks include those related to: (i) our business, (ii) cybersecurity, reliability and data privacy, (iii) intellectual property, (iv) macroeconomic conditions, (v) financial matters, (vi) regulatory and legal matters, (vii) our Separation from Adeia Inc. (our "Former Parent"), and (viii) ownership of our common stock. Set forth below within each of these categories is a summary of the principal factors that make an investment in our common stock speculative or risky.

Risks Related to Our Business Operations

- our ability to develop and timely deliver innovative technologies and services;
- the highly competitive nature of our industry;
- our monetization strategy may not be successful;
- our ability to develop, maintain, and expand key relationships with manufacturers of TV and other streaming devices, Pay-TV operators, and content publishers;
- our ability to manage our disparate business operations efficiently;
- our ability to generate revenue from royalty- and advertising-based revenue models;
- licensees delaying, refusing or being unable to make payments to us due to financial difficulties or otherwise;
- attracting and retaining the qualified and skilled employees needed to support our business;
- competition in the provision of entertainment offerings involving the distribution of digital content provided by third-party application and content providers through broadband;
- our ability to successfully pursue and execute acquisitions and divestitures;
- our ability to maintain enough content released in the DTS audio format;
- the sufficiency of demand for our Connected Car technologies to sustain projected growth;
- the interoperability of our technologies with consumer hardware devices;
- investments in new products and services achieving technological feasibility or profitability, or limiting our growth;
- the use of artificial intelligence technologies that could subject us to risks;
- errors, defects, or unintended performance problems that could render our products or services inoperable;
- our reliance on third parties to design, manufacture, distribute and supply hardware devices upon which our TiVo software and services operate;
- the time and expense of qualifying, certifying and supporting our technologies, products and services;
- our ability to expand our international sales and operations;
- our need to raise additional debt or equity capital in order to pursue our business objectives or respond to opportunities, challenges, or unforeseen circumstances;
- our restructuring plan and cost-reduction efforts may not be successful;

Risks Related to Cybersecurity, Reliability, and Data Privacy

- cybersecurity and stability risks, information technology system failures, and security breaches;
- legal obligations and potential liability or reputational harm related to our collection, storage, use, and other processing of personal and confidential information;

Risks Related to Intellectual Property

- intellectual property infringement claims and litigation resulting in significant costs or the loss of important intellectual property rights important to our products and services;
- failure or inability to protect or enforce our intellectual property, contract rights or confidential information;
- failure to protect our brand from third-party infringement or increase our brand awareness;
- our use of open source software and restrictions on how we use or distribute our software;
- unauthorized use of third-party artificial intelligence applications by our employees or consultants;
- our agreements to indemnify certain of our partners and customers if our technology is alleged to infringe on third parties' intellectual property rights;
- governmental and industry standards that may significantly limit our business opportunities;

Risks Related to Macroeconomic Conditions

- the impact of macroeconomic conditions, natural disasters, geopolitical conflicts, or other natural or man-made catastrophic events on our business;

Risks Related to Financial Matters

- risks associated with the financial instruments we hold;
- the potential impairment of our intangible assets, which may require us to record a significant change to earnings;

Risks Related to Regulatory and Legal Matters

- enactment of or changes to government regulation or laws related to our internet, video, advertising or other areas of our business;
- compliance with new regulations related to artificial intelligence;
- litigation, claims, regulatory inquiries, investigations, and other legal proceedings;
- evolving state and federal laws and regulations relating to our advertising, marketing and sales directly to consumers;

Risks Related to the Separation

- failure of the Former Parent's distribution (the "Distribution") of 100% of the shares of Xperi's common stock to holders of our Former Parent's common stock upon the spin-off to qualify for non-recognition treatment for U.S. federal income tax purposes;
- indemnification liability if the Distribution and other related transactions are taxable to our Former Parent;

Risks Related to Ownership of Our Common Stock

- uncertainty that an active trading market for our common stock will be sustained;
- our inability to guarantee the timing, amount or payment of dividends, if any, on our common stock in the future;
- dilution of a stockholder's percentage of ownership in us in the future;
- provisions in our charter and bylaws, Delaware Law and in the Tax Matters Agreement that may prevent or delay an acquisition of us;
- the limitations resulting from our selection of the Delaware Court of Chancery and the U.S. federal district courts as the exclusive forums for substantially all disputes between us and our stockholders; and
- the limitations resulting from our status as an emerging growth company.

PART I

Item 1. Business

Corporate Information

The principal executive offices of Xperi Inc. ("we," "our," the "Company," or "Xperi") are located at 2190 Gold Street, San Jose, California 95002 USA. Our telephone number is +1 (408) 519-9100. We maintain a corporate website at www.xperi.com. The reference to our website address does not constitute incorporation by reference of the information contained on this website. Xperi, the Xperi logo, TiVo, the TiVo logo, DTS, the DTS logo, DTS HD, DTS Audio Processing, DTS:X Ultra, DTS Virtual:X, DTS Headphone:X, DTS Play-Fi, DTS:X, HD Radio, DTS AutoStage, DTS AutoStage Video Service Powered by TiVo, TiVo OS and TiVo+ are trademarks or registered trademarks of Xperi or its affiliated companies in the United States and other countries. All other company, brand and product names may be trademarks or registered trademarks of their respective companies.

Overview

We are a leading media and entertainment technology company. Our technologies are integrated into consumer devices, connected cars, and a variety of media platforms worldwide, enabling our unique audiences to connect with entertainment content in a more intelligent, immersive, and personal way. As our audiences engage with content on our platform, we operate a global, cross-screen advertising solution that enables brands to reach millions of engaged consumers across our rapidly expanding digital entertainment ecosystem, driving increased value for our partners, customers, and consumers. We operate in one reportable business segment and group our revenue into four categories: Pay-TV, Consumer Electronics, Connected Car and Media Platform. Headquartered in Silicon Valley with operations around the world, we have approximately 1,460 employees and more than 35 years of operating experience.

In November 2025, we approved a restructuring plan designed to improve cost efficiency and better align our operating structure with our long-term strategies and prevailing market conditions that included a reduction of approximately 250 employees across all business and functional areas. For further information, refer to Note 15—*Restructuring Activities* of the Notes to Consolidated Financial Statements.

Market Opportunity

Consumer behaviors around media consumption are undergoing a significant transformation, driven by new platforms for content delivery, greater content diversity, and an increase in time spent consuming video content. Video content delivery is rapidly shifting from linear broadcast to over-the-top streaming platforms, impacting not just how users consume content, but also the ad-supported programming ecosystem and commercial model. Our technologies sit at the forefront of this transformation, enhancing experiences where consumers spend the most time – in their homes and in their cars.

- **Shift to Streaming**: Streaming has rapidly become a mainstream content delivery mechanism through a wide variety of providers such as Netflix, Disney+ and YouTube. Streaming media now accounts for roughly 54% of U.S. weekly video viewing for adults ages 18 and older. The proliferation of streaming content has created the need for a new generation of entertainment products that are centered on the streaming viewing experience. Consumers are increasingly looking for solutions that allow them to navigate across the fragmented and complex entertainment landscape of streaming content.
- **Advertising Monetization**: The shift to streaming has not only impacted user needs for entertainment devices but also disrupted the ad-based programming model that was centered on linear TV programming. While delivering ad-based programming to streaming audiences has presented new challenges, it has also created opportunities for advertisers to deliver personalized, highly relevant, and targeted ad content to a rapidly growing audience. Since the majority of video advertising dollars are currently allocated toward linear TV, we believe the streaming advertising market is positioned for significant growth in the next 3 to 5 years as advertisers continue to follow the viewing audience as it shifts viewing habits from traditional linear television to streaming. At the same time, there is a new set of industry participants that are looking for ways to monetize the ad-based streaming video ecosystem, including consumer electronics manufacturers, Smart TV OEMs, automotive manufacturers, and video-over-broadband ("IPTV") operators that have historically not participated in the streaming advertising value chain. Thus, we believe there is a significant market opportunity for an independent media platform that enables participants to monetize their products through recurring revenue streams across the lifecycle of the device rather than just a one-time monetization opportunity at the point-of-sale.

- **Market Need for an Independent Media Platform**: Roughly half of all Smart TVs each year are shipped into Western Europe and North America by leading electronics manufacturers who do not currently support the technology, content, and monetization capabilities of a proprietary Smart TV OS and streaming media platform. The same situation is also true for automotive manufacturers. This creates a unique opportunity for an independent media platform that allows Smart TV OEMs to brand the experience to maintain the customer relationship, provide the necessary scale to secure top content streaming providers, and participate in the long-term monetization throughout the typical 5- to 7-year lifecycle of TV ownership.
- **Increasing Consumption of Video Content**: Average U.S. weekly video viewing of 43 hours remains relatively consistent for the past three years, up from an average of 38 hours per week in 2015, driven by a number of factors, including increased availability of content catering to various consumer tastes and preferences, new platforms for consumption such as personal devices (e.g., mobiles and tablets), and disruption from the COVID-19 pandemic. Consumers are increasing their spend on entertainment devices and services that deliver superior experiences and simplify the consumption of content across multiple platforms and devices. TechInsights estimates revenue from the shipment of these platforms and devices in North America alone (including TVs, Smartphones, Tablets and PCs, Streaming Media Players, connected Blu-Rays players, and Video Game consoles) to surpass $268 billion in 2025 and continue to grow by 1.5% year-over-year to 2028.
- **Growing Connectivity in Cars and the Future of Semi-Autonomous and Autonomous Vehicles**: As the automobile dashboard interface becomes more integral to the in-car experience, purchasing a car for its infotainment capabilities starts to move up the list of purchase considerations for car buyers. A McKinsey survey in 2024 reported that over a third of consumers across multiple automotive segments report they are eager to switch to cars with increased connectivity. In the EV segment, this interest increases to over half of consumers. Autonomous and semi-autonomous driving technologies have made significant progress over the last several years and passenger cars are increasingly being fitted with autonomous driving features. As these driving technologies become mainstream, the expectation is that automobiles will become a more common place for media consumption. Over time, we believe consumers will place significant importance on the quality of media delivery and will expect the media quality in the car to be comparable to that of their living room including access to streaming video and interactive gaming solutions.

Strategy

Our business focuses on creating extraordinary experiences at home and on the go for millions of consumers around the world, elevating content and how audiences connect with entertainment in a way that is more intelligent, immersive, and personal:

- **Pay-TV**: We transform the traditional linear television user experience from multichannel video programming distributors (“MVPDs”) through a cloud-based immersive, intuitive, and hyper-personalized solution. Our iconic user experience, with enhanced imagery and relevant, personalized recommendations, enables consumers to navigate the entertainment they want to watch in an enjoyable and engaging experience across their favorite devices at home and on the go.
- **Consumer Electronics**: We invent and deliver audio technologies to be deployed across ecosystems in support of consumers enjoying an extraordinary entertainment or gaming experience from the living room, desktop, or on the go. We continue to develop and evolve our DTS audio technologies, leveraging our content insight and artificial intelligence (“AI”) capabilities, to deliver immersive audio with enhanced device playback solutions that solve end user issues such as loudness and dialogue clarity.
- **Connected Car**: We seek to transform the automotive experience with a content-oriented multimedia experience, driven by personalization to the connected car. Our solutions immerse drivers and passengers in more of their favorite audio and video content, and also enable high-quality, subscription-free digital radio. With vehicle safety systems improving and consumer content choice growing in the home, expectations around consuming content become more demanding. We are innovating to create the dashboard of the future, striving to accommodate more types of entertainment, from audio, video, gaming and more to create a compelling entertainment experience in the car.
- **Media Platform**: We believe we are strongly positioned as an independent media platform in several ways: we generate recurring revenue by monetizing viewership throughout a device’s lifespan, we provide the necessary scale to secure top content streaming providers, and we allow Smart TV OEMs to brand the user experience and maintain the customer relationship. Our platform strives to create strong viewer engagement through an unbiased, personalized, content-first user experience, combining both traditional broadcast TV and streaming services that makes it easy to find, watch and enjoy content across fragmented streaming ecosystems. By creating an environment where users search less and watch more, we enable content producers to grow their audiences and consumer brands to increase exposure to their marketing campaigns over time. Our solutions allow advertisers and media entertainment providers

to connect with highly engaged audiences they cannot as easily reach on other platforms. Our footprint includes millions of traditional linear TV households, where we deterministically capture viewership and ad exposure data in the home and apply that data to increase value for our partners and ourselves.

Pay-TV

Within Pay-TV, we deliver a range of User Experience ("UX") solutions servicing Pay-TV operators on a worldwide basis with products that address the evolving user experience around TV content consumption, creating a truly unified media experience. We integrate broadband internet-delivered video directly into the consumer's primary video consumption platform to provide universal search, discovery, and consumption regardless of where the content originates. Our solutions make it easy for consumers to find, watch, and enjoy content. The following are some of the key solutions we license to operators.

Electronic Program Guides Electronic Program Guides is our interactive program guide offering that includes intuitive, easy-to-use TV listings navigation plus integrated video-on-demand ("VOD") and digital video recorder ("DVR") capabilities.

Our UX Solutions:

- allow service providers to customize certain elements of the interactive program guide for their customers and to upgrade the programming features and services they offer;

- provide content producers with a platform for monetizing their content;

- allow viewers to build their own entertainment bundle to truly personalize their experience with current and future program information; and

- are compatible with service providers' linear, network DVR, Start-Over/Catch-Up subscription management, pay-per-view ("PPV") and VOD services.

Our UX Solutions may include advertising and we typically share a portion of the advertising revenue with the service provider. Advertising revenue tied to our UX Solutions is included in our Media Platform category.

TiVo IPTV The TiVo IPTV Service is our most advanced platform, offering a fully integrated, cloud-based solution that powers the TiVo client software which operates on set-top-boxes ("STBs") in consumer homes, as well as applications that operate on third-party software platforms such as iOS and Android that power tablets, smartphones, Smart TVs, streaming devices such as Apple TV and Android TV, and traditional IPTV set-top boxes. Our IPTV solution supports multiple services and applications, such as TV programming, broadband streaming video content, digital music, photos and other media experiences. Our latest generation UX includes a new look and feel, and our latest IPTV platform integrates all of our most advanced technologies and solutions, including advanced cross-platform conversational voice search, personalized recommendations, predictions and insights, rich video metadata, robust data collection and new back-office capabilities.

TV as a Service IPTV We offer a Managed IPTV Service that is a customizable, cloud-enabled, end-to-end streaming video solution that enables operators to quickly launch a branded, fully compliant, full-featured Pay-TV service that leverages tablets, smartphones, Smart TVs, streaming devices such as Apple TV and Android TV, and traditional IPTV set-top-boxes.

Our Managed IPTV Service enables broadband service providers, wireless network providers and cable operators to offer TV-as-a-Service without having to invest extensively in video head-end infrastructure or end-user set-top-boxes. Our TV-as-a-Service IPTV solution includes a full cable programming lineup with local channels, DVR, recommendations, Dynamic Ad Insertion and more, all with the same ease as signing up for and using top streaming services.

Video Metadata Our metadata products are a critical component of delivering an interactive entertainment experience. We offer one of the industry's most comprehensive metadata libraries, including linear and streaming television, sports, movies, digital-first, and celebrities. Our focus on quality, robustness and consistent international depth has made us a recognized leader in entertainment metadata services worldwide.

Customers typically pay us a monthly or quarterly licensing fee for the rights to use our metadata, receive regular updates, and integrate metadata into their own service.

Personalized Content Discovery, Natural Language Voice and Insights Personalized Content Discovery with conversation services provides our customers with a way to enable their customers (the device user) to quickly find, discover and access content across linear television, VOD, DVR, and streaming sources. The ongoing investment in our Personalized Content Discovery platform enables us to provide some of the most advanced capabilities in media personalization, prediction, and voice search. The advanced algorithms of our technology understand the nature and relationship of content information and the context surrounding a user's behavior to deliver an advanced personalized content discovery experience. Our natural language voice solution, when combined with our advanced search and recommendations technology, enables a conversational interaction between a viewer and their content experience. Engagement behaviors are then analyzed and optimized, thereby providing our customers with the insight required to continuously engage and improve the consumer experience, with the ultimate goal of increasing viewership and reducing churn.

Legacy TiVo DVR Subscriptions We offer direct-to-consumer retail TiVo DVR subscriptions primarily in the United States. The TiVo Service Platform enables third-party set-top-boxes that support a combination of certain digital and analog broadcast, cable, internet TV, streaming and VOD services. Consumers typically pay us a per-device, per month fee for TiVo DVR subscriptions.

UX Business Operations and Technical Support Our UX Business has technical support and certification operations to support our products:

- we provide training, technical support and integration services to Pay-TV service providers who license our products;
- we operate the internet-based services required for our service offerings including data delivery, search, recommendation, advertising, device management and media recognition;
- we provide broadcast delivery of television programming data and advertising to UX customers on TVs or set-top-boxes in major European markets, in Japan, and in North America; we also deliver similar programming and advertising data via the internet;
- we support our customers with porting and engineering services to ensure our interactive program guides and DVRs operate properly; and
- we provide customer care to resolve data, advertising, and consumer functional issues.

Consumer Electronics

Within Consumer Electronics, we provide technology solutions delivered to our customers to enhance their entertainment experience in the home and on-the-go. Below are some of the key solutions we license:

Home and Mobile Audio Solutions Our solutions consist of premier audio technology for high-definition entertainment experiences. Our DTS codec is designed to enable recording, delivery and playback of immersive high-definition audio and is incorporated by customers around the world into an array of consumer electronics devices. We provide products and services to entertainment ecosystem partners such as motion picture studios and other content creators to facilitate the inclusion of compelling, realistic DTS-encoded audio within their content. The incorporation of our solutions into consumer end devices allows consumers to experience immersive and compelling audio wherever they choose to enjoy it. Home and mobile devices that incorporate DTS audio codec technology include TVs, PCs, smartphones, tablets, set top boxes, video game consoles, Blu-ray disc players, audio/video receivers, soundbars, wireless speakers, home theater systems, and USB microphones and headphones (gaming and non-gaming varieties). We also offer DTS post-processing audio solutions designed to enhance the entertainment experience for users of consumer electronics devices, particularly those subject to the physical limitations of smaller speakers, such as TVs, laptop computers, soundbars and mobile devices.

Pursuant to a consumer electronics device certification and licensing program operated by IMAX Corporation and DTS, Inc., since 2017, we have been offering consumers worldwide the ability to experience an IMAX Enhanced immersive movie experience with IMAX Enhanced content from leading studios such as Disney and Sony Pictures.

Our immersive audio solution DTS:X empowers content creators to deliver more compelling content and are supported by major Hollywood studios, many cinema operators in the United States and Asia, and leading streaming service providers in the United States, Europe and Asia. We have licensed our audio technologies and related trademarks to substantially all the major consumer electronics product manufacturers worldwide. These customers include Denso, Harman, Hisense, HP, LG, Logitech, Microsoft, Panasonic, Samsung, Sony, TCL and others.

Typically, our audio technologies are delivered as software code on an integrated circuit ("IC") chip. We license a defined and limited set of rights to incorporate our technology onto IC chips, and the IC manufacturers deliver these chips to our customers, the consumer electronics product manufacturers. We also license our decoder and post processing as a Software Development Kit ("SDK"). Our decoder software is integrated in mobile and tablet applications to support entertainment enjoyment on the go.

We have devoted significant time and resources to develop a broad range of solutions with key partners including Amlogic, Analog Devices, Cadence, Cirrus Logic, MediaTek, NXP, Qualcomm, Realtek, Synaptics, Texas Instruments, and others.

Connected Car

Connected Car has two main categories based on the products delivered to our customers: HD Radio and DTS AutoStage.

HD Radio HD Radio is the only digital terrestrial broadcast system approved by the FCC for AM/FM radio in the United States, offering additional channels, crystal-clear sound and advanced data services with no subscription fees. HD Radio enables a high-quality in-vehicle radio experience with innovative features and digital capabilities such as real time traffic and weather updates.

HD Radio is supported by more than 2,900 radio stations offering over 5,000 digital audio broadcasts, including 97 of the 100 largest stations in the United States, and is incorporated into vehicles from all major car manufacturers selling in North America, including Acura, Audi, BMW, Ford, Honda, Hyundai, Kia, Lexus, Mazda, Tesla, Toyota, and Volkswagen, among others.

DTS AutoStage DTS AutoStage is a comprehensive automotive infotainment offering, integrating our DTS premium audio solution, TiVo video platform, leading metadata capabilities, and legendary search and discovery algorithms to provide a vastly improved in-cabin entertainment experience. DTS AutoStage is a global system that enables car makers to use a single platform to deliver an enhanced infotainment experience for connected cars. Daimler launched the first series of automobiles featuring the DTS AutoStage platform in September 2020, followed by numerous vehicle brands including BMW, Ford, Hyundai, Tesla and others. There are now over 14 million vehicles on the road with the solution.

In 2023, BMW Group launched the deployment of the DTS AutoStage Video Service Powered by TiVo, across various models in the United States, Great Britain, Germany, France, Italy, Spain, Japan and South Korea. This video service brings an award-winning, content-first experience to the connected car, delivering premium content across live TV, news, sports, movies and more. BMW launched the first series of automobiles featuring AutoStage video service in fall of 2023 and integrated this service into additional makes and models in 2024; Audi launched in Japan in 2025, and Mercedes Benz launched for new vehicles in January 2026.

Media Platform

Media Platform provides the technology required to enable consumers to find, watch, and enjoy their favorite media entertainment on connected devices, while at the same time, providing us the opportunity to monetize this consumer engagement. We license proprietary technology and services through our independent media platform that connects advertisers and entertainment producers to unique audiences they cannot as easily reach on other platforms.

Media Platform includes the TiVo Operating System ("OS") and the Smart TVs and connected cars that leverage TiVo OS, the associated monetization services across our platforms through the TiVo One ad platform, and our TV middleware solutions.

Platform – TiVo OS

TiVo OS drives industry-leading consumer engagement by delivering rich metadata, personalized recommendations, natural language understanding and voice control, and a content-first user experience across streaming services and linear television. TiVo OS provides content recommendations based on AI-defined insights, encouraging consumers to continually discover their next new favorite TV show or movie. TiVo OS brings services from long-time partners such as Disney, Prime, Netflix, YouTube, among others, and seamlessly integrates local TV, free ad-supported TV ("FAST"), and the most popular services for Ad-supported Video on Demand ("AVOD"), Subscription Video on Demand ("SVOD"), and virtual Multichannel Video Programming Distributor ("vMVPD") services. As the TiVo OS footprint increases, the inventory of FAST and AVOD services, such as our own TiVo+ network, also increases, which provides a robust opportunity to scale the monetization of this unique, connected TV advertisement inventory.

Devices – TiVo OS for TV

TiVo OS for TV is a Linux-based Smart TV operating system that leverages TiVo OS technologies, features, and capabilities. The TiVo OS platform for Smart TVs launched in 2023 with our first Smart TV original equipment manufacturer ("OEM") partner Vestel. Since announcing Vestel as our initial TiVo OS partner, we have announced additional design wins with major TV companies such as Sharp, Panasonic, Skyworth, and Thomson, and have a total of ten Smart TV companies under contract, including three TV OEMs for the US market. TiVo OS for TVs is licensed to Smart TV companies and includes the ability to monetize all or part of the end-user content engagement over the life of the device. For Tier 2 and Tier 3 Smart TV OEMs, TiVo OS provides an opportunity to participate in the fast-growing connected TV monetization value chain with scale and cross-platform end-user insight.

Devices – TiVo OS for Car

TiVo OS for Car is a modified version of the Linux-based TiVo Smart TV operating system designed specifically for the automotive space. This solution is an optional feature available through our DTS AutoStage offering, known as DTS AutoStage Video Service Powered by TiVo. Our first design win was announced in 2022 with BMW and went into production in the fall of 2023, providing a living room-like experience through the display screen in the dashboard of the vehicle. We have also launched with Mercedes Benz, and have other European and Japanese OEM design wins coming to market soon while actively pursuing additional opportunities.

Monetization - TiVo OS

By December 31, 2025, we reached a significant milestone of over five million TiVo One monthly active users, reflecting growth of more than 250% from December 31, 2024. We believe this significant monthly active user growth validates our underlying media platform strategy and creates the opportunity for significant TiVo OS monetization and shareholder value.

TiVo OS is primarily monetized through video or display advertisement impressions; subscription VOD, Pay-TV service bounties, and revenue shares; TV viewership data licensing; off-platform connected TV ads; and other opportunities on device clients that connect to and leverage TiVo OS.

As the footprint of devices using TiVo OS grows, we expect to monetize the devices through the following methods:

- *Ad Supported Content*: The sale of ad inventory on services, including our own TiVo+ and certain third-party AVOD services.
- *Home Screen Ad Placements*: Ad placements on the TiVo OS platform's home screen by streaming services, studios, and other consumer brands.
- *SVOD and MVPD Services*: Revenue shared by SVOD and virtual MVPD services on new user subscriptions activated or re-activated through our OS platform.
- *Data Licensing:* Revenue from advertisers, advertising agencies, and networks to license data generated from TiVo platforms to inform their ad buying decisions.
- *Off-Platform Ads*: Household identifications taken from the TiVo OS platform and used to target other media sources.

Monetization – TV Viewership Data

We offer TV viewership data with program airing data for millions of households. Broadcasters, MVPDs, content producers, advertising agencies and advertisers use our TV viewership data, alone or in combination with third-party data sources utilizing industry-leading data safe havens, to target promotions and advertising directly, or through third-party viewer segments, to monetize their subscriber customer base.

Monetization – Advertising Solutions

We provide advertisers with nationwide or regionally-targeted advertising on our various owned or operated devices. Advertisers place ads in a variety of display formats in both traditional linear television and digital advertising for internet delivered content, seamlessly incorporated into the user interface. Using our TiVo One advertising platform, we also target content promotions as "paid search" by directly including the sponsored content in the user interface's recommended content carousel. We work with service providers bundling their non-TiVo advertising inventory with our native inventory, thereby giving us a more significant national footprint.

Growth Factors

There are several facets of our product growth strategy. These growth drivers include: the delivery and monetization of the TiVo OS into Smart TVs, infotainment (AutoStage) solutions into the connected car market, increased adoption and monetization of our IPTV solutions in the Pay-TV market, continued proliferation of our HD Radio solution, and unit growth in consumer electronics from DTS audio solutions. We have a long track record of developing premium solutions for the marketplace that provide an extraordinary experience for end users.

Competition

Pay-TV

There are a number of companies that produce and market advanced media solutions such as UXs, interactive program guides, DVRs, search, recommendation, natural language voice, metadata, and advanced data and analytics in the various formats which compete, or we believe will compete, with our products and services over time. Principal competitive factors include brand recognition and awareness, product and service functionality, innovation, ease of use, personalization, content access and availability, mobility and pricing. While we are competitive across this range of factors, we believe our primary competitive differentiation includes our ability to integrate all our products to create unique value for our customers.

Our platform faces competition from companies such as Synamedia, MediaKind, Kudelski, Enghouse Systems Limited, and from solutions developed by multiple system operators such as Comcast and Liberty Global plc, which have created competing products that provide user interface software for use on set-top-boxes, consumer electronics, and mobile devices. Such companies may offer more economically attractive agreements to service providers and consumer electronics manufacturers by bundling multiple products together, including content and advertising. We face competition for our Pay-TV product offerings from customers who choose to build their own interactive program guide and DVR solutions. We believe that we provide a strong alternative to “do-it-yourself” solutions, as we have innovative, high-quality products ready to be implemented, with DVR, integrated data distribution infrastructure and content, as well as third-party services (such as VOD services). We differentiate our products by continuing to integrate our broad portfolio of products into a suite of solutions and services for our customers. We believe our solutions accelerate our customers’ time to market, are superior to “do-it-yourself” solutions, and can be deployed at a lower cost than internally-built products.

In video metadata, we compete with other providers of entertainment-related content metadata such as Gracenote (a subsidiary of Nielsen Holdings plc), as well as a number of local metadata providers. While we do not believe our competitors’ metadata sets offer the same comprehensive breadth of focus on media exploration, discovery, and management in as many regions of the world as we do, we do believe they present competition to our metadata business for each of their areas of focus.

Consumer Electronics

Our audio licensing products face competition from other third-party providers of similar solutions as well as internal engineering and design groups among industry IC providers and consumer electronics manufacturers.

Our primary competitor is Dolby Laboratories, which develops and markets, among other things, high-definition audio products and services. Dolby’s long-standing market position, brand, business relationships, resources and inclusion in various industry standards provide it with a strong competitive position.

In addition to Dolby, we compete in specific product markets with companies such as Fraunhofer IIS and various other consumer electronics licensors. Many of these competitors have a wide variety of strengths that afford them competitive advantages, such as longer operating histories, greater resources, greater name recognition, or the ability to offer their technologies for a lower price or for free. We have historically competed effectively against these companies due in part to our brand, complemented by marketing efforts, being perceived as a premium offering that contains superior proprietary technology, as well as the quality of our customer service and our inclusion in industry standards and our industry relationships.

Connected Car

Our HD Radio and DTS AutoStage solutions face competition from streaming and subscription-based digital service providers such as Sirius/XM, Pandora, Gracenote, Amazon and other digital audio, video and data service providers.

Media Platform

The competition we face for digital advertising and media, entertainment promotional spending, as well as data licensing, is intense and rapidly evolving. Many of our competitors have larger resources and brand recognition, user bases or viewer engagement, and more established relationships with advertisers and/or experience in the digital advertising industry than we do. We believe our differentiated content discovery experience, growing footprint of TiVo OS Smart TVs, and access to unique viewership data position us to attract advertising partners and data licensees seeking alternatives to larger platforms.

TiVo OS. We compete for Smart TV platform adoption with companies such as Roku, Alphabet's Google TV and Amazon FireTV. We believe the overall streaming market growth, our independent position, our differentiated end-user solution, and our more inclusive business model of sharing economics with Smart TV OEMs represents an opportunity where we can establish a strong market position.

We work closely with content owners, advertisers, and ad agencies to monetize the viewing of ad-supported content across our TiVo OS platform. In doing so, we are competing with the same platforms and TV OEMs that operate their own TV operating systems such as Samsung, Vizio (a subsidiary of Walmart), and LG.

TV Audience Data. We collect and analyze audience research data in an area where companies such as comScore, Inc. and Nielsen Holdings plc and other online data analytics companies compete for research spend from advertisers, advertising agencies and television networks. Other large companies are also focusing resources in this area including Comcast, Meta Platforms Inc. (Facebook) and Alphabet, Inc.'s Google business. Many of our existing customers are investing in platforms to enable their businesses with these capabilities. In this fast-expanding connected TV advertising market, we believe our cross-platform data insight from Pay-TV Electronic Program Guides, IPTV, Automotive and TiVo OS households will allow us to create and promote a unique and compelling offering for advertisers.

Over time, we expect to see new competitors and other competing technologies emerge.

Intellectual Property Portfolio

We operate in an industry in which innovation, investment in new ideas and protection of our intellectual property rights are critical for success. We protect our innovations and inventions through a variety of means, including, but not limited to, applying for patent, copyright, and trademark protection domestically and internationally, and protecting our trade secrets. As of December 31, 2025, we held approximately 465 United States issued patents and 42 patent applications, as well as approximately 449 foreign issued patents and 80 patent applications. The last of the issued patents to expire is in 2044.

Research & Development

As demonstrated by our portfolio of industry-recognized, widely-deployed advanced technologies, we have a long track record of innovating in the fields of audio and video discovery. We believe that ongoing investment in research and development ("R&D") is required for us to remain competitive in the markets we serve.

We have world-class talent and strong research and development capabilities in various locations throughout the world. Starting with core research, machine learning and advanced algorithm development, we continue to focus on next generation technology solutions. Our ongoing investment in R&D, supported by a strong industry network of partners, enables us to deliver differentiated, cost-effective solutions that enhance the end-user experience for an increasing universe of addressable markets.

Legislative and Regulatory Actions

General Government Regulation

We are subject to or affected by foreign and domestic general business regulations and laws, as well as regulations and laws specific to the internet and online services, including laws and regulations related to data privacy and security, consumer protection, data localization, encryption, telecommunications, payment processing, taxation, trade, intellectual property, competition, electronic contracts, advertising, content restrictions, protection of children, and accessibility, among others. Laws relating to many of these areas are being debated and considered for adoption by many countries throughout the world. Each jurisdiction may enact different standards, which could impact our ability to deliver or monetize data, services or other solutions.

The privacy regulatory landscape has been changing rapidly, and we may become subject to new privacy or cybersecurity laws and regulations in the U.S. and internationally. Such laws and regulations could affect our ability to process personal data (in particular, our ability to use personal data for purposes such as monetization, risk or fraud avoidance, and targeted marketing or advertising, or otherwise to process personal data about end-users and/or customers and their behavior), our ability to control our costs by using certain vendors or service providers, or our ability to offer certain services in certain jurisdictions. For example, among other measures, the California Consumer Privacy Act ("CCPA") requires covered businesses to provide disclosures to California consumers, provide consumers with the right to opt-out of certain sales of personal information and the disclosure of personal information for cross-context behavioral advertising, and allows for a private right of action for certain data breaches. We are also subject to international laws associated with data protection, privacy, cybersecurity, artificial intelligence and other aspects of our business in Europe, Asia, and elsewhere in the world, and the interpretation and application of these laws remain uncertain.

Our operations in the European Union ("EU") are subject to various data protection, data governance, and cybersecurity laws. With respect to data protection, the EU General Data Protection Regulation ("GDPR"), in effect since May 25, 2018, establishes comprehensive requirements for the processing of personal data. The GDPR applies also to organizations outside the EU that process personal data of data subjects residing in the EU. With respect to data governance, the EU Data Act, applicable since September 12, 2025, regulates access to and use of data generated by connected products and related services. It imposes obligations on manufacturers and data holders to share data with users and third parties under certain conditions. With respect to cybersecurity, the EU has introduced various directives and regulations, including the NIS2 Directive ("NIS2") and the Cyber Resilience Act ("CRA"). NIS2 imposes cybersecurity risk management and incident reporting obligations on entities operating in critical sectors. The CRA establishes mandatory cybersecurity requirements for products with digital elements. These EU regulations are continually evolving and may impose additional restrictions on companies doing business in the EU. Our efforts to comply with these laws may result in increased costs of doing business.

Our operations in China may also be subject to privacy regulations. China passed the Personal Information Protection Law effective November 1, 2021, which creates a comprehensive set of data privacy and security obligations that not only apply to the processing of personal information within China, but also to the processing outside of China if such processing is for purposes of providing products and services to, or analyzing and evaluating the behavior of, individuals located in China. The law imposes significant fines of up to RMB 50 million (approx. $7.7 million) or 5% of annual revenue for violations of the law. Chinese data protection laws are still evolving and may impose additional restrictions on companies doing business in China. Our efforts to comply with these laws and regulations may result in increased costs of doing business.

The legal and regulatory landscape surrounding AI, machine learning, and automated decision-making processes and similar technologies, including proprietary AI and machine learning algorithms and models (collectively, "AI Technologies") is rapidly evolving and uncertain. Laws impacting the use of AI Technologies include AI-specific laws, and also laws in the areas of intellectual property, cybersecurity, and privacy and data protection. Compliance with new or changing laws, regulations or industry standards relating to AI may impose significant operational costs and may limit our ability to develop, deploy or use AI Technologies. There is no assurance that we will be able to appropriately respond to this evolving landscape, which may result in legal liability, regulatory action, or brand and reputational harm. In addition, there is uncertainty around the validity and enforceability of intellectual property rights generated through the use of AI Technologies, including tools we use in our product development.

In the United States, service providers have been subject to claims of defamation, libel, invasion of privacy, wiretapping, and other data protection claims, torts, unlawful activity, copyright or trademark infringement, or other theories based on the nature and content of the materials searched and the ads posted or the content generated by users. In addition, several other federal laws could have an impact on our business. For example, the Digital Millennium Copyright Act of 1998 has provisions that limit, but do not eliminate, our liability for hosting or linking to third-party websites that include materials that infringe copyrights or other rights, so long as we comply with the statutory requirements of this act. The Children's Online Privacy Protection Act restricts the ability of service providers to collect certain information from children under thirteen years of age in certain contexts, and the Protection of Children from Sexual Predators Act of 1998 requires service providers to report evidence of violations of federal child pornography laws under certain circumstances.

We are subject to a number of foreign and domestic laws and regulations that affect companies that import or export software and technology, such as the U.S. export control regulations as administered by the U.S. Department of Commerce.

Compatibility Between Cable Systems and CE Equipment

Beginning in 2003, the Federal Communications Commission ("FCC") adopted regulations implementing an agreement between cable television system operators and CE manufacturers to facilitate the retail availability of so-called "plug and play" devices that use unidirectional CableCARDs, including digital televisions and other digital devices that enable subscribers to access cable television programming without the need for a set-top-box ("STB") (but without the ability for consumers to use interactive content). In September 2020, the FCC eliminated rules requiring cable providers to support CableCARD. While the cable industry has continued to provide CableCARDs for third-party devices like ours, we cannot predict the ultimate impact of any new technical equipment regulations on our business and operations. Current FCC regulations no longer prohibit multi-channel video service providers from deploying navigation devices with combined security and non-security functions, and further developments with respect to these issues could impact the availability and/or demand for "plug and play" devices, particularly bi-directional devices and STBs, all of which could affect demand for UXs incorporated in STBs or CE devices. If the cable industry decided to cease providing CableCARD support for TiVo retail customers, recurring monthly retail service fees would be affected as customers would likely cancel the TiVo service on their devices.

Human Capital Resources

The opportunities for our success and growth depend in large part on our ability to attract, develop, and retain a talented and engaged workforce. In particular, we are competing for technical talent and we need to offer not only robust and attractive compensation packages but also provide broad opportunities for our employees to make an impact, grow, and develop. As of December 31, 2025, we had a global talent base consisting of approximately 1,460 full-time employees.

To enable our talent to actively contribute to – and have a positive impact on – the overall business and culture, we have developed a set of programs and initiatives that include competitive compensation and benefits offerings, skills and management development, inclusion initiatives, goal and performance management, and succession planning. In support of these efforts, our Board of Directors monitors these programs and initiatives and provides guidance and feedback as appropriate. Our goal is to provide a work environment that empowers our teams and enables them to enjoy a healthy and productive work-life balance for themselves, their families, and their community.

Our incentives are based on merit and we have a strong pay-for-performance culture. We benchmark our total rewards to ensure our compensation and benefit programs remain competitive with industry peers. Our compensation framework for employees reflects a combination of fixed and variable pay including base salary, bonuses, performance awards, and stock-based compensation. We offer employees benefits that vary by country and are designed to meet or exceed local laws and are competitive in the marketplace.

We invest in the career growth and skill development of our employees by providing a range of learning opportunities, including face-to-face, virtual, social, and self-directed learning, coaching, and external development. Mid-year and year-end performance reviews are performed to provide structured feedback and identify development needs based on individual and department goals. We also encourage a practice of regular feedback and development. For those in people leader roles, we provide customized leadership & management training and regular leadership & management forums and resources to provide information, support and guidance. We produce bespoke learning materials and toolkits which are accessible via our intranet. We also invest in a global online learning platform where more than 150 courses and programs are offered in a wide range of skill areas, providing development opportunities for employees to become more knowledgeable and effective in their roles. We also provide technical training through an online platform, offering more than 25,000 technical learning programs.

We leverage our manager ecosystem, coupled with industry-standard performance management tools, to align corporate goals with employee objectives. Employees are encouraged to create and align individual, functional, and team-based goals, track performance against goals, write self-evaluations, and solicit feedback.

We have demonstrated support and commitment to developing a culture of non-discrimination and embracing inclusion throughout our workforce. We have numerous employee resource groups ("ERGs"), which are employee-led, voluntary communities for groups that share similar backgrounds. ERGs develop programming throughout the year supporting culture and belonging, and empower employees to achieve their personal and career goals.

We measure employee experience by collecting insight and understanding of engagement and satisfaction. We use an employee engagement survey, executive roundtables, and employee focus groups to solicit input. Task forces are regularly created to identify and address gaps, resulting in changes to policies and practices and benefits offerings.

Corporate Responsibility

We built our corporate responsibility program around three key focus areas: Culture and Belonging, Resilience, and Community Impact. Xperi intends to publish its corporate responsibility report annually. Our 2024 report is available on the Xperi website.

Spin-Off Transaction

On October 1, 2022 (the “Distribution Date” or the “Separation Date”), the spin-off (the “Spin-Off” or the “Separation”) of the product business of Adeia Inc. (formerly known as Xperi Holding Corporation) (“Adeia” or the “Former Parent”) into Xperi Inc. (“Xperi”), was completed. The Spin-Off was achieved through our Former Parent's distribution (the “Distribution”) of 100% of the shares of Xperi’s common stock to holders of our Former Parent’s common stock as of the close of business on the record date of September 21, 2022 (the “Record Date”). Each Adeia stockholder of record received four shares of Xperi common stock for every ten shares of Adeia common stock held on the Record Date. Following the Spin-Off, we became an independent, publicly traded company with our common stock listed under the symbol “XPER” on the New York Stock Exchange (“NYSE”), and our Former Parent retains no ownership interest in Xperi.

Available Information

Our internet address is xperi.com, where we make available, free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our SEC reports can be accessed through the investor relations section of our website. Any information found on our website and in our ESG report is not incorporated into this or any other report we file with or furnish to the SEC.

We announce material information to the public about us, our products and services, and other matters through a variety of means, including filings with the SEC, press releases, public conference calls, webcasts and the Investor Relations section of our website in order to achieve broad, non-exclusionary distribution of information to the public and for complying with our disclosure obligation under Regulation FD. The information disclosed by the foregoing channels could be deemed to be material information. As such, 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” section of our website.

Item 1A. Risk Factors

An investment in our common stock involves a high degree of risk. Risk factors that could cause actual results to differ from our expectations and that could negatively impact our financial condition and results of operations are summarized and set forth in detail below and elsewhere in this Annual Report on Form 10-K. If any of these risks occur, our business, financial condition, results of operations and future growth prospects could be materially and adversely affected. Under these circumstances, the trading price of our common stock could decline, and you may lose all or part of your investment. Further, additional risks not currently known to us or that we currently believe are immaterial also may impair our business, operations, liquidity and stock price materially and adversely. You should consider carefully the risks and uncertainties summarized and set forth in detail below and elsewhere in this Annual Report on Form 10-K before you decide to invest in our common stock.

Risks Relating to Our Business Operations

We may not be able to develop and timely deliver innovative technologies and services in response to changes in our markets and industries.

The markets for our products, services and technologies are characterized by an increasingly competitive landscape, rapid change and technological evolution and obsolescence, new and improved product introduction, changing consumer demand, and evolving industry standards. We will need to continue to expend considerable resources on research and development in the future in order to continue to design, deliver and enhance innovative media, entertainment, and audio products, services and technologies. The development of enhanced and new technologies, products, and services is a complex, costly and uncertain process requiring high levels of innovation, highly skilled engineering and development personnel, and the accurate anticipation of technological and market trends. For example, smart TVs powered by TiVo OS, our newer embedded operating system, and cars featuring DTS AutoStage Video Service Powered by TiVo, our newer in-car video service, was introduced to consumers in recent years. If consumers do not adopt and use our products or they do not find our products or their features to be compelling, our future growth and profitability may be negatively impacted. Despite our efforts, we:

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

Furthermore, the decision by a party dominant in the value chain to provide competing technologies at very low or no cost, or to offer additional incentives such as marketing spend commitments, could cause our customers and other manufacturers not to utilize our technologies or services. Our customers may choose to use technologies that their own in-house engineering teams have developed, or in which they have an interest. Accordingly, our revenue could decline if our customers choose not to incorporate our technologies in their products, or if they sell fewer products incorporating our technologies. Our failure to successfully develop new and improved products, services and technologies, including as a result of any of the risks described above, may reduce our future growth and profitability and may adversely affect our business, financial condition and results of operations.

Our products and services face intense competition from various sources, and we may not be able to compete effectively.

We expect that our technologies will continue to compete with technologies of internal design groups at competing companies or our customers. Internal design groups at competing companies or our customers create their own audio, entertainment, and media solutions. If these internal design groups introduce unique solutions that are comparable or superior to our technology, they may not license our technology. These groups may design technology that is less expensive to implement or that enables products with higher performance or additional features. Many of these groups have substantially greater resources, greater financial strength and lower cost structures which may allow them to undercut our price. They also have the advantage of access to internal corporate strategies, technology roadmaps and technical information. As a result, they may be able to bring alternative solutions to market more easily and quickly. We face competitive risks across all our businesses, including:

- our Media Platform and Pay-TV solutions face significant competition from companies that produce and market TV operating systems, program guides and television schedule information in a variety of formats, including passive and interactive on-screen electronic guide services, online listings, over the top applications, and customers and potential customers who choose to build their own TV operating systems or interactive program guides;
- our advanced video solutions compete with other consumer electronic products and home entertainment services (such as Roku, AppleTV, Amazon FireTV and Chromecast) as well as products and service offerings built by other service providers or their suppliers for consumer spending;
- our Smart TV solutions compete with other operating systems for Smart TVs, including TV manufacturers with their own in-house solutions (e.g., Samsung with Tizen) or TV manufacturers that use competing third-party solutions (e.g., Google TV);
- our Consumer Electronics and audio technologies compete with other providers of audio products and services such as Dolby and Sonos, with Dolby being the primary competitor in high-definition audio processing and enjoying advantages in selling its digital multi-channel audio technology, having introduced such technology before we did and having achieved mandatory standard status in product categories that we have not, including terrestrial digital TV broadcasts in the United States;
- our Connected Car technologies compete with internal design groups of automotive manufacturers and other automobile technology suppliers that provide similar technologies by employing different approaches; and
- our competitive position is affected by the rate of adoption and incorporation of our technologies by semiconductor manufacturers, assemblers, foundries, manufacturers of consumer and communication electronics, and the TV, automotive and consumer electronics industry.

In the future, our licensed technologies may also compete with other emerging technologies that may be less expensive and provide higher performance than our solutions. Companies with these competing technologies may also have greater resources. Technological change could render our technologies obsolete, and new, competitive technologies could emerge that achieve broad adoption and adversely affect the use of our technologies and intellectual property.

Some of our current or future competitors may have significantly greater financial, technical, marketing and other resources than we have, may enjoy greater brand recognition than we do, or may have more experience or advantages than we have in the markets in which they compete. Further, many of the consumer hardware and software products that include our technologies also include technologies developed by our competitors. In order for us to remain competitive, we must price our products and services competitively, and continue to invest significant resources in innovation and product development to enhance our technologies and our existing products and services and introduce new high-quality technologies, products and services to meet the wide variety of market and competitive pressures. We may not be able to invest in innovation and product development at the same level as our competitors. Our ability to generate revenue from our business will suffer if we fail to do so successfully.

Our monetization strategy is relatively new and may not be successful, which could adversely impact our business.

Our Media Platform's monetization strategy depends on our ability to generate revenue from advertisers, primarily from the sale of digital advertising and related services, media and entertainment promotional spending, and viewing of free ad-supported programming. Our success will depend on our ability to increase the number of active users, the corresponding number of content hours that are viewed by them, and the amount of free ad-supported content viewed by them, as well as to license viewership data. As the user base grows and we increase the amount of content offered and viewed by users, we will need to effectively monetize the user base based on their viewing activity. Our ability to deliver more relevant advertisements to users and to increase the value of our services to advertisers, advertising agencies, and others depends in part on the collection or use of user engagement data, which is restricted or prevented by a number of factors, including users having the

ability to opt out from the collection and use of our data or data collected by our service providers or our advertising partners, restrictions imposed by advertisers, content providers, advertising partners, or service providers; changes in technology, and developments in laws, regulations, and industry standards. Competition for digital advertising and media, entertainment promotional spending and data licensing is intense, and our competitors have larger user bases and more experience in this industry. If users spend most of their time within content where we have limited or no ability to place advertisements or leverage user information, users opt out from our ability to collect data for use in providing more relevant advertisements, or we are otherwise not able to collect or use viewership information, users spend less time viewing free ad-supported programming, or advertisers or agencies choose to purchase advertising on other platforms instead of ours, we may not be able to achieve the expected growth in monetization revenue or profitability. There can be no assurance that we will be successful in executing our monetization strategy, or in accurately forecasting potential revenue from our Media Platform solutions.

Our Media Platform business may not be successful in developing, maintaining, and expanding key relationships with manufacturers of TV and other streaming devices, Pay-TV Operators as well as content publishers.

Our monetization strategy depends on our ability to develop, maintain and expand our relationships with key TV and streaming device manufacturing partners, Pay-TV operators and content publishers. The initial focus of our monetization strategy was to launch TiVo OS in Smart TVs in the market, which is a relatively new market for our Media Platform business. Our strategy now includes TVs supported by our Pay-TV business in the United States. The overall success of our monetization strategy will depend in part on our ability to expand TiVo OS into additional Smart TVs for the United States and other international markets and maintain and grow our Pay-TV footprint in the United States. However, there can be no assurance that we will be successful in further penetrating the European or U.S. markets with increased volume of Smart TVs, TVs supported by our Pay-TV business or additional partner relationships, or that we will be able to maintain such partner relationships.

We need to identify, establish and maintain relationships with content publishers to provide users with popular streaming services, channels and content. Furthermore, we need to develop new relationships with local content partners or enter into new arrangements with existing content publishers as we enter into new international markets or expand our services and features. Some TV manufacturers will not deploy TiVo OS unless specific content publishers are on the platform, while some content publishers will not enter into an arrangement with us until TiVo OS has a minimum number of Smart TVs on the platform. There can be no assurance that we will be able to secure or maintain relationships with the key content publishers.

We do not typically receive license revenue from our TiVo OS arrangements with manufacturers, and we expect to incur significant expenses in connection with these commercial agreements. In addition, Pay-TV’s broadband-only offerings generate lower licensing fees compared to our other Pay-TV offerings. The primary economic benefits that we expect to derive from these license arrangements are indirect, primarily from growing the number of active users to generate advertising-related revenue. If these arrangements do not result in an increase in active users, or if that growth does not result in an increase in advertising-related revenue, our business may be harmed. If we are not successful in maintaining existing and creating new relationships with manufacturing partners and Pay-TV operators, or if we encounter technological, content licensing, or other impediments to these relationships, our ability to grow our business could be adversely impacted. The cost of memory chips has recently increased as a result of the increased demand from artificial intelligence infrastructure growth, and such cost change has resulted in some consumer electronics manufacturers reducing their inventory forecast or forecasting lower sales. If our manufacturing partners reduce their forecasts or delay the market launch dates for distributing Smart TVs or other streaming devices with TiVo OS, or if they choose to deploy with a competitor’s operating system or develop their own operating system, our business may be harmed.

We may not be able to manage our disparate business operations efficiently, which may lead to disposition of such business and related assets, and the disposition of one or more business lines or assets exposes us to a variety of risks.

Our effort to rationalize our disparate business operations could require our management to refocus on certain business operations while disinvesting in others. Additionally, as business strategy and product markets continue to evolve, we may dispose, discontinue, or divest product lines or business divisions. For example, in 2024, we divested our AutoSense and related imaging business as well as substantially all of the assets and certain liabilities of Perceive Corporation (later known as Xperi Pylon Corporation), a subsidiary focused on edge inference hardware and software technologies. Disposing or discontinuing existing product lines or business divisions, or separating business units, provides no assurance that operating expenses will be reduced, and we may incur material charges associated with such decisions.

Furthermore, the disposition or discontinuance of an existing product line or business division, or separation or spinoff of a business unit, entails various risks, including the risk of not being able to obtain a purchaser, or, if obtained, that the purchase price may not be equal to at least the net asset book value for the product line or business unit, or the value that investors place on it as reflected by our stock price. Other risks of such actions include adversely affecting employee morale, managing the

expectations of, and maintaining good relations with, customers of disposed or discontinued product lines or business divisions, which could prevent selling other products to them. We may also incur other significant liabilities and costs associated with disposal or discontinuance of product lines or business divisions, or separation of business units, including employee severance costs, relocation expenses, impairment of lease obligations and long-lived assets, and expenses associated with tax, legal and financial advisers. The effects of such actions may adversely impact our business, financial condition and results of operations.

Our business depends, in part, on royalty- and advertising-based revenue models, which are inherently risky.

Our business is dependent, in part, on future royalties and/or advertising revenue paid to us by customers and partners. Royalty payments under our licenses may be based upon, among other things, the number of subscribers for Pay-TV, a percent of net sales, a per-unit sold basis or a fixed monthly, quarterly or annual amount. Advertising-related revenue may be based upon, among other things, the number of users who watch a particular service, availability of inventory, advertiser interest, and opportunities to personalize advertisements. We are dependent upon our ability to structure, negotiate and enforce agreements for the determination and payment of royalties and advertising-based revenue, as well as upon our customers' and partners' compliance with their agreements. We have been impacted by and may continue to face risks inherent in royalty- and/or advertising-based business models, many of which are outside of our control, such as the following:

- the number of subscribers our Pay-TV customers have or the number of set-top boxes ("STBs") our Pay-TV customers provide to their end-user subscribers;
- the number of end users and time spent viewing content and advertising available within devices that incorporate our licensed technology;
- the rate of adoption and incorporation of our technology by semiconductor manufacturers, assemblers, foundries, manufacturers of consumer and communication electronics, and the TV, automotive, and consumer electronics industries;
- the willingness and ability of advertisers or data partners to purchase our advertising placements or viewership data that are available via our licensed technology;
- the allocation by advertisers of their budgets to traditional advertising, such as traditional television, radio and print, and to advertising through social media and other digital platforms;
- the willingness and ability of content owners and content aggregators to make their content available via our licensed technology;
- the willingness and ability of advertising technology partners to license their products and services to us for use in our licensed technology;
- the willingness and ability of suppliers to produce materials and equipment that support our licensed technology in a quantity sufficient to enable volume manufacturing;
- the ability of our customers to purchase such materials and equipment on a cost-effective and timely basis;
- the length of the design cycle and our customers' ability to successfully integrate certain of our technologies into integrated circuits;
- the demand for products that incorporate our licensed technology and the royalty rates that customers are willing to pay for such products;
- the cyclicality of supply and demand for products using our licensed technology;
- the seasonal nature of advertising consumption and the associated variance to revenue based on that seasonality;
- the impact of recent macroeconomic conditions or future economic downturns, or labor disruptions such as strikes, and overall consumer sentiment; and
- the impact of poor financial performance of our customers.

For example, the ability to enjoy digital entertainment content downloaded or streamed over the internet has caused some consumers to elect to cancel their Pay-TV subscriptions. Some of our Pay-TV customers have experienced declines in their subscriber bases, which has resulted in a decline in the royalties they owe us. In addition, large streaming platforms such as Netflix, Disney+ and Amazon Prime Video offer ad-supported tiers of their streaming services, which has further increased competition for streaming advertising revenue. Also, the strikes called by the Writers Guild of America and SAG-AFTRA

reduced the demand for advertising and media and entertainment promotional spending campaigns, which negatively impacted our business and results of operations.

Our licensees have and may in the future delay, refuse to or be unable to make payments to us due to financial difficulties or otherwise, or shift their licensed products to other companies to lower their royalties to us.

A number of our customers face severe financial difficulties from time to time, which has resulted and may in the future result in their inability to make payments to us in a timely manner, or at all. In addition, we have had a history of, and we may in the future experience, customers that delay or refuse to make payments owed to us under license or settlement agreements. Our customers may also merge with or may shift the manufacture of licensed products to companies that are not currently licensees of our technology. This could make the collection process complex, difficult, and costly, or could result in negotiations for pricing reductions, all of which may adversely impact our business, financial condition, results of operations and cash flows.

It is difficult for us to verify royalty amounts owed to us under our licensing agreements, and this may cause us to lose revenue.

The terms of our license agreements often require our customers to document their use of our technology and report related data to us on a quarterly basis. Although our license terms generally give us the right to audit books and records of our customers to verify this information, audits can be expensive, time consuming, and may not be cost-justified based on our understanding of our customers' businesses, especially given the international nature of our customers. Our license compliance program audits certain customers to review the accuracy of the information contained in their royalty reports in an effort to decrease the likelihood that we will not receive the royalty to which we are entitled under the terms of our license agreements, but we cannot ensure that such audits will be effective to that end.

Competition for employees is intense, and we may not be able to attract and retain the qualified and skilled employees needed to support our business.

Our future success depends, in part, upon our ability to recruit and retain key management, technical, sales, marketing, finance, and other critical personnel. Competition for qualified management, technical and other personnel is intense, and we may not be successful in attracting and retaining such personnel. If we fail to attract and retain qualified employees, including internationally, our ability to grow our business could be harmed.

Competition for people with the specific skills that we require is significant. In order to attract and retain personnel in a competitive marketplace, we believe that we must provide a competitive compensation package, including cash and equity-based compensation. Volatility in our stock price may from time to time adversely affect our ability to recruit or retain employees. Our success also depends on our ability to manage employee performance and reduce staffing levels when required by market conditions. We implement reductions in force from time to time and such actions sometimes result in distractions and lower morale for employees. If we are unable to hire and retain qualified employees, our business, financial condition and results of operations could be adversely affected.

We face competitive risks in the provision of entertainment offerings involving the distribution of digital content provided by third party application and content providers through broadband.

Certain of our products and services provide consumers with access to the entertainment offerings of Amazon Prime Video, Netflix, Hulu Plus, HBO Max, Disney+, VUDU, Paramount+, Peacock, and others for the distribution of digital content directly to broadband-connected TiVo devices. These entertainment offerings typically involve no significant long-term commitments. We face competitive, technological and business risks in our ongoing provision of entertainment offerings involving the distribution of digital content through broadband to consumer televisions with such offerings, including the availability of premium and high-definition content, as well as the speed and quality of the delivery of such content to partner devices. For instance, we face increased competition from a growing number of broadband-enabled televisions or connected devices from providers such as Roku, Apple TV, Amazon FireTV and Chromecast that provide broadband-delivered digital content directly to a consumer's television or a device connected to a television. Additionally, we face competition from online content providers and other personal computer ("PC") software providers who deliver digital content directly to a consumer's PC, which in some cases may then be viewed on a consumer's television. The TiVo OS solution faces competition from other Smart TV operating systems, as well as non-Smart TVs that utilize broadband-enabled devices. If we are unable to provide a competitive entertainment offering on our own, or an equivalent offering with other third parties, the attractiveness of the TiVo service to new users would be harmed as consumers increasingly look for new ways to receive and view digital content and our ability to retain and attract users would be harmed. Recent rapid transformation in licensing and distribution of digital content

has made the industry less predictable and more volatile and if we are unable to adapt to developments in this space, our business, financial condition and results of operations may be harmed.

Our future success depends on our ability to establish and maintain licensing relationships with companies in related business fields, including:

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

Our license agreements are typically non-exclusive, and therefore our licensees are free to enter into similar agreements with third parties, including our competitors. Our licensees may develop or pursue alternative technologies either on their own or in collaboration with others, including our competitors.

Some of our third-party license arrangements require that we license others’ technologies and/or integrate our solutions with others. In addition, we rely on third parties to report usage and volume information to us. Delays, errors or omissions in this information could harm our business. If these third parties choose not to support integration efforts or delay the integration of our solutions, our business, financial condition and results of operations could be harmed.

Relationships have historically played an important role in the entertainment industries that we serve. If we fail to maintain and strengthen these relationships, these industry participants may not purchase and use our technologies or facilitate the integration or adoption of our technologies, which will harm our business, financial condition, results of operations and prospects and may make it more difficult for us to enter into new markets. In addition, if major industry participants form strategic relationships that exclude us, our business, financial condition, results of operations and prospects could be materially adversely affected.

Our pursuit of acquisitions and divestitures may adversely affect our business operations or stock price if we cannot successfully execute our strategies.

We have made several acquisitions, domestically and internationally, and recently divested our AutoSense and related imaging business as well as substantially all of the assets and certain liabilities of Perceive Corporation (later known as Xperi Pylon Corporation and subsequently dissolved in December 2024), our subsidiary focused on edge inference hardware and software technologies. Our strategy has been to acquire or divest assets, technologies, or companies where we believe the transaction would be strategic to our future business or strategies or otherwise would be in the best interest of the Company and our stockholders. Acquisitions and divestitures involve challenges in terms of successful integration or separation, as applicable, of technologies, products, services, and employees. We may not realize the anticipated benefits of acquisitions or divestitures we have completed or may complete in the future, and we may not be able to successfully incorporate or separate the applicable services, products, or technologies, or integrate or separate personnel from the applicable businesses, in which case, our business, financial condition and results of operations could be harmed.

The changes resulting from acquisitions and divestitures may place a significant strain on our management team and on our operational and financial systems, procedures, and controls. Our future success will depend, in part, upon the ability of our management team to manage such changes effectively, requiring our management to:

- recruit, hire, and train additional personnel, or effectively manage the transition of exiting personnel;

- transition and improve our operational and financial systems, procedures, and controls;
- maintain our cost structure at an appropriate level based on the royalties, revenue and cash we forecast and generate;
- manage multiple concurrent development projects; and
- manage operations in multiple time zones with different cultures and languages.

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

We may not be able to maintain enough content released in the DTS audio format, which may reduce demand for our technologies, products, and services.

We expect to derive a significant percentage of our revenue from the technologies, products, and services that we offer to manufacturers of consumer electronics products. We believe that demand for our audio technologies in growing markets for multi-channel and/or high-resolution audio, including TVs, tablets, mobile phones, video game consoles, automobiles, and soundbars, will be based on the amount, quality, and popularity of content (such as movies, TV shows, music, and games) either released in the DTS audio format or capable of being coded and played in the DTS format.

In particular, our ability to penetrate the growing markets in the network-connected space depends on the presence of streaming and downloadable content released in the DTS audio format. We generally do not have contracts that require providers of streaming and downloadable content to develop and release such content in a DTS audio format. Accordingly, our revenue could decline if these providers elect not to incorporate DTS audio into their content or if they sell less content that incorporates DTS audio.

In addition, we may not be successful in maintaining existing relationships or developing new relationships with partners or content providers. As a result, we cannot ensure that a sufficient amount of content will be released in a DTS audio format or that manufacturers will continue offering DTS decoders in the consumer electronics products that they sell. If DTS is not able to maintain these relationships, or if the terms of these relationships are less favorable to us, our business, financial condition, and results of operations, including revenue from our DTS audio technologies, could be materially adversely affected.

Demand for our Connected Car technologies, including HD Radio and DTS AutoStage, may be insufficient to sustain projected growth.

Demand for and adoption of our Connected Car technologies, including HD Radio and DTS AutoStage, may not be sufficient for us to continue to increase the number of customers for these technologies, which include integrated circuit manufacturers, manufacturers of broadcast transmission equipment, consumer electronics product manufacturers, component manufacturers, data service providers, manufacturers of specialized and test equipment and radio broadcasters, automobile manufacturers and Tier 1 suppliers to automobile manufacturers.

Demand for our automotive technologies also may be impacted by declines in the automotive industry, which historically has been cyclical and experienced downturns during declining economic conditions. For example, there was a persistent downturn in the automotive markets resulting from the COVID-19 pandemic and related events reduced demand for these technologies. The current macroeconomic uncertainties could result in another downturn in the automotive markets, and a sustained reduction in our automotive-based royalties may cause us to fail to meet our previously projected growth rates. Furthermore, demand for and adoption of our HD Radio and DTS AutoStage technologies and services may not continue to increase and may face increased competition from existing suppliers or new entrants providing the same or similar services, in some cases, at lower prices or free of charge.

Among other things, continuing and increased consumer acceptance of HD Radio technology will depend upon:

- the number of radio stations broadcasting digitally using HD Radio technology;
- the willingness of automobile manufacturers to include HD Radio receivers in their vehicles;

- the willingness of Tier 1 suppliers to incorporate HD Radio technology into their products;
- the cost and availability of HD Radio enabled products; and
- the marketing and pricing strategies that we employ and that are employed by our customers and retailers.

Continuing and increased consumer acceptance of DTS AutoStage technology will depend upon, among other things:

- the willingness of automobile manufacturers to include DTS AutoStage technology in their vehicles;
- the willingness of Tier 1 suppliers to incorporate DTS AutoStage technology into their products;
- the deployment of broadband connectivity in vehicles, including through built-in modems or phone tethering;
- the demand by end users for the services provided by the DTS AutoStage technology in their vehicles;
- the ability to scale and provide the DTS AutoStage services without service interruptions;
- the ability to acquire content or licenses to content distributed by the DTS AutoStage services;
- the continued participation and support by broadcasters and content owners of the DTS AutoStage technology and services; and
- the marketing and pricing strategies that we employ and that are employed by our customers and retailers, and the success of advertising-based business models we may adopt.

The DTS AutoStage technology is dependent on broadband connectivity within the vehicle. A slower deployment or adoption of broadband connectivity within automobiles could negatively impact the deployment of DTS AutoStage technology. The DTS AutoStage technology and services also rely upon content and metadata, which may have been licensed or acquired from third-party content owners or licensors, third-party service providers, and internet infrastructure outside of our control.

The success of certain of our solutions depends on the interoperability of our technologies with consumer hardware devices.

To be successful, we design certain of our solutions to interoperate effectively with a variety of consumer hardware devices, including PCs, tablets, smartphones, TVs, set-top boxes, video game consoles, MP3 devices, multi-media storage devices, portable media players, DVD players and recorders, and Blu-ray players. Certain of our TiVo products rely on multiple systems operator support of CableCARD, and such support has been decreasing. We depend on significant cooperation with manufacturers of these devices and the components integrated into these devices, as well as software providers that create the operating systems for such devices, to incorporate certain of our technologies into their product offerings and ensure consistent playback of encoded files. Currently, a limited number of devices are designed to support certain of our technologies. If we are unsuccessful in causing component manufacturers, device manufacturers and software providers to integrate certain of our technologies into their product offerings, those technologies may become less accessible to consumers, which would adversely affect our business, financial condition, and results of operations.

Our failure to adequately manage our increasingly complex distribution agreements, including licensing, development and engineering services, may cause unexpected delays and loss of revenue in the deployment of advanced television solutions.

In connection with our deployment arrangements for TiVo Pay-TV products, we engage in complex licensing, development and engineering services arrangements with our marketing partners and distributors. These deployment agreements with television service providers usually provide for some or all of the following deliverables: software engineering services, solution integration services, hosting the TiVo service, maintenance and support. In general, these contracts are long-term and complex and often rely on the timely performance of such television service provider’s third-party vendors that are outside of our control. The engineering services and technology we agree to provide and/or develop may be essential to the functionality of the licensed software and delivered product or such software may involve significant customization and modification for each customer. We have experienced in the past, and may in the future experience, delays in delivery with television service providers as well as significant increases in expected costs of development and performance in certain instances. Additional delays could lead to additional costs and adverse accounting treatments, potentially resulting in us recognizing costs earlier than expected. If we are unable to deliver the contracted-for technology, including specified customizations, modifications and services in a timely manner or at all, then we could face penalties in the form of unreimbursed engineering development work, loss of subscriber or minimum financial commitments on the part of our partners, or in extreme cases, the early termination of such distribution agreements. In any such case, our business, financial condition, and results of operation may be harmed.

We make significant investments in new products and services that may not achieve technological feasibility or profitability or that may limit our growth.

We have made and will continue to make significant investments in research, development, and marketing of new technologies, products and services, including audio and media. Investments in new technologies are speculative and technological feasibility may not be achieved. Commercial success depends on many factors including demand for innovative technology, availability of materials and equipment, the selling price the market is willing to bear, competition and effective licensing or product sales. We may not achieve significant revenue from new product and service investments for a number of years, if at all. Moreover, new technologies, products and services may not be profitable, and even if they are profitable, operating margins for new products and businesses may not be as high as the margins we have experienced historically or originally anticipated.

Technologies, such as those we are developing, are subject to supply chain disruptions, cost pressures, extensive competition, and a relentless pace of innovation. These products could be copied or functionally surpassed by other designers, manufacturers, or innovators, some of whom may have far greater financial resources than us, and who may be able to develop products with greater capabilities and/or at a lower cost. Potential customers may also be hesitant to adopt new technologies and may instead turn to competitors who offer competing products in different deployment models. Our technologies may also require potential customers to adapt their existing software to fully realize the technological advantages. Delays or reluctance by customers to adapt their software could affect the success of these technologies in the marketplace, which may adversely impact our business, financial condition, and results of operations.

Our business involves the use of artificial intelligence technologies, which could subject us to risks.

We use AI Technologies throughout our business and are investing in this area. For example, we use AI Technologies to allow our users to search and discover new content in our products, and internally for business processing and product development. We expect that increased investment will be required in the future to continuously improve our use of AI Technologies. As with many technological innovations, there are significant risks involved in developing, maintaining and deploying AI Technologies and there can be no assurance that the usage of or our investments in such technologies will always enhance our products or services or be beneficial to our business, including our efficiency or profitability. The continuous development, maintenance and operation of our AI Technologies is expensive and complex, and may involve unforeseen difficulties including material performance problems, undetected defects or errors.

With respect to our products or services that incorporate AI Technologies, the market for such products and services is rapidly evolving and important assumptions about the cost, performance, and perceived value associated with our services or products may be inaccurate. We cannot be sure that the market will continue to grow or that it will grow in ways we anticipate. In addition, market acceptance and consumer perceptions of products and services that incorporate AI Technologies are uncertain. Our failure to successfully develop and commercialize our products or services involving AI Technologies could depress the market price of our stock and impair our ability to: raise capital; expand our business; provide, improve and diversify our product offerings; continue our operations and efficiently manage our operating expenses; and respond effectively to competitive developments.

In addition to our proprietary AI Technologies, we use AI Technologies licensed from third parties in our internal operations, and our ability to continue to use such technologies at the scale we need may be dependent on access to specific third-party software and infrastructure. We cannot control the availability or pricing of such third-party AI Technologies, especially in a highly competitive environment, and we may be unable to negotiate favorable economic terms with the applicable providers. In addition, to the extent any third party AI Technologies are used as a hosted service, any disruption, outage, or loss of information through such hosted services could disrupt our operations or solutions, damage our reputation, cause a loss of confidence in our solutions, or result in legal claims or proceedings, for which we may be unable to recover damages from the affected provider. Additionally, AI Technologies incorporated into our products and services may use algorithms, datasets or training methodologies that may be flawed or contain deficiencies that may be difficult to detect which, in turn, may create results that are factually inaccurate, biased or otherwise flawed. If our customers or others rely on or use such results to their detriment, it may expose us to reputational harm, competitive harm or legal liability. Additionally, the use of certain AI Technologies, including generative AI, may place our and our customers' confidential information at risk if adequate security measures are not employed.

Finally, the regulatory framework for AI Technologies is rapidly evolving as many federal, state and foreign government bodies and agencies have introduced or are currently considering additional laws and regulations. Additionally, existing laws and regulations may be interpreted in ways that would affect the operation of our AI Technologies. For example, in the U.S., certain states have passed AI-focused laws that regulate high-risk uses of AI, as well as AI transparency, among other issues.

Similarly, the EU has enacted the Artificial Intelligence Act (the “EU AI Act”) in 2024, which establishes a comprehensive regulatory framework for AI systems and AI models, including requirements for high-risk AI systems and the prohibition of certain AI practices. These laws and regulations may impact our ability to develop, use, procure and commercialize AI Technologies, and if we fail to comply with these laws and regulations, we may face lawsuits, investigations, enforcement actions, and other penalties that materially impact our business.

Our products and services could be susceptible to errors, defects, or unintended performance problems that could result in lost revenue, liability or delayed or limited market acceptance.

We develop and offer complex solutions, which we license and otherwise provide to customers. The performance of these solutions typically involves working with sophisticated software, computing, and communications systems.

Due to the complexity of these products and services, and despite our quality assurance testing, the products may contain undetected defects or errors that may affect the proper use or application of such products or services by the customer. Because certain of our products and services are embedded in hardware, digital content, and other software, or rely on stable transmissions, our solutions’ performance could unintentionally jeopardize our customers’ product performance. Because customers rely on our products and services as used in their hardware, software and applications, defects or errors in our products or services may discourage customers from purchasing our products or services.

These defects or errors could also result in product liability, service level agreement claims or warranty claims. Although we attempt to reduce the risk of losses resulting from these claims through warranty disclaimers and limitation of liability clauses in our agreements, these contractual provisions may not be enforceable in every instance. Any such defects, errors, or unintended performance problems in existing or new products or services, and any inability to meet customer expectations in a timely manner, could result in loss of revenue or market share, failure to achieve market acceptance, diversion of development resources, injury to our reputation, increased insurance costs, and increased service costs, any of which could materially harm our business, financial condition and results of operations.

Dependence on the cooperation of third parties for the provision and delivery of our metadata may adversely affect our revenue.

We use metadata in certain of our products and services, including Pay-TV and Connected Car, and we distribute metadata as a revenue generating activity. We rely on third-party providers to deliver our metadata to our customers, including automobiles and some of the CE devices that include our user experience (UX) and interactive program guides. Further, our national data network provides customized and localized listings for Pay-TV and licensees of our data used in third-party products, including third-party interactive program guides. In addition, we purchase certain metadata from commercial vendors that we redistribute. The quality, accuracy and timeliness of that metadata may not continue to meet our standards or be acceptable to consumers. There can be no assurance that commercial vendors, including metadata providers, will distribute data to us without error, or at all, or that the agreements that govern some of these relationships can be maintained on favorable economic terms.

Technological changes may also impede the ability to distribute metadata. Our inability to renew existing arrangements on terms that are favorable to us, or enter into alternative arrangements that allow us to effectively provide and transmit our metadata to customers, could have a material adverse effect on our businesses that leverage metadata, including our interactive program guide business, and could damage the attractiveness of our metadata offerings to our customers or could increase the costs associated with providing our metadata offerings, and cause our revenue or margins to decline, which would adversely impact our business, financial condition and results of operations.

We depend on a limited number of third parties to design, manufacture, distribute and supply hardware devices upon which our TiVo software and services operate.

Our TiVo software and services operate on a number of hardware products that are produced by third-party hardware companies, including DVR and non-DVR set-top-boxes and TVs and other streaming devices with TiVo OS. If one or more of these third parties is unable or unwilling to produce or distribute such hardware products, our business could be harmed. Further, if we fail to effectively manage the integration of our software and services with our hardware partners’ devices, we or our manufacturing partners could suffer from product recalls, poorly performing products and higher than anticipated warranty costs.

For TiVo OS, we are relying on third-party hardware companies to assist in the development, distribution and launch of a relatively new market entry product. If one or more of these third parties is unable or unwilling to meet its obligations regarding such entry, the success of TiVo OS could be harmed.

Additionally, certain features and functionalities of our TiVo OS, TiVo service, DVRs and non-DVR set-top-boxes, and other streaming devices that incorporate our software depend on third-party components and technologies. If we or our third-party partners are unable to purchase or license such third-party components or technologies, we may not be able to offer certain related features and functionalities to our customers. In such a case, the desirability of our products to our customers could be reduced, thus harming our business, financial condition, and results of operations.

Qualifying, certifying and supporting our technologies, products and services is time-consuming and expensive.

We devote significant time and resources to qualify and support our software products on various automotive, personal computer, CE and mobile platforms, including operating systems from Apple, Google and Microsoft. In addition, we maintain high-quality standards for products that incorporate our technologies, products, and services through a quality control certification process. To the extent that any previously qualified, certified and/or supported platform, product or service is modified or upgraded, or our business expands into new regions that may have different or additional requirements, or we need to qualify, certify or support a new platform, product or service, we could be required to expend additional engineering time and resources, which could delay the launch of such technologies, products or services and add significantly to our development expenses, which may adversely affect our business, financial condition and results of operations.

We are exposed to the risks related to international sales and operations.

We derive a large portion of our total revenue from operations outside of the United States. Therefore, we face exposure to risks of operating in many foreign countries, including:

- difficulties and costs associated with complying with a wide variety of complex laws, treaties, regulations and compliance requirements;
- fluctuations in foreign currency exchange rates;
- restrictions on, or difficulties and costs associated with, the repatriation of cash from foreign countries to the United States;
- earnings and cash flows that may be subject to tax withholding requirements or the imposition of tariffs;
- political and economic instability, trade conflict and international hostilities;
- unexpected changes in political or regulatory environments;
- differing employment practices, labor compliance and costs associated with a global workforce;
- exchange controls or other restrictions;
- import and export restrictions and other trade barriers;
- difficulties in maintaining overseas subsidiaries and international operations; and
- difficulties in obtaining approval for significant transactions.

Any one or more of the above factors may adversely affect our international operations and could significantly affect our business, financial condition, results of operations and cash flows. For example, the United States has indicated a shift in its U.S. trade policy, including renegotiating or terminating existing trade agreements and leveraging tariffs. Beginning in April 2025, the United States imposed additional tariffs on imports from China, announced both reciprocal and sector-specific tariffs on imports from other countries, and may implement new reciprocal tariff rates in the future. These additional tariffs or any future tariffs, as well as a government's adoption of "buy national" policies or retaliation by another government against such tariffs or policies have introduced significant uncertainty into the market, may strain global supply chains that we depend on, and may adversely affect the prices of and demand for the products that include our technologies, which could have a negative impact on the Company's results of operations. Furthermore, a decrease in discretionary consumer and corporate spending, including as a result of price increases stemming from the imposition of tariffs on foreign imports, could result in a reduction in the purchases of TVs, automobiles and consumer electronic devices, and could cause an ensuing reduction in our royalty-based and monetization revenue.

Further, the results of our operations will be dependent to a large extent upon the global economy. Geopolitical factors such as terrorist activities, wars, foreign invasion or armed conflict, tariffs, trade disputes, local or global recessions, diplomatic or economic tensions (such as the tension between China and Taiwan), long-term environmental risks, climate change, or global

health conditions that adversely affect the global economy may adversely affect our business, financial condition and results of operations.

Additionally, our business could be materially adversely affected if foreign markets do not continue to develop, if we do not receive additional orders to supply our technologies, products or services for use by international Pay-TV service providers, TV OEMs, automobile, CE and set-top-box manufacturers, PPV/VOD providers and others, or if regulations governing our international business change. Changes to the statutes or regulations with respect to export of encryption technologies could require us to redesign our products or technologies or prevent us from selling our products and licensing our technologies internationally.

We may need to raise additional debt or equity capital in order to pursue our business objectives or respond to opportunities, challenges, or unforeseen circumstances. If such capital is not available to us on viable terms or at all, our business, operating results, and financial condition may be harmed.

We have in the past and may in the future require additional capital to pursue our business objectives and respond to business opportunities, challenges or unforeseen circumstances, including to develop new products or services, further improve existing products and services, or acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financings to secure additional capital. However, additional capital may not be available when we need it, on terms that are acceptable to us, or at all. In addition, any debt financing that we secure in the future could involve restrictive covenants which may make it more difficult for us to obtain additional capital and to pursue business opportunities.

In February 2025, we entered into an accounts receivables securitization program with a three-year term pursuant to which we may borrow up to $55.0 million. Our indebtedness may limit our ability to borrow additional funds, limit our ability to use our cash flow or obtain additional financing for future working capital, capital expenditures, acquisitions or other general business purposes, require us to use a substantial portion of our cash flow from operations to repay our debt obligations, limit our flexibility to plan for, or react to, changes in our business and industry, place us at a competitive disadvantage compared to our less leveraged competitors and increase our vulnerability to the impact of adverse economic and industry conditions.

Our restructuring plan and cost-reduction efforts may not be successful.

In November 2025, we commenced a company-wide restructuring plan intended to improve cost efficiency and better align our operating structure with long-term strategies, current opportunities and market conditions, which involved the termination of approximately 250 employees globally. The implementation of this plan may be disruptive to our operations, result in higher than anticipated restructuring charges, including severance and related costs, and otherwise adversely affect our results of operations and financial condition, and may not generate the expected savings or other benefits intended by management. Additional risks associated with the continuing impact of the restructuring activities include employee attrition, the ability to hire new employees in the future, diversion of management attention, and adverse effects on employee morale. In addition, our ability to complete this plan and achieve the anticipated benefits from it within the expected time frame, or at all, is subject to management's estimates and assumptions and may vary materially from our expectations, including as a result of factors that are beyond our control. If we do not realize the expected benefits of this plan on a timely basis, or at all, our business, results of operations and financial condition could be adversely affected. Furthermore, following completion of this plan, our business may not be more efficient or effective than prior to the implementation of such plan.

Risks Related to Cybersecurity and Data Privacy

If we or our third-party providers experience significant disruptions of our IT Systems or data security incidents, this could result in harm to our reputation, subject us to liability, cause us to modify our business practices, and otherwise materially adversely affect our business, results of operations, and financial condition.

We are dependent on information technology systems and infrastructure for both internal and external operations that are critical to our business (collectively, "IT Systems"). We own and manage some of these IT Systems but also rely on third parties for a range of IT Systems that we do not control and have no technical ability to protect. In the ordinary course of our business, we and certain of our third-party providers collect, store, process, and transmit large amounts of corporate, personal, and other information, including intellectual property, proprietary business information, user information (including user payment card information), employee information, and other confidential information (collectively, "Confidential Information"). Our obligations under applicable laws, regulations, contracts, industry standards, self-certifications, and other requirements include maintaining the confidentiality, integrity, and availability of our IT Systems and Confidential Information. Failure or perceived failure to protect our IT Systems and Confidential Information exposes us to legal liability to regulators,

our business partners, our users, and other relevant stakeholders, and harm to our reputation by impacting the attractiveness of our services to existing and potential users.

We face numerous and evolving cybersecurity risks that threaten the confidentiality, integrity and availability of our IT Systems and Confidential Information, including security breaches, unauthorized access (malicious or accidental), misuse of information by authorized users, data leaks or unintentional exposure of information, failed processes or other bugs, loss of data, social engineering/phishing, human or technological error, malicious code embedded in open-source software, damages from computer viruses or malware, natural disasters, terrorism, system changes or upgrades, data redundancy/backup failures, or telecommunication failures or disruption of service. Remote and hybrid working arrangements at our company (and at many third-party providers) also increase cybersecurity risks due to the challenges associated with managing remote computing assets and security vulnerabilities that are present in many non-corporate and home networks. Additionally, any integration of artificial intelligence in our or any service providers' operations, products, or services is expected to pose new or unknown cybersecurity risks and challenges.

Cyberattacks are expected to accelerate on a global basis in frequency and magnitude as threat actors are becoming increasingly sophisticated in using techniques and tools—including artificial intelligence—that circumvent security controls, evade detection and remove forensic evidence. As a result, it is increasingly difficult to detect, investigate, remediate or recover from attacks and incidents, and to avoid a material adverse impact to our IT Systems, Confidential Information or business. We also deploy tools in our IT Systems that allow for the identification and tracking of known security vulnerabilities, but we cannot guarantee that patches or mitigating measures will be implemented before such vulnerabilities can be exploited by a threat actor. There can also be no assurance that our cybersecurity risk management program and processes, including our policies, controls or procedures, will be fully implemented, complied with or effective in protecting our IT Systems and Confidential Information.

We and certain of our third-party providers regularly experience cyberattacks and other incidents, and we expect such attacks and incidents to continue in varying degrees. While to date no incidents have had a material impact on our operations or financial results, we cannot guarantee that material incidents will not occur in the future. Any significant impact to the availability, integrity or confidentiality of our IT Systems or Confidential Information could damage our business, hurt our ability to distribute products and services and collect revenue, threaten the proprietary or confidential nature of our technology, harm our reputation, increase the costs of our ongoing cybersecurity protections, result in costly enhancements or remediation measures, and expose us to litigation (including class action lawsuits), government investigations, and enforcement actions, and other liabilities. Because some of our technologies are intended to inhibit use of or restrict access to our customers' intellectual property, we may become the target of hackers or other persons whose use of or access to our customers' intellectual property is affected by our technologies.

Any or all of the foregoing could materially adversely affect our business, results of operations, and financial condition. Finally, we cannot guarantee that any costs and liabilities incurred in relation to an attack or incident will be covered by our existing insurance policies or that applicable insurance will be available to us in the future on economically reasonable terms or at all.

Moreover, as we accept debit and credit cards for payment, we are subject to the Payment Card Industry Data Security Standard ("PCI-DSS"), issued by the Payment Card Industry Security Standards Council. PCI-DSS contains compliance guidelines with regard to our security surrounding the physical and electronic storage, processing and transmission of cardholder data. If we or our service providers are unable to comply with the security standards established by banks and the payment card industry, we may be subject to fines, restrictions and expulsion from card acceptance programs, which could materially and adversely affect our business.

The EU also imposes cybersecurity obligations on a wide range of products with digital elements and on organizations that provide managed information and communications technology services, including with respect to software development for other businesses. The United Kingdom ("UK") has implemented legislation that, among other things, imposes obligations on manufacturers, importers and distributors of specific categories of consumer connectable products to comply with minimum security requirements with a view to securing such products against cyber-attacks. EU Member States may also impose more stringent requirements on in-scope entities with respect to cybersecurity than those imposed by the EU. This could lead to divergences in approach and make compliance more challenging and costly for multinational organizations. Noncompliance with any applicable EU or UK laws, regulations or other requirements could expose us to significant fines, market access restrictions, product or service withdrawals or recalls, and delays to planned changes.

Given the rapidly evolving nature of the regulatory landscape, we may be unable to ensure timely compliance with these requirements, which may adversely impact our business, financial condition and results of operations.

We and our service providers and partners collect, process, transmit, and store Personal Information, and any failure by us, our service providers, or partners to comply with ever-evolving federal, state, and foreign laws and other requirements related to this information may result in significant liability, negative publicity, and/or an erosion of trust, which could materially adversely affect our business, results of operations, and financial condition.

We collect, use, process, transmit, and store information that is related to individuals and/or that constitutes "personal data," "personal information," "personally identifiable information," or similar terms under applicable data privacy laws (collectively, "Personal Information") about consumers and their devices, employees, job applicants and partners. We also rely on third-party service providers and partners to collect, process, transmit, and store Personal Information on our behalf. We collect such information from individuals located both in the United States and abroad, and we and our service providers and business partners use tracking technologies, including cookies, device identifiers, and related technologies, to help us manage and track our users' interactions with our products and services, devices, website, and partners' content.

To deliver relevant advertisements effectively, we must successfully leverage this Personal Information, as well as data provided by third parties. Our ability to collect and use such data could be restricted by a number of factors, including users having the ability to refuse consent to or opt out from our, our service providers', or our advertising partners' collection and use of this Personal Information, restrictions imposed by advertisers, content partners, licensors, and service providers, changes in technology, and developments in laws, regulations, and industry standards. For example, certain EU and UK laws and regulations prohibit access to or storage of information on a user's device (such as cookies and similar technologies that we use for advertising) that is not "strictly necessary" to provide a user-requested service or used for the "sole purpose" of a transmission unless the user has provided consent, and users may choose not to provide this consent to collection of information which is used for advertising purposes.

Additionally, certain device manufacturers or operating system providers may restrict the deployment of cookies and similar technologies or otherwise restrict the collection of Personal Information through these or other tools, via our applications. Any restrictions on our ability to collect or use Personal Information could harm our ability to grow our revenue, particularly our Media Platform revenue which depends on engaging the relevant recipients of advertising campaigns.

We and our vendors and partners are also subject to various federal, state, and foreign laws and regulations as well as industry standards and contractual obligations governing the collection, use, retention, protection, disclosure, cross-border transfer, localization, sharing, and security of the Personal Information. These requirements and their application, interpretation and amendment, as well as the regulatory environment for the collection and use of Personal Information by device manufacturers, online service providers, content distributors, advertisers, and publishers is evolving in the United States and internationally. It is also possible that new laws, regulations and other requirements, or amendments to or changes in interpretations of existing laws, regulations and other requirements, may require us to incur significant costs, implement new processes, or change our handling of Personal Information and business operations, which could ultimately hinder our ability to grow our business by extracting value from our data assets.

For example, privacy and consumer rights groups and government bodies (including the U.S. Federal Trade Commission ("FTC"), state attorneys general, the European Commission, and European and UK data protection authorities), have increasingly scrutinized privacy issues with respect to devices that identify or are identifiable to a person (or household or device) and Personal Information collected through the internet, and we expect such scrutiny to continue to increase. The U.S. federal government, U.S. states, and foreign governments have enacted (or are considering) laws and regulations that could significantly restrict industry participants' ability to collect, use, and share Personal Information, or collect categories of Personal Information deemed sensitive. Additionally, many such laws and regulations provide consumers with the ability to opt-out of the use of their Personal Information for certain processing purposes, which could impact our business. For example, the EU GDPR imposes detailed requirements related to the collection, storage, and use of Personal Information related to individuals who reside in the EU (or which is processed in the context of EU operations) and places data protection obligations and restrictions on organizations, and may require us to make further changes to our policies and procedures in the future beyond what we have already done. EU Member States also have some flexibility to supplement the EU GDPR with their own laws and regulations and may apply stricter requirements for certain data processing activities. In the UK, the UK General Data Protection Regulation and the UK Data Protection Act 2018 (together, "UK GDPR") impose similar requirements as the EU GDPR. However, as a result of the exit of the UK from the EU, the UK's data protection framework has started to diverge from that in the EU, including as a result of amendments made to the UK GDPR under the UK Data (Use and Access) Act 2025. Compliance costs may increase in order to comply with legal regimes in both the EU and the UK, and create legal uncertainty as the data protection laws of the EU and UK continue to diverge.

If we are not compliant with data protection laws or regulations if and when implemented, we may be subject to significant fines and penalties (such as restrictions on Personal Information processing) and our business may be harmed. For example,

under the EU GDPR and UK GDPR, fines of up to 20 million euros, or 17.5 million pounds, or 4% of the annual global revenue of a noncompliant company, whichever is higher, as well as data processing, possible prohibitions, or other restrictions, could be imposed for violation of certain of the relevant requirements. As we are subject to both the EU GDPR and the UK GDPR, we could be fined under both legal regimes for the same breach. Further, each regime provides for private litigation related to the processing of personal data that can be brought by classes of data subjects or consumer protection organizations authorized at law to represent the data subjects' interests.

Moreover, the EU's Data Act creates a regulatory framework to govern the sharing, use and re-use of internet or product-generated data and imposes, among other obligations, certain requirements concerning cross-border international transfers of, and governmental access to, non-personal data outside the European Economic Area ("EEA"). Depending on how this act and any similar laws are implemented and interpreted, we may have to adapt our business practices and contractual arrangements to comply with such obligations.

The U.S. data protection legal landscape also continues to evolve, with various states having enacted broad-based data privacy and protection legislation and with states and the federal government continuing to consider additional data privacy and protection legislation. The potential effects of this legislation are far-reaching and may require us to modify our data processing practices and policies and incur substantial costs and expenses in an effort to comply. For example, the California Consumer Privacy Act provides for civil penalties for violations, as well as a private right of action for certain data breaches that may increase regulatory investigations and data breach litigation, and has prompted a wave of similar legislative developments in other states. Federal laws such as the Children's Online Privacy Protection Act and Video Privacy Protection Act ("VPPA") may also pose risks to our business, as plaintiffs are increasingly filing lawsuits against businesses alleging that the use of certain tracking technologies violates the VPPA, state and federal wiretapping laws, and/or other laws.

We are continuing to assess the impact of new and proposed data privacy and protection laws and proposed amendments to existing laws on our business. Among other things, such restrictions are likely to increase the number of users to whom we cannot serve targeted advertising and are likely to restrict our ability to collect and process certain types of Personal Information deemed sensitive under these new laws.

In addition, each U.S. state and most U.S. territories, each EU member state, and the UK, as well as many other foreign nations, have passed laws requiring notification to regulatory authorities, affected users, or others within a specific timeframe when there has been a security breach involving, or other unauthorized access to or acquisition or disclosure of, certain Personal Information and impose additional obligations on companies. Additionally, our agreements with certain users or partners may require us to notify them in the event of a security breach. Such statutory and contractual disclosures are costly, could lead to negative publicity, may cause our users to lose confidence in the effectiveness of our security measures, and may require us to expend significant capital and other resources to respond to or alleviate problems caused by the actual or perceived security breach. Compliance with these obligations could delay or impede the development of new products and may cause reputational harm.

As part of our data protection compliance program, we have implemented data transfer mechanisms to provide for the transfer of Personal Information from the EEA or the UK to the United States.

In addition, cloud service providers upon which our services depend are experiencing heightened scrutiny from EU regulators, which may lead to significant shifts or unavailability of cloud services to transfer Personal Information outside the EU, which may significantly impact our costs or ability to operate.

We continue to assess the available regulatory guidance, determinations, and enforcement actions from EU and UK Data Protection Authorities and the U.S. Department of Commerce on international data transfer compliance for companies, including guidance on specific supplementary measures in addition to the model clauses as well as specific data sharing that may be deemed a cross-border transfer for which appropriate safeguards must be implemented. As a result of legal uncertainty and regulatory developments in this area, our ability to continue to transfer personal information outside of the EU and UK may become significantly more costly and may subject us to increased scrutiny and liability under the relevant legal frameworks, and we may experience operating disruptions if we are unable to conduct these transfers in the future.

We will continue to review our business practices and may find it necessary or desirable to make changes to our personal information processing to cause our transfer and receipt of EEA residents' personal information to conform to applicable European law.

Even though we believe we and our vendors are generally in compliance with applicable laws, rules and regulations relating to privacy and data security, these laws are in some cases relatively new and the interpretation and application of these laws are

uncertain. Any failure or perceived failure by us to comply with data privacy laws, rules, regulations, industry standards and other requirements could result in proceedings or actions against us by individuals, consumer rights groups, government agencies, or others. We could incur significant costs in investigating and defending such claims and, if found liable, pay significant damages or fines or be required to make changes to our business. Further, these proceedings and any subsequent adverse outcomes may subject us to significant negative publicity and an erosion of trust. If any of these events were to occur, our business, results of operations, and financial condition could be materially adversely affected. Moreover, we have incurred, and will continue to incur, expenses to comply with privacy and security standards and protocols imposed by law, regulation, industry standards, and contractual obligations. Increased regulation of Personal Information collection, use, and security practices, including self-regulation and industry standards, changes in existing laws, enactment of new laws, increased enforcement activity, and changes in interpretation of laws, could increase our cost of compliance and operation, limit our ability to grow our business, or otherwise harm our business.

Risks Related to Intellectual Property

Litigation and claims regarding intellectual property rights could result in the loss of rights important to our products and services, cause us to incur significant legal costs, or otherwise harm our business.

Some internet, technology, and media companies, including some of our competitors, own large numbers of patents, copyrights, and trademarks, which they may use to assert claims against us. Third parties have asserted, and may in the future assert, that we or our customers have infringed, misappropriated, or otherwise violated their intellectual property rights. As we grow and face increasing competition, the possibility of intellectual property rights claims against us will grow. Plaintiffs who have no relevant product revenue may not be deterred by our own issued patents and pending patent applications in bringing intellectual property rights claims against us and may seek to challenge the validity or enforceability of our own patents and patents applications. The cost of patent litigation or other proceedings, even if resolved in our favor, has been and is expected to be substantial. Some of our competitors may be better able to sustain the costs of such litigation or proceedings because of their substantially greater financial resources. Patent litigation and other proceedings may also require significant management time and divert management's attention from our other business concerns or otherwise adversely affect our business and operating results. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could impair our ability to compete in the marketplace. Furthermore, an adverse outcome of a dispute may require us to: pay damages, potentially including treble damages and attorneys' fees, if we are found to have willfully infringed a party's intellectual property; cease making, licensing, or using technologies that are alleged to infringe or misappropriate the intellectual property of others; expend additional development resources to redesign our products; enter into potentially unfavorable royalty or license agreements in order to obtain the right to use necessary technologies, content, or materials; and indemnify our partners and other third parties.

As a result of intellectual property infringement claims, or to avoid potential claims, we may choose or be required to seek licenses from third parties. These licenses may not be available on commercially reasonable terms, or at all, thereby hindering our ability to sell or use the relevant technology or requiring redesign of the allegedly infringing solutions to avoid infringement, which could be costly, time-consuming, or impossible. Even if we are able to obtain a license, the license would likely obligate us to pay license fees or royalties or both, and the rights granted to us might be nonexclusive, with the potential for our competitors to gain access to the same intellectual property. In addition, the rights that we secure under intellectual property licenses may not include rights to all of the intellectual property owned or controlled by the licensor, and the scope of the licenses granted to us may not include rights covering all of the products and services provided by us and our licensees. The occurrence of any of the foregoing could harm our business.

Our generative AI Technologies could generate output that is infringing, and we could be subject to claims or lawsuits, including for infringement of third-party intellectual property rights as a result of the output of such generative AI Technologies. While some providers of AI Technologies offer to indemnify their end users for any copyright or other intellectual property infringement claims arising from the output of their AI Technologies, we may not be successful in adequately recovering our losses in connection with such claims.

We may use AI Technologies, including tools provided by third parties, to develop or assist in the development of our own software code. While use of such tools makes our development process more efficient, AI Technologies have sometimes generated content that is "substantially similar" to proprietary or open source code on which the AI tool was trained. If the AI Technologies we use generate code that is too similar to other proprietary code, or to software processes that are protected by patent, we could be subject to intellectual property infringement claims. We may also not be able to anticipate and detect security vulnerabilities in such AI generated software code. If our tools generate code that is too similar to open source code, we risk losing protection of our own proprietary code that is commingled with such code. Finally, to the extent we use third-

party AI Technologies to develop software code, the terms of use of these tools may state that the third-party provider retains rights in the generated code.

If we fail to protect and enforce our intellectual property rights, contract rights, or our confidential information, our business may suffer.

We rely primarily on a combination of license, development and nondisclosure agreements and other contractual provisions, as well as patent, trademark, trade secret and copyright laws, to protect our technology and intellectual property. If we fail to protect our technology, intellectual property, or contract rights, our customers and others may seek to use our technology and intellectual property without the payment of license fees and royalties, which could weaken our competitive position, reduce our operating results and increase the likelihood of costly litigation. Others may also develop technologies that are similar or superior to our technologies or duplicate our technologies.

We also rely on trade secret laws rather than patent laws to protect other portions of our proprietary technology. Trade secrets can be difficult to protect. The misappropriation of our trade secrets or other proprietary information could seriously harm our business. We protect our proprietary technology and processes, in part, through confidentiality agreements with our employees, consultants, suppliers and customers. We cannot be certain that these contracts have not been and will not be breached, that we will be able to timely detect unauthorized use or transfer of our technology and intellectual property, that we will have adequate remedies for any breach, or that our trade secrets will not otherwise become known or be independently discovered by competitors. If we fail to use adequate mechanisms to protect our technology and intellectual property, or if a court fails to enforce our intellectual property rights, our business will suffer. We cannot be certain that these protection mechanisms can be successfully asserted in the future or will not be invalidated or challenged.

Further, the laws and enforcement regimes of certain countries may not protect our technology and intellectual property to the same extent as the laws and enforcement regimes of the United States. In certain jurisdictions, we may be unable to protect our technology and intellectual property adequately against unauthorized use, which may adversely affect our business, financial condition and results of operations.

In addition, we may experience difficulties in enforcing the intellectual property rights in output generated by generative AI Technologies. The United States Copyright Office has previously denied copyright protection for content generated by AI Technologies, and the United States Patent and Trademark Office has similarly stated that an AI tool cannot be an “inventor” of a patent, rendering it impossible to obtain patent protection for inventions created solely by AI Technologies.

We may not be able to protect our brand from third-party infringement or increase our brand awareness.

Maintaining and strengthening our brands is important to maintaining and expanding our business, as well as to our ability to enter into new markets for our technologies, products and services. If we fail to promote and maintain these brands successfully, our ability to sustain and expand our business and enter into new markets may suffer. Much of the promotion of our brand depends, among other things, on OEMs, hardware device manufacturing companies and service providers displaying our trademarks on their products. If these companies choose, for any reason, not to display our trademarks on their products, or if these companies use our trademarks incorrectly or in an unauthorized manner, the strength of our brand may be diluted or our ability to maintain or increase our brand awareness may be harmed. We generally rely on enforcing our trademark rights to prevent unauthorized use of our brand and technologies. Our ability to prevent unauthorized uses of our brand and technologies would be negatively impacted if our trademark registrations were overturned in the jurisdictions where we do business. We also have trademark applications pending in a number of jurisdictions that may not ultimately be granted, or if granted, may be challenged or invalidated, in which case we would be unable to prevent unauthorized use of our brand and logo in such jurisdictions. We have not filed trademark registrations in all jurisdictions where our brands and logos may be used.

Some software we provide may be subject to “open source” licenses, which may restrict how we use or distribute our software or require that we release the source code of certain products subject to those licenses.

Some of the products we support and some of our proprietary technologies incorporate open source software such as open source code that may be subject to the Lesser GNU Public License or other open source licenses. The Lesser GNU Public License and other open source licenses may require that source code subject to the license be released or made available to the public. Such open source licenses may mandate that software developed based on source code that is subject to the open source license, or combined in specific ways with such open source software, become subject to the open source license. We take steps to ensure that proprietary software we do not wish to disclose is not combined with, or does not incorporate, open source software in ways that would require such proprietary software to be subject to an open source license. However, few courts have interpreted the Lesser GNU Public License or other open source licenses, and the manner in which these licenses may be

interpreted and enforced is therefore subject to some uncertainty. We often take steps to disclose source code for which disclosure is required under an open source license, but it is possible that we have or will make mistakes in doing so, which could negatively impact our brand or our adoption in the community, or could expose us to additional liability. In addition, we rely on multiple software programmers to design our proprietary products and technologies. Although we take steps to ensure that our programmers (both internal and outsourced) do not include open source software in products and technologies we intend to keep proprietary, we cannot be certain that open source software is not incorporated into products and technologies we intend to keep proprietary. In the event that portions of our proprietary technology are determined to be subject to an open source license, or are intentionally released under an open source license, we could be required to publicly release the relevant portions of our source code, which could reduce or eliminate our ability to commercialize our products and technologies. Also, in relying on multiple software programmers to design products and technologies that we ultimately end up releasing in the open source community, we may discover that one or multiple such programmers have included code or language that would be embarrassing to us, which could negatively impact our brand or our adoption in the community, or could expose us to additional liability. Such additional liability could include claims that result in litigation, require us to seek licenses from third-parties in order to keep offering our software, require us to re-engineer our software, require us to release proprietary source code, require us to provide indemnification or otherwise subject us to liability to a customer or supplier, or require us to discontinue the sale of a product in the event re-engineering cannot be accomplished in a timely manner, any of which may adversely affect our business, financial condition and results of operations.

We use and have modified certain third-party AI models that are made available under an open source or open weights license. Such freely available open AI Technologies may not be actively maintained or supported by the provider and as such, may have heightened risk of introducing inaccuracies or vulnerabilities into our business operations or products or services. Further, if the licensor for such open AI Technologies developed their models by training on data that was inaccurate, biased or for which it did not have the appropriate rights, we could be subject to claims or lawsuits, arising from our use or modification of such AI Technologies, including for infringement of third-party intellectual property. Sophisticated attackers may exploit vulnerabilities in open generative AI Technologies to obtain access to alter the outputs or results, or access our or our customers' sensitive data. In addition, our usage of open AI Technologies may require us to license our or our customers' data or intellectual property to third parties and limit our ability to protect our intellectual property rights or proprietary data, or subject us to new payment or non-compete obligations for any products or services we seek to commercialize that use such open AI Technologies.

In certain cases, we may have trained our models for our generative AI Technologies on open source datasets, but we cannot be certain that the licensors of such open source datasets had sufficient rights in the underlying data to be able to make them available under an open source license.

Unauthorized use of generative artificial intelligence technologies in the development of our products or the operation of our business could expose us to risks of unauthorized disclosure of proprietary information, security vulnerabilities, or intellectual property infringement claims.

Although we take steps to ensure that our employees and consultants do not engage in any unauthorized use of AI Technologies, we cannot be certain that our employees or consultants will not, from time to time, engage in such unauthorized use, including by inputting our proprietary information or the proprietary information of others into third-party AI Technologies. Such unauthorized use may lead to the disclosure of our valuable proprietary information which may be used to train third-party AI Technologies. Further, we may be subject to claims that we or these individuals have used or disclosed intellectual property, including trade secrets or other proprietary information, of any such individual's current or former employer. Litigation may be necessary to defend against these claims. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management.

Under our agreements with many of our customers and partners, we are required to provide indemnification in the event our technology is alleged to infringe upon the intellectual property rights of third parties.

In many of our agreements, we have agreed to indemnify our customers and partners under certain circumstances. We have in the past and may in the future incur significant expenses responding to indemnification demands or defending these partners if they are accused of patent or other intellectual property infringement based on allegations related to our technology, products or services. If a partner were to be accused of infringement, settle or lose a lawsuit and in turn seek indemnification from us, we could be subject to significant expense responding to the indemnification claim and/or monetary liabilities relating to a judgment or settlement. Liability under our indemnification commitments may not be contractually limited.

Current and future governmental and industry standards may significantly limit our business opportunities.

Technology standards are important in the audio and video industry as they help to assure compatibility across a system or series of products. Generally, standards adoption occurs on either a mandatory basis, requiring a particular technology to be available in a particular product or medium, or an optional basis, meaning that a particular technology may be, but is not required to be, utilized. If standards are re-examined or a new standard is developed in which we are not included, our growth in that area of our business could be significantly lower than expected.

As new technologies and entertainment media emerge, new standards relating to these technologies or media may develop. New standards may also emerge in existing markets that are currently characterized by competing formats, such as the automotive market or the market for TVs or PCs. We may not be successful in our efforts to include our technology in any such standards.

Standards sometimes require implementers or contributors to offer to license their relevant intellectual property on reasonable and non-discriminatory terms (RAND) or on fair, reasonable, and non-discriminatory terms (FRAND), but if standards that may apply to our technologies start requiring implementers or contributors to license their relevant intellectual property on a reasonable and non-discriminatory, zero royalty (RAND-Z) or reasonable and non-discriminatory, royalty free (RAND-RF) basis, it may affect our ability to be compensated for our technologies that may be included in such standards.

Risks Related to Macroeconomic Conditions

Macroeconomic uncertainties have in the past and may continue to adversely impact our business, results of operations, and financial condition.

Macroeconomic uncertainties, including increased inflation and interest rates, recessionary fears, financial and credit market fluctuations, changes in economic policy, bank failures, labor disputes, tariffs, and global supply chain constraints have in the past, and may continue to, adversely impact many aspects of our business. For example, our success depends, in part, on the level of discretionary consumer and corporate spending. Discretionary consumer and corporate spending is affected by many factors, including economic conditions affecting disposable consumer income and corporate spending, such as the rate of inflation, risk of recession, employment status, labor disputes, and interest and tax rates. In recent years, the economy has experienced unusually high inflation, increased perceived risk of recession, and higher interest rates, which has negatively impacted, and could continue to negatively impact consumer and corporate spending. A decrease in discretionary consumer and corporate spending, including as a result of price increases stemming from the imposition of tariffs on foreign imports, could result, in particular, in a reduction in the purchases of TVs, automobiles and consumer electronic devices, and an ensuing reduction in our monetization revenue. During past economic slowdowns and recessions, many consumers reduced their discretionary spending and advertisers reduced their advertising expenditures. Any such conditions, including reduction in entertainment promotional spending by media and content providers, could significantly impact our ability to generate revenue, and thus impact our business, financial condition and results of operations.

In addition, a significant reduction in the supply of original entertainment content, including as a result of macroeconomic factors or labor disputes, could in turn reduce the demand for advertising and media and entertainment promotional spending campaigns on our Media Platform solutions, and have a material adverse effect on our growth or negatively impact our results of operations.

The extent to which macroeconomic uncertainties may continue to impact our operational and financial performance remains uncertain and will depend on many factors outside our control. These direct and indirect impacts may negatively affect our business and operating results.

Natural disasters, geopolitical conflicts, or other natural or man-made catastrophic events could disrupt and impact our business.

Occurrence of severe weather or any catastrophic event, including an earthquake, flood, tsunami, wildfire, landslide, hurricane or other weather event, power loss, internet failure, software or hardware malfunctions, cyber attack, war or foreign invasion, terrorist attack and other geopolitical conflicts, medical epidemic or pandemic, government shutdown orders, other man-made disasters, or other catastrophic events could disrupt our, our business partners' and customers' business operations or result in disruptions in the broader global economic environment. Any of these business disruptions could require substantial expenditures and recovery time in order to fully resume operations.

In particular, our principal offices are located in California, and our contract manufacturers and some of our suppliers are located in Asia, both of which are regions known for seismic activity, making our operations in these areas vulnerable to natural

disasters or other business disruptions in these areas. Our insurance coverage may not compensate us for losses that may occur in the event of an earthquake or other significant natural disaster.

In addition, our offices and facilities, and those of our contract manufacturers, suppliers, and partners, could be vulnerable to the effects of climate change (such as sea level rise, drought, flooding, wildfires, and increased storm severity) that could disrupt our business operations. For example, in California, increasing intensity of drought and annual periods of wildfire danger increase the probability of planned power outages. In particular, our office in Calabasas, California has experienced planned power outages that have extended for multiple days. Further, acts of terrorism could cause disruptions to the internet or the economy as a whole.

If our Pay-TV or Media Platform services were to fail or be negatively impacted as a result of a natural disaster or other event, our ability to deliver content, including advertising, would be impaired. Disruptions in the operations of our contract manufacturers, suppliers, or partners as a result of a disaster or other catastrophic event could delay the manufacture and shipment of our or our partners' products and services, which could impact our business. If we are unable to develop adequate plans to ensure that our business functions continue to operate during and after a natural disaster or other catastrophic event and to execute successfully on those plans in the event of a disaster or catastrophic event, our business would be harmed.

Our business and operations may be subject to a variety of U.S. federal, state and international laws and regulations regarding the environment and social responsibility, as well as stakeholder scrutiny and related expenses which may affect our business and operations.

Issues related to the environment and social responsibility may result in regulatory requirements that could have an adverse impact on our financial condition or our business. At the international, federal and state levels, we may face new, conflicting, or changing requirements, such as regarding greenhouse gases in our operations or supply chain partners, manufacturing, transportation and distribution, potentially resulting in increased costs or requiring disclosures relating to our greenhouse gas emissions, reductions thereof, or climate-related financial risk. Failure to comply with any of these laws or requirements could have an adverse impact on our financial condition or reputation.

In addition, our practices and public disclosures related to environmental, social and governance matters could impact our brand and reputation. If our practices do not meet evolving investor or other stakeholder expectations and societal and regulatory standards, our ability to attract or retain employees, and our attractiveness as an investment or business partner could be negatively impacted, which could adversely affect our operating results. Additionally, both advocates and opponents to environmental, social and governance matters are increasingly resorting to a range of activism forms, including media campaigns, shareholder proposals, and litigation, to advance their perspectives. Certain anti-ESG advocates have also brought legal challenges regarding corporate climate initiatives and commitments. To the extent we are subject to such activism or legal challenges, it may require us to incur costs or otherwise adversely impact our business.

Risks Related to Financial Matters

We face risks associated with financial instruments we hold.

We hold financial instruments that potentially subject us to significant concentrations of credit risk, which instruments consist principally of cash and cash equivalents, accounts receivable, unbilled contracts receivable, a note receivable and deferred consideration from the AutoSense Divestiture. We maintain cash and cash equivalents with large financial institutions, and at times, the deposits have exceeded and may exceed the federally insured limits. Our evaluation process as to accounts receivable and unbilled contracts receivable may fail to detect or prevent credit risks. In addition, in connection with the AutoSense Divestiture, we hold a $27.7 million note receivable from Tobii, who also owes us $15.0 million in deferred consideration and may become obligated to make earnout payments to us contingent upon the future success of the divested AutoSense in-cabin safety business. The note is payable in three annual installments commencing on April 1, 2027, and matures on April 1, 2029. Payments of the deferred consideration are due in four annual installments commencing in February 2028, and any contingent consideration would be payable in 2031. Accordingly, although we carry the note receivable and the deferred consideration on our balance sheet, we are not entitled to receive any payment associated with these assets in the near term and we face credit risk until the obligations are fully paid. Our receipt of payments for the note receivable, deferred consideration, and any earned contingent consideration will depend on Tobii's then-available liquidity and capital resources. If we determine it is appropriate to impair any of the financial instruments we hold, our financial position and results of operations would be adversely affected.

If our goodwill and other intangible assets become impaired, we may be required to record a significant charge to earnings.

In addition to internal development, we have acquired and our general strategy is to continue to acquire additional businesses, technology and intellectual property through strategic relationships and transactions. We believe these strategic relationships and transactions will enhance the competitiveness and size of our current business and provide diversification into markets and technologies that complement our current business. Future transactions could be in the form of asset purchases, equity investments, or business combinations. As a result, we may have significant goodwill from such transactions and other intangible assets which are amortized over their estimated useful lives. We have in the past and may in the future incur significant charges as a result of impairment of goodwill or other intangible assets. We review our amortizable intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable or the useful life is shorter than originally estimated. Factors that may be considered a change in circumstances indicating that the carrying value of our amortizable or other intangible assets may not be recoverable include a decline in future cash flows, fluctuations in market capitalization, slower growth rates in our industry or slower than anticipated adoption of our products by our customers. As we continue to review for factors that may affect our business which may not be in our control, we may be required to record a significant charge to earnings in our financial statements during the period in which any impairment of goodwill and other intangible assets or equity investments is determined, resulting in an adverse impact on our business, financial position and results of operations.

Risks Related to Regulatory and Legal Matters

If government regulations or laws relating to the internet, video, advertising, or other areas of our business change, we may need to alter the manner in which we conduct our business, or our business could be harmed.

We are subject to or affected by general business regulations and laws, as well as regulations and laws specific to the internet and online services, including laws and regulations related to data privacy and security, consumer protection, data localization, law enforcement access to data, encryption, telecommunications, social media, payment processing, taxation, trade, intellectual property, competition, electronic contracts, internet access, net neutrality, advertising, content restrictions, protection of children, and accessibility, among others. We cannot guarantee that we have been or will be fully compliant in every jurisdiction. Litigation and regulatory proceedings are inherently uncertain, and the federal, state, and foreign laws and regulations governing issues such as data privacy and security, payment processing, taxation, net neutrality, liability of providers of online services, video, telecommunications, e-commerce tariffs, and consumer protection related to the internet continue to develop and may be subject to varying interpretations. Moreover, as internet commerce and advertising continue to evolve, increasing regulation by federal, state, and foreign regulatory authorities becomes more likely.

As we develop new products and services and improve our products and services, we may also be subject to new laws and regulations specific to such technologies. For example, in developing our TiVo OS and DTS AutoStage solutions, we were required to understand, address, and comply with an evolving regulatory framework for developing, marketing, and selling operating systems for Smart TVs and automotive applications in many different international jurisdictions. If we fail to adequately address or comply with such regulations, we may be subject to fines or sanctions, and we or our partners may be unable to sell Smart TVs or other devices that incorporate our technologies, which could harm our business and our ability to grow our user base.

Laws relating to data privacy and security, data localization, artificial intelligence, law enforcement access to data, encryption, consumer protection, protection of children, and similar activities continue to proliferate, often with little harmonization between jurisdictions and limited guidance. For information on data privacy and security risks, see the section entitled “Risks Related to Cybersecurity and Data Privacy.”

Rules governing new technological developments, such as developments in generative AI, remain unsettled. We leverage machine learning and AI Technologies in developing and providing our products and services. The legal and regulatory landscape surrounding these technologies is rapidly evolving and uncertain, including in the areas of intellectual property, cybersecurity, and privacy and data protection. Compliance with new or changing laws, regulations or industry standards relating to these technologies. Several jurisdictions around the globe, including Europe and China, have already proposed or enacted laws and regulations governing AI, including the EU AI Act, each of which may impose significant operational costs and may limit our ability to develop, deploy or use these technologies. A number of U.S. states have also adopted laws related to the use and deployment of AI Technologies. For example, California enacted seventeen new laws in 2024 that regulate use of AI Technologies and provide consumers with additional protections around companies’ use of AI Technologies, such as requiring companies to disclose certain uses of generative AI, and Texas’ Responsible AI Governance Act which became effective on January 1, 2026 prohibits specified harmful uses of AI, including behavioral manipulation and unlawful discrimination. Other jurisdictions may decide to adopt similar or more restrictive legislation that may render the use of such technologies challenging.

In the United States, the Trump administration's approach to investment in and regulation of AI Technologies has and is expected to continue to deviate from that of the previous administration and we will need to adapt to any changes that may result from such approach, including as the result of new or changing executive orders. For instance, the federal government may seek to preempt state laws when they seek to govern certain topics involving AI, as evidenced by the Trump administration's "Ensuring a National Policy Framework for Artificial Intelligence" Executive Order signed on December 11, 2025. This order calls for federal standards and legislation that would preempt conflicting state AI regulations and create a federal litigation task force focused on challenging state AI laws in court. The Trump administration may continue to implement new or rescind existing federal orders and/or administrative policies relating to AI Technologies. Any such changes at the federal level could require us to expend significant resources to modify our products, services, or operations to ensure compliance or remain competitive.

Additionally, noncompliance with any applicable AI laws, regulations or other requirements could expose us to significant fines. For example, fines under the EU AI Act may be significant and may reach up to 35 million euros or up to 7% of our total worldwide annual turnover, whichever is higher, depending on the nature of the infringement. In addition, non-compliance with the EU AI Act may expose us to civil lawsuits from business partners and consumers. Any such fines, penalties or remediation measures could materially harm our business, financial condition and results of operations.

In sum, increased regulatory scrutiny of AI Technologies, differing national interpretations and enforcement practices, and potential changes to existing or future AI-related laws or regulations could further increase compliance and product development costs, limit our ability to offer our products and services that incorporate AI Technologies, or otherwise adversely affect our competitiveness and growth.

U.S. or international rules (or the absence of rules) that permit internet access network operators to degrade users' internet speeds or limit internet data consumption by users, including unreasonable discrimination in the provision of broadband internet access services, could harm our business.

Our products and services depend on the ability of users of our technologies to access the internet. We believe that the continued growth of streaming as an entertainment alternative will depend on the availability and growth of cost-effective broadband internet access (including mobile broadband internet access), the quality and reliability of broadband content delivery, and broadband service providers' ability to control the delivery speed of different content traveling on their networks. Laws, regulations, or court rulings that adversely affect the popularity or growth in use of the internet, including decisions that undermine open and neutrally administered internet access, or that disincentivize internet access network operators' willingness to invest in upgrades and maintenance of their equipment, could decrease customer demand for our service offerings, may impose additional burdens on us, or could cause us to incur additional expenses or alter our business model. Some jurisdictions have adopted regulations governing the provision of internet access service. Substantial uncertainty exists in the United States and elsewhere regarding such provisions.

For example, in 2015, the FCC adopted open internet rules to prevent internet access network operators from unreasonably restricting, blocking, degrading, or charging for access to certain products and services offered by us and our content partners. In 2018, the FCC repealed most of those rules. In September 2023, the FCC formally proposed to restore the 2015 open internet rules and re-establish the FCC's role in overseeing broadband providers, although some representatives of broadband providers have already stated that they may challenge such a decision in court.

If network operators were to engage in restricting, blocking, degrading, or charging for access, it could impede our growth, result in a decline in our quality of service, cause us to incur additional expense, or otherwise impair our ability to attract and retain users, any of which could harm our business. Several states and foreign countries in which we operate also have adopted or are considering rules governing the provision of internet access. In addition, in some jurisdictions (including the United States), network operators are pursuing proposals that would require or enable them to impose fees on content providers related to delivery of network traffic.

As we expand internationally, government regulation protecting the non-discriminatory provision of internet access may be nascent or non-existent. In those markets where regulatory safeguards against unreasonable discrimination are nascent or non-existent and where local network operators possess substantial market power, we could experience anti-competitive practices that could impede our growth, cause us to incur additional expenses, or otherwise harm our business. Future regulations or changes in laws and regulations (or their existing interpretations or applications) could also hinder our operational flexibility, raise compliance costs, and result in additional liabilities for us, which may harm our business.

If we are found liable for content that is distributed through or advertising that is served through our platform, our business could be harmed.

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. We rely on the statutory safe harbors, as set forth in the Digital Millennium Copyright Act (the "DMCA"), Section 230 of the Communications Decency Act ("Section 230") in the United States, and the E-Commerce Directive in Europe, for protection against liability for various caching, hosting, and linking activities. The DMCA, Section 230, and similar statutes and doctrines on which we rely or may rely in the future are subject to uncertain judicial interpretation and regulatory and legislative amendments. Any legislation or court rulings that limit the applicability of these safe harbors could require us to take a different approach toward content moderation, which could diminish the depth, breadth, and variety of content that we offer, inhibit our ability to generate advertising, or otherwise adversely affect our business.

Moreover, if the rules around these statutes and doctrines change, if international jurisdictions refuse to apply similar protections, or if a court were to disagree with our application of those rules to our business, we could incur liabilities and our business could be harmed. If we become liable for these types of claims as a result of the content that is streamed over or the advertisements that are served through our products or services, then our business may suffer. Litigation to defend these claims could be costly and the expenses and damages arising from any liability could harm our business. Our insurance may not be adequate to cover these types of claims or any liability that may be imposed on us. Although we may attempt to obtain contractual protections and indemnities from our content providers and advertisers, there can be no assurances that such contractual terms will be enforceable or will cover the liabilities imposed on us.

In addition, regardless of any legal protections that may limit our liability for the actions of third parties, we may be adversely impacted if copyright holders assert claims, or commence litigation, alleging copyright infringement against the developers of apps that are distributed on our products or services.

Our products and services may be misused by unaffiliated third parties to unlawfully distribute copyrighted content. If content owners or distributors are deterred from working with us as a consequence, it could impair our ability to maintain or expand our business, including through international expansion plans.

We are subject to broadcast laws and regulations, and failure to comply with such laws and regulations could harm our business.

The TV, automotive, cable, and telecommunications industries are subject to pervasive regulation, both in the United States and in other countries. For example, the FCC in the United States has licensing and other requirements, in addition to extensive regulation by local and state authorities.

The FCC or regulators in other countries could promulgate new regulations or interpret existing regulations in a manner that would cause us to incur significant compliance costs or force us to alter or eliminate certain features or functionality of our products or services, which may adversely affect our business. For example, regulators could determine that certain of our products or services fail to comply with regulations concerning matters such as electrical interference, copy protection, digital tuners, accessibility for blind and deaf users, emergency alerts, broadcast regulations, online marketplace regulations, operations regulations, or display of television programming based on content rating systems.

In the United States, the FCC regulates the broadcast radio industry, interprets laws enacted by Congress and establishes and enforces regulations governing radio broadcasting. It is unclear what laws, rules and regulations may be adopted regarding digital audio broadcasting and what effect, if any, such laws, rules and regulations will have on our business, the operations of stations using our HD Radio technology, or consumer electronics manufacturers. Any additional laws, rules and regulations imposed on digital audio broadcasting may adversely impact the attractiveness of HD Radio technology and negatively impact our business, financial condition and results of operations. Also, non-compliance by us, or by radio stations offering HD Radio broadcasts, with any FCC requirements or conditions could result in fines, additional license conditions, license revocation or other detrimental FCC actions.

If we fail to comply with anti-corruption or bribery laws, our business could be harmed.

As we expand our international operations, we are subject to increased corruption risk and compliance with laws such as the U.S. Foreign Corrupt Practices Act, UK Bribery Act, and other anti-corruption laws. Such laws generally prohibit companies and their employees and intermediaries from making payments to foreign officials for the purpose of obtaining an advantage or benefits and require public companies to maintain accurate books and records and a system of internal accounting controls.

Under these laws, companies may be held liable for actions taken by directors, officers, employees, agents, or other partners or representatives. If we or our intermediaries fail to comply with the requirements of the FCPA or similar laws, governmental authorities could commence an investigation or seek to impose civil and criminal fines and penalties which could have a material adverse effect on our business, financial condition and results of operations.

We have been, are currently, and may in the future be subject to litigation, claims, regulatory inquiries, investigations, and other legal proceedings, which could cause us to incur substantial costs or require us to change our business practices in a way that could seriously harm our business.

We have been, are currently, and may in the future be subject to various legal proceedings, claims, arbitration proceedings, and investigations and inquiries from government entities, including with regard to intellectual property, employment, consumer and data privacy, corporate governance, and commercial disputes, among other matters. These matters are inherently uncertain. Any proceedings, claims, or inquiries initiated by or against us, whether successful or not, may be time-consuming, subject us to damage awards, regulatory orders, consent decrees, injunctive relief, fines, or other penalties or sanctions, require us to change our policies or practices, result in increased operating costs, divert management’s attention, harm our reputation, and require us to incur significant legal and other expenses. In addition, our insurance may not be adequate to protect us from all material expenses related to pending and future claims. Any of these factors could materially adversely affect our business, financial condition, and results of operations.

Our activities to advertise, market and sell our services directly to consumers are highly regulated by constantly evolving state and federal laws and regulations.

We engage in various advertising, marketing and other promotional activities. For instance, in the past, we have offered sweepstakes, gift subscriptions and mail-in-rebates to consumers, which are subject to state and federal laws and regulations. A constantly evolving network of state and federal laws is increasingly regulating these promotional activities. Additionally, we enter into subscription service contracts directly with consumers which govern both our provision of and the consumers' payment for the TiVo Pay-TV service. For example, consumers who activate new monthly subscriptions to the TiVo Pay-TV service may be required to commit to pay for the service for a minimum of one year or be subject to an early termination fee if they terminate prior to the expiration of their commitment period. If the terms of our subscription service contracts with consumers, such as auto-renewals or our imposition of an early termination fee, or sweepstakes, rebate or gift subscription programs were to violate state or federal laws or regulations, we could be subject to lawsuits, penalties, enforcement actions, and/or negative publicity in which case our business, financial condition and results of operations could be harmed.

The absence of regulations relating to the compatibility between cable systems and CE equipment could harm our business.

Beginning in 2003, the FCC adopted regulations implementing an agreement between cable television system operators and CE manufacturers to facilitate the retail availability of so-called “plug and play” devices that use unidirectional CableCARDs, including digital televisions and other digital devices that enable subscribers to access cable television programming without the need for a STB (but without the ability for consumers to use interactive content). In September 2020, the FCC eliminated rules requiring cable providers to support CableCARD. While the cable industry has continued to provide CableCARDs for third-party devices like ours, certain large operators such as Comcast have started to discontinue their support of CableCARDs. We also cannot predict the ultimate impact of any new technical equipment regulations on our business and operations. Current FCC regulations no longer prohibit multi-channel video service providers from deploying navigation devices with combined security and non-security functions, and further developments with respect to these issues could impact the availability and/or demand for “plug and play” devices, particularly bi-directional devices and STBs, all of which could affect demand for UXs incorporated in STBs or CE devices. If the cable industry continues to shift away from providing CableCARD support for TiVo retail customers, revenue from retail service fees would be affected as customers would likely cancel the TiVo service on their existing devices and our business and results of operations would be adversely affected.

Risks Related to the Separation

If the Distribution, together with certain related transactions, were to fail to qualify for non-recognition treatment for U.S. federal income tax purposes, then we and our stockholders could be subject to significant tax and liability.

Our Former Parent received a Tax Opinion from the law firm Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden”), our external legal advisors in connection with the Separation, in form and substance acceptable to Xperi, substantially to the effect that, among other things, the Distribution and certain related transactions would qualify as a tax-free transaction under sections 355 and 368(a)(1)(D) of the Internal Revenue Code (the “Code”). Additionally, our Former Parent received an IRS Ruling, substantially to the effect that, among other things, the Distribution would qualify as a tax-free transaction under sections 355

and 368(a)(1)(D) of the Code. The IRS Ruling and the Tax Opinion relied on certain facts, assumptions, and undertakings, and certain representations from our Former Parent and us, regarding the past and future conduct of both respective businesses and other matters, including those discussed in the risk factor immediately below. The Tax Opinion also relied on the continued validity of the IRS Ruling (as described below). Notwithstanding the Tax Opinion and the IRS Ruling, the IRS could determine on audit that the Distribution or certain related transactions should be treated as a taxable transaction if it determines that any of these facts, assumptions, representations or undertakings are not correct or have been violated, or that the Distribution should be taxable for other reasons, including if the IRS were to disagree with the conclusions of the Tax Opinion that are not covered by the IRS Ruling.

If certain related transactions, including certain transactions undertaken pursuant to the Internal Reorganization and Business Realignment that were intended to qualify for tax-free treatment, fail to qualify for tax-free treatment under U.S. federal, state, local tax and/or foreign tax law, we and our Former Parent could incur significant tax liabilities and/or lose significant tax attributes under U.S. federal, state, local and/or foreign tax law.

Generally, taxes resulting from the failure of the Distribution to qualify for non-recognition treatment for U.S. federal income tax purposes would be imposed on us and our stockholders. Under the Tax Matters Agreement that we entered into with our Former Parent, we are generally responsible for any taxes that arise from the failure of the Distribution to qualify as tax-free for U.S. federal income tax purposes within the meaning of section 355 of the Code or from the failure of certain related transactions to qualify for tax-free treatment to the extent such failure to qualify is attributable to actions, events or transactions relating to our or our affiliates' stock, assets or business, or any breach of our representations, covenants or obligations under the Tax Matters Agreement (or any other agreement we enter into in connection with the Separation and Distribution), the materials submitted to the IRS in connection with the IRS ruling, or our representations made in any representation letter provided to Skadden in connection with the Tax Opinion. Our Former Parent is separately responsible for any taxes that arise from the failure of the Distribution to qualify as tax-free for U.S. federal income tax purposes within the meaning of section 355 of the Code or the failure of certain related transactions to qualify for tax-free treatment, to the extent such failure to qualify is attributable to actions, events or transactions relating to our Former Parent's or its affiliates' stock, assets or business, or any breach of its representations, covenants or obligations under the Tax Matters Agreement (or any other agreement entered into in connection with the Separation and Distribution), the materials submitted to the IRS in connection with the IRS Ruling or the representations made in the representation letter provided to counsel in connection with the Tax Opinion.

If the Distribution fails to qualify for non-recognition treatment for U.S. federal income tax purposes for certain reasons relating to the overall structure of the Mergers and the Distribution, then under the Tax Matters Agreement, we and our Former Parent could share the tax liability resulting from such failure in accordance with our relative market capitalizations as of the Distribution Date (determined based on the average trading prices of each company's stock during the ten trading days beginning on the Distribution Date). Events triggering an indemnification obligation under the Tax Matters Agreement include events occurring after the Distribution that cause our Former Parent to recognize a gain under section 355(e) of the Code, as discussed further below. Such tax amounts could be significant. To the extent that we are responsible for any liability under the Tax Matters Agreement, there could be a material adverse impact on our business, financial condition, results of operations and cash flows in future reporting periods.

The IRS may assert that the Mergers cause the Distribution and other related transactions to be taxable to our Former Parent, in which case we could be subject to significant indemnification liability.

Even if the Distribution otherwise constitutes a tax-free transaction to stockholders under section 355 of the Code, our Former Parent may be required to recognize corporate level tax on the Distribution and certain related transactions under section 355(e) of the Code if, as a result of the Mergers or other transactions considered part of a plan with the Distribution, there is a 50 percent or greater change of ownership in our Former Parent or us. Following the Mergers, and in anticipation of the Distribution, our Former Parent sought and received the IRS Ruling, which included a ruling from the IRS regarding the proper manner and methodology for measuring the common ownership in the stock of our Former Parent, Pre-Merger Xperi and Pre-Merger TiVo for purposes of determining whether there has been a 50 percent or greater change of ownership under section 355(e) of the Code. The Tax Opinion relies on the continued validity of the IRS Ruling, as well as certain factual representations from Xperi as to the extent of common ownership in the stock of Pre-Merger Xperi and Pre-Merger TiVo immediately prior to the Mergers. Based on the representations made by our Former Parent as to the common ownership in the stock of Pre-Merger Xperi and Pre-Merger TiVo immediately prior to the Mergers and assuming the continued validity of the IRS Ruling, the Tax Opinion concludes that there was not a 50 percent or greater change of ownership in our Former Parent, Pre-Merger Xperi or Pre-Merger TiVo for purposes of section 355(e) as a result of the Mergers. Notwithstanding the Tax Opinion and the IRS Ruling, the IRS could determine that the Distribution or a related transaction should nevertheless be treated as a taxable transaction to our Former Parent if it determines that any of the facts, assumptions, representations or undertakings of our Former Parent is not correct or that the Distribution should be taxable for other reasons, including if the

IRS were to disagree with the conclusions in the Tax Opinion that are not covered by the IRS Ruling. If our Former Parent is required to recognize corporate level tax on the Distribution and certain related transactions under section 355(e) of the Code, then under the Tax Matters Agreement, we may be required to indemnify our Former Parent for all or a portion of such taxes, which could be a significant amount, if such taxes were the result of either direct or indirect transfers of our stock or certain reasons relating to the overall structure of the Mergers and the Distribution. For a more detailed description, see the section entitled "Certain Relationships and Related Party Transactions —Tax Matters Agreement."

Risks Relating to Ownership of Our Common Stock

We cannot be certain that an active trading market for our common stock will be sustained and our stock price may fluctuate significantly.

Our common stock has been traded on the New York Stock Exchange since October 2022. The market price of our common stock may fluctuate significantly due to a number of factors, some of which may be beyond our control, including:

- our quarterly or annual earnings, or those of other companies in our industry;
- the failure of securities analysts to cover our common stock;
- actual or anticipated fluctuations in our operating results;
- changes in earnings estimates by securities analysts or our ability to meet those estimates or our earnings guidance;
- the operating and stock price performance of other comparable companies;
- overall market fluctuations and domestic and worldwide economic conditions; and
- other factors described in these "Risk Factors" and elsewhere herein.

Stock markets in general have experienced volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the trading price of our common stock.

Our stock repurchase program may not be fully consummated, may not enhance long-term stockholder value, may increase the volatility of our stock prices and, as we implement it, will diminish our cash reserves.

Pursuant to the stock repurchase program approved by the Board of Directors in April 2024 (the "Program"), we may repurchase up to $100.0 million of our common stock, from time to time, through open market purchases, block trades, in privately negotiated transactions, accelerated share repurchase transactions, or by other means. Since the inception of the Program, we have repurchased an aggregate of approximately 2.2 million shares of common stock at a total cost of $20.0 million at an average price of $9.23 per share of common stock. The volume, timing, and manner of any repurchases will be determined at our discretion, subject to general market conditions, as well as our management of capital, general business conditions, other investment opportunities, regulatory requirements, and other factors. The Program does not have an expiration date and does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares, or to do so in any particular manner. Further, repurchases under the Program could affect our share trading prices or increase their volatility, and any repurchases will reduce our cash reserves. We are under no legal obligation to repurchase any shares, and if we do not do so or if we commence repurchases and then suspend or terminate them, the trading prices of our stock may decrease and their volatility increase. We may not in the future have cash and cash equivalents sufficient to fund all potential repurchases under the Program. Even if we complete the Program, we may not be successful in our goal of enhancing stockholder value. As we use our cash resources in the Program, we have less cash to fund our operations and pursue other opportunities that may provide value to stockholders.

We cannot guarantee the timing, amount or payment of dividends, if any, on our common stock in the future.

There can be no assurance that we will have sufficient surplus under Delaware law to be able to pay any dividends in the future. The declaration, payment and amount of any dividends will be subject to the sole discretion of our Board of Directors and will depend upon many factors, including our financial condition and prospects, our capital requirements and access to capital markets, covenants associated with certain of our debt obligations, legal requirements and other factors that our Board of Directors may deem relevant, and there can be no assurances that we will pay any dividends in the future.

A stockholder's percentage of ownership in us may be diluted in the future.

A stockholder's percentage ownership in us may be diluted because of equity issuances for acquisitions, capital markets transactions or otherwise, including, without limitation, equity awards that we may grant to our directors, officers, and employees. In addition, our amended and restated certificate of incorporation authorizes us to issue, without the approval of our stockholders, one or more classes or series of preferred stock having such designation, powers, preferences and relative, participating, optional and other special rights, including preferences over our common stock with respect to dividends and distributions, as our Board of Directors generally may determine. The terms of one or more classes or series of preferred stock could dilute the voting power or reduce the value of our common stock. For example, we could grant the holders of preferred stock the right to elect some number of our directors in all events or on the happening of specified events or to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we could assign to holders of preferred stock could affect the residual value of our common stock.

Certain provisions in our amended and restated certificate of incorporation and bylaws, Delaware law and in the Tax Matters Agreement may prevent or delay an acquisition of us, which could decrease the trading price of our common stock.

Our amended and restated certificate of incorporation and bylaws contain, and Delaware law contains, provisions that are intended to deter coercive takeover practices and inadequate takeover bids by making such practices or bids unacceptably expensive to the bidder and to encourage prospective acquirers to negotiate with our Board of Directors rather than to attempt a hostile takeover.

In addition, we are subject to Section 203 of the DGCL. Section 203 of the DGCL provides that, subject to limited exceptions, persons that (without prior board approval) acquire, or are affiliated with a person that acquires, more than 15 percent of the outstanding voting stock of a Delaware corporation shall not engage in any business combination with that corporation, including by merger, consolidation or acquisitions of additional shares, for a three-year period following the date on which that person or its affiliate becomes the holder of more than 15 percent of the corporation's outstanding voting stock.

We believe these provisions protect our stockholders from coercive or otherwise unfair takeover tactics by requiring potential acquirers to negotiate with our Board of Directors and by providing our Board of Directors with more time to assess any acquisition proposal. These provisions are not intended to make us immune from takeovers. However, these provisions apply even if an acquisition proposal or offer may be considered beneficial by some stockholders and could delay or prevent an acquisition that our Board of Directors determines is not in our and our stockholders' best interests. These provisions may also prevent or discourage attempts to remove and replace incumbent directors.

In addition, an acquisition or further issuance of our stock could trigger the application of section 355(e) of the Code. Under the Tax Matters Agreement, we are required to indemnify our Former Parent for the tax imposed under section 355(e) of the Code resulting from an acquisition or issuance of our stock, even if we did not participate in or otherwise facilitate the acquisition, and this indemnity obligation might discourage, delay or prevent a change of control that our stockholders may consider favorable.

Our amended and restated certificate of incorporation designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit the ability of our stockholders to obtain a favorable judicial forum for disputes with us.

Pursuant to our amended and restated certificate of incorporation, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware is the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a duty (including any fiduciary duty) owed by any of our current or former directors, officers, stockholders, employees or agents to us or our stockholders, (iii) any action asserting a claim against us or any of our current or former directors, officers, stockholders, employees or agents arising out of or relating to any provision of the General Corporation Law of Delaware or our amended and restated certificate of incorporation or bylaws (each, as in effect from time to time), or (iv) any action asserting a claim against us or any of our current or former directors, officers, stockholders, employees or agents governed by the internal affairs doctrine of the State of Delaware; provided, however, that, in the event that the Court of Chancery of the State of Delaware lacks subject matter jurisdiction over any such action or proceeding, the sole and exclusive forum for such action or proceeding shall be another state or federal court located within the State of Delaware, in each such case, unless the Court of Chancery (or such other state or federal court located within the State of Delaware, as applicable) has dismissed a prior action by the same plaintiff asserting the same claims because such court lacked personal jurisdiction over an indispensable party named as a defendant therein. Unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended ("Securities Act"). These exclusive forum provisions, however, do not apply to claims brought under the Exchange Act. There is uncertainty as to whether a court would enforce this

provision and investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder. Section 22 of the Securities Act creates concurrent jurisdiction for state and federal courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder.

The forum selection clause in our amended and restated certificate of incorporation may limit our stockholders' ability to obtain a favorable judicial forum for disputes with us and limit the market price of our common stock. Additionally, if a court were to find this provision of our amended and restated certificate of incorporation inapplicable or unenforceable with respect to one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could materially and adversely affect our business, financial condition and results of operations and result in a diversion of the time and resources of our management and Board of Directors.

For as long as we are an emerging growth company, we are not required to comply with certain requirements that apply to other public companies.

We qualify as an emerging growth company, as defined in the 2012 Jumpstart Our Business Startups ("JOBS") Act. For as long as we are an emerging growth company, which may be up to five full fiscal years, we, unlike other public companies, will not be required to, among other things: (i) provide an auditor's attestation report on management's assessment of the effectiveness of our system of internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act; (ii) comply with the requirement of the Public Company Accounting Oversight Board regarding the communication of critical audit matters in the auditor's report on financial statements; (iii) provide certain disclosures regarding executive compensation required of larger public companies; or (iv) hold nonbinding advisory votes on executive compensation and any golden-parachute payments not previously approved. In addition, the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for adopting new or revised financial accounting standards. We may take advantage of the longer phase-in periods for the adoption of new or revised financial accounting standards permitted under the JOBS Act until we are no longer an emerging growth company. If we were to subsequently elect instead to comply with these public company effective dates, such election would be irrevocable pursuant to the JOBS Act.

While we generally must comply with Section 404 of the Sarbanes-Oxley Act, we are not required to have our independent registered public accounting firm attest to the effectiveness of our internal controls until our first annual report subsequent to our ceasing to be an emerging growth company. Accordingly, we may not be required to have our independent registered public accounting firm attest to the effectiveness of our internal controls until as late as our annual report for the year ending December 31, 2027. Once it is required to do so, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our controls are documented, designed, operated or reviewed. We will remain an emerging growth company for up to five years, although we will lose that status sooner if we have more than $1.235 billion of revenue in a fiscal year, have more than $700 million in market value of our common stock held by non-affiliates, or issue more than $1 billion of non-convertible debt over a three-year period.

For so long as we rely on any of the exemptions available to emerging growth companies, investors will receive less information about our executive compensation and internal control over financial reporting than issuers that are not emerging growth companies. We cannot predict whether investors will find our common stock less attractive because we will rely on these exemptions. If some investors find our common stock to be less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

General Risk Factors

Changes in our tax rates or exposure to additional tax assessments may adversely affect our effective tax rates and negatively affect our business and financial condition.

We are subject to U.S. federal and state income taxes, as well as taxes in various international jurisdictions. As a result, our effective tax rate is derived from a combination of applicable tax rates in the various jurisdictions where we operate. Our effective tax rate could be adversely affected by numerous factors, including the passage of new tax laws, changes in the interpretation of tax laws, changes in the mix of our profitability from state to state and from country to country, changes to our operating structure, changes in the amount of payments from our U.S. entities to related foreign entities, our inability to secure or sustain acceptable agreements with tax authorities and changes in our deferred tax assets and liabilities, including changes in our ability to realize our deferred tax assets.

In addition, U.S. federal, U.S. state, and foreign tax jurisdictions may examine our income tax returns, including income tax returns of acquired companies and acquired tax attributes included therein. We regularly assess the likelihood of outcomes

resulting from these examinations to determine the adequacy of our provision for income taxes. In making such assessments, we exercise judgment in estimating our provision for income taxes. While we believe our estimates are reasonable, we cannot ensure that the final determination from these examinations will not be materially different from that reflected in our income tax provisions and accruals. Any adverse outcome from these examinations may have a material adverse effect on our business, financial condition and results of operations.

If we fail to maintain effective internal control over financial reporting, our ability to produce accurate financial statements could be impaired, which could increase our operating costs and affect our ability to operate our business.

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and are required to comply with the applicable requirements of the Sarbanes-Oxley Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act, the listing requirements of the New York Stock Exchange, and other applicable securities rules and regulations. Compliance with these rules and regulations has increased our legal and financial compliance costs, made some activities more time-consuming or costly and increased demand on our systems and resources. Among other things, the Exchange Act requires that we file annual, quarterly, and current reports with respect to our business and results of operations and maintain effective disclosure controls and procedures and internal control over financial reporting.

Significant resources and management oversight are required to maintain our disclosure controls and procedures and internal control over financial reporting to meet this standard. As a result, management's attention may be diverted from other business concerns, which could harm our business, financial condition, or results of operations.

There is no guarantee that in the future we will be able to remediate any identified material weakness timely or at all, or in a cost-effective manner. If the remediation of any identified material weakness is not completed in a timely fashion, or at all, or if the remediation plan is inadequate, there will be an increased risk that we may be unable to timely file future periodic reports with the SEC and that future financial statements could contain errors that will be undetected. The existence of any material weakness in our internal control over financial reporting could also affect our ability to obtain financing or could increase the cost of any such financing. Any such material weakness could also cause investors to lose confidence in the reliability of our financial statements and could result in a decline in the value of our common stock.

If we fail to comply with the laws and regulations relating to the payment of income taxes and the collection of indirect taxes, we could be exposed to unexpected costs, expenses, penalties, and fees as a result of our noncompliance, which could harm our business.

We are subject to requirements to deduct or withhold income taxes on revenue sourced in various jurisdictions, pay income taxes on profits earned by any permanent establishment (or similar enterprise) of ours that carries on business in various jurisdictions, and collect indirect taxes from our sales in various jurisdictions. The laws and regulations governing the withholding and payment of income taxes and the collection of indirect taxes are numerous, complex, and vary by jurisdiction. A successful assertion by one or more jurisdictions that we were required to withhold or pay income taxes or collect indirect taxes where we did not could result in substantial tax liabilities, fees, and expenses, including substantial interest and penalty charges, which could harm our business.

New legislation that would change U.S. or foreign taxation of international business activities or other tax-reform policies could harm our business.

We earn a portion of our income in foreign countries and, as such, we are subject to tax laws in the United States and numerous foreign jurisdictions. Current economic and political conditions make tax laws and regulations, or their interpretation and application, in any jurisdiction subject to significant change.

Proposals to reform U.S. and foreign tax laws could significantly impact how U.S. multinational corporations are taxed on foreign earnings and could increase the U.S. corporate tax rate. Although we cannot predict whether or in what form these proposals will pass, several of the proposals under consideration, if enacted into law, could have an adverse impact on our effective tax rate, income tax expense, and cash flows.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

We maintain a cybersecurity risk management program that encompasses processes designed to identify, assess, and manage material risks from cybersecurity threats (as such term is defined in Item 106(a) of Regulation S-K) as part of our broader enterprise risk management program under the oversight of the Audit Committee of the Company's Board of Directors. Our cybersecurity risk management program shares common methodologies, reporting channels and governance processes that apply across the risk management program to other legal, compliance, strategic, operational, and financial risk areas. These processes include a wide variety of mechanisms, controls, technologies, systems, and methods that are designed to prevent, detect, or mitigate data loss, theft, misuse, unauthorized access, or other security incidents or vulnerabilities affecting data. Key elements of our cybersecurity risk management program include, but are not limited to, the following:

- risk assessments designed to help identify material risks from cybersecurity threats to our critical systems and information;
- a security team principally responsible for managing (1) our cybersecurity risk assessment processes, (2) our security controls, and (3) our response to cybersecurity incidents;
- cybersecurity awareness training of our employees, including incident response personnel, and senior management;
- a cybersecurity incident response plan that includes procedures for responding to cybersecurity incidents; and
- a third-party risk management process for key service providers based on our assessment of their criticality to our operations and respective risk profile.

Our corporate information security organization is led by our Chief Information Officer ("CIO"), who brings over 30 years of information technology experience across a wide range of industry sectors, including semiconductor and technology. Before joining Xperi, our CIO was the Chief Information Security Officer for a large technology company. Our CIO oversees our cybersecurity strategy and the development of our cybersecurity capabilities, encompassing risk management and mitigation, incident prevention, detection, and remediation. Our CIO and corporate information security organization collaborate with technical and business stakeholders across our businesses to analyze risks and devise detection, mitigation, and remediation strategies. Additionally, they engage outside legal counsel, experts, consultants, and other third parties to conduct regular audits, assist with forensic investigations, and address cybersecurity threats and incidents. When necessary, they seek input from external experts and consultants on security industry and threat trends.

Incidents that we deem significant are reviewed by a cross-functional working group to determine whether further escalation is appropriate. Senior management is responsible for assessing the materiality of an incident, complying with any regulatory requirements, and communicating relevant information to the Audit Committee, as appropriate. We consult with outside counsel as appropriate, including on materiality analysis and disclosure matters.

Although the risks from cybersecurity threats have not materially affected our business strategy, results of operations, or financial condition to date, there can be no assurance that they will not be materially affected by such risks or a material incident in the future, or that we have not experienced an undetected cybersecurity incident. As discussed under "Risk Factors" in Part I, Item 1A of this Annual Report, cybersecurity threats pose multiple risks to the Company, including potentially to our results of operations and financial condition. See "*Risk Factors — If we or our third-party providers experience significant disruptions of our IT Systems or data security incidents, this could result in harm to our reputation, subject us to liability, cause us to modify our business practices, and otherwise materially adversely affect our business, results of operations, and financial conditions.*"

The Company's Board of Directors has oversight of our strategic and business risk management and has delegated cybersecurity risk management oversight to the Audit Committee of the Board. The Audit Committee oversees the guidelines and policies governing the process by which management assesses and manages our exposure to risk, including material risks from cybersecurity threats. The Audit Committee receives regular updates from management, including our CIO, regarding our cybersecurity risk management program, including cybersecurity risks, threats, incidents, and mitigation strategies.

Item 2. Properties

We lease our principal corporate headquarters in San Jose, California, comprising approximately 64,000 square feet, which houses our administrative, sales, marketing, and research and development personnel. We also own a building in Calabasas, California, comprising approximately 89,000 square feet, which similarly houses administrative, sales, marketing, and research and development personnel. In addition, we lease facilities in other locations throughout the United States, Europe, and Asia.

We believe our existing facilities are adequate for our current operations, and that suitable replacement or additional space, if needed, will be available in the future on commercially reasonable terms.

Item 3. Legal Proceedings

In the normal course of our business, we are involved in legal proceedings. In the past, we have litigated to enforce the terms of license agreements, determine infringement or validity of intellectual property rights, and defend ourselves or our customers against claims of infringement or breach of contract. We expect to continue to be involved in similar legal proceedings in the future. Although considerable uncertainty exists, our management does not anticipate that the ultimate disposition of these matters will have a material adverse effect on our results of operations, consolidated financial position or liquidity. However, the ultimate disposition, costs, or liabilities could be material to our results of operations in the period recognized.

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

Our common stock has been trading on the New York Stock Exchange ("NYSE") under the symbol "XPER" since October 3, 2022. Prior to that date, there was no established public market for our stock.

Holders

As of February 16, 2026, there were 46,969,801 outstanding shares of common stock held by 236 stockholders of record. In addition, a substantially greater number of stockholders may be "street name" or beneficial holders, whose shares are held of record by banks, brokers and other financial institutions.

Dividends

We have never declared or paid cash dividends on our common stock since the Separation. Any determination to pay dividends on our common stock will be at the discretion of our Board of Directors, subject to applicable laws, and will depend on our financial condition, results of operations, capital requirements, contractual obligations, including restrictions in agreements governing our indebtedness, general business conditions and other factors that our Board of Directors considers relevant.

Purchases of Equity Securities by Issuer and Affiliated Purchasers

In April 2024, we announced that our Board of Directors authorized a stock repurchase program providing for the repurchase of up to $100.0 million of the Company's common stock at management's discretion. The Program may be discontinued or amended at any time and has no specified expiration date. For additional information about the Program, see Item 7. "*Management's Discussion and Analysis of Financial Condition and Results of Operations-Liquidity and Capital Resources*."

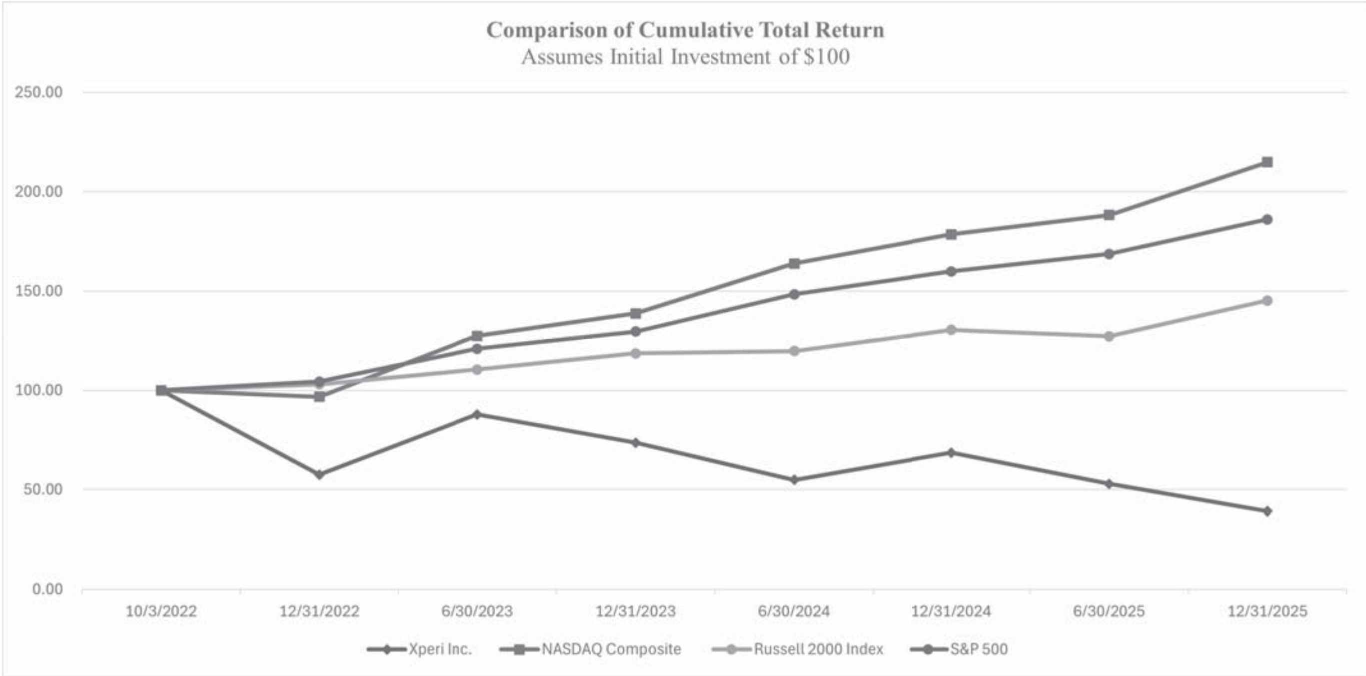
During the three months ended December 31, 2025, there were no repurchases of common stock. As of December 31, 2025, the total remaining amount available for repurchase was $80.0 million.

Stock Performance Graph

The following graph shows a comparison of total stockholder return for holders of our common stock, the Nasdaq Composite Index, the Russell 2000 Index and the S&P 500 for the period beginning October 3, 2022, the date of the Separation, through December 31, 2025.

The graph and table assume that $100 was invested on October 3, 2022 in each of our common stock, the Nasdaq Composite Index, the Russell 2000 Index and the S&P 500, and that all dividends were reinvested. This graphic comparison is presented pursuant to the rules of the SEC. The performance shown in the graph below is not intended to forecast or be indicative of future stock price performance.

We believe the indexes included in the graph below provide similar market capitalizations or technology characteristics to us as we do not use a published industry or line-of-business index and do not believe we can reasonably identify a peer group.



	10/3/2022	12/31/2022	6/30/2023	12/31/2023	6/30/2024	12/31/2024	6/30/2025	12/31/2025
Xperi Inc.	$ 100.00	$ 57.52	$ 87.84	$ 73.61	$ 54.84	$ 68.60	$ 52.84	$ 39.14
Nasdaq Composite	$ 100.00	$ 96.77	$ 127.48	$ 138.80	$ 163.96	$ 178.55	$ 188.34	$ 214.90
Russell 2000 Index	$ 100.00	$ 103.07	$ 110.53	$ 118.62	$ 119.83	$ 130.50	$ 127.28	$ 145.24
S&P 500	$ 100.00	$ 104.38	$ 120.99	$ 129.67	$ 148.45	$ 159.90	$ 168.68	$ 186.10

This section is not “soliciting material,” is not deemed “filed” with the SEC and is not incorporated by reference in any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

Item 6. (Reserved)

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis is intended to promote understanding of the results of operations and financial condition and should be read in conjunction with our consolidated financial statements and notes thereto. This discussion may contain forward-looking statements that reflect the plans, estimates and beliefs of Xperi. The words "expects," "anticipates," "plans," "believes," "seeks," "estimates," "could," "would," "may," "will," "intends," "potentially," "projects," "targets," or other words of similar meaning and similar expressions, among others, generally identify "forward-looking statements," which speak only as of the date the statements were made. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those set forth under Item 1A, "Risk Factors" and elsewhere in this report. We disclaim and do not undertake any obligation to update or revise any forward-looking statement, except as required by applicable law.

This section of Form 10-K generally discusses 2025 and 2024 items and year-to-year comparisons between 2025 and 2024. Discussions of 2023 items and year-to-year comparisons between 2024 and 2023 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 27, 2025, which is available free of charge on the SEC's website at www.sec.gov and our Investor Relations website at investor.xperi.com.

Business Overview

We are a leading media and entertainment technology company. Our technologies are integrated into consumer devices, connected cars, and a variety of media platforms worldwide, enabling our unique audiences to connect with entertainment content in a more intelligent, immersive, and personal way. As our audiences engage with content on our platform, we operate a global, cross-screen advertising solution that enables brands to reach millions of engaged consumers across our rapidly expanding digital entertainment ecosystem, driving increased value for our partners, customers, and consumers. We operate in one reportable business segment and group our revenue into four categories: Pay-TV, Consumer Electronics, Connected Car and Media Platform. Headquartered in Silicon Valley with operations around the world, we have approximately 1,460 employees and more than 35 years of operating experience.

Divestitures

In December 2023, we entered into a definitive agreement with Tobii AB, an eye tracking and attention computing company, pursuant to which we agreed to sell our AutoSense in-cabin safety business and related imaging solutions (the "AutoSense Divestiture"). The AutoSense Divestiture was completed in January 2024 and has streamlined our business and further enhanced our focus on entertainment markets.

In August 2024, we entered into an Asset Purchase Agreement with Amazon.com Services LLC to sell substantially all of the assets and certain liabilities of Perceive Corporation ("Perceive", later known as Xperi Pylon Corporation and subsequently dissolved in December 2024), a subsidiary focused on edge inference hardware and software technologies, for a gross amount of $80.0 million in cash, including a holdback of $12.0 million to be held for 18 months after the closing of the transaction (the "Perceive Transaction") to secure our and Perceive's indemnification obligations. The Perceive Transaction was completed in October 2024, allowing us to be fully focused on entertainment-based solutions to grow our independent media platform and licensing businesses.

Macroeconomic Conditions

Macroeconomic conditions—including rising inflation and interest rates, recessionary concerns, financial and credit market volatility, shifts in economic policy, reduced discretionary spending by consumers and businesses, tariffs, and global supply chain disruptions—have adversely affected, and may continue to affect, our business and that of our customers. While we remain committed to closely monitoring these macroeconomic developments and intend to adapt our business strategies as needed, the ultimate impact on our business, operating results, and financial condition remains uncertain.

Restructuring Activities

In November 2025, we approved a restructuring plan designed to improve cost efficiency and better align our operating structure with our long-term strategies and prevailing market conditions. The plan involved a reduction of approximately 250 employees across all business and functional areas and became effective immediately. In connection with this plan, we incurred restructuring and related charges of $13.9 million in 2025, substantially all of which consisted of employee severance and related costs. These charges are reflected within cost of revenue (excluding depreciation and amortization of intangible assets),

research and development, and selling, general and administrative expenses in our Consolidated Statements of Operations. We expect to substantially complete the restructuring activities by the end of the first half of 2026. Upon completion, we estimate that the reductions will generate annualized savings in the range of approximately $30 million to $35 million. For further information, refer to Note 15—*Restructuring Activities* of the Notes to Consolidated Financial Statements.

Results of Operations

The following table presents our historical operating results for the periods indicated as a percentage of revenue:

	Year Ended December 31,	
	2025	2024
Revenue	100%	100%
Operating expenses:		
Cost of revenue, excluding depreciation and amortization of intangible assets	28	23
Research and development	30	39
Selling, general and administrative	41	44
Depreciation expense	3	3
Amortization expense	8	9
Impairment of long-lived assets	—	—
Total operating expenses	110	118
Operating loss	(10)	(18)
Interest and other income, net	2	1
Interest expense - debt	(1)	(1)
Gain on divestitures	—	20
(Loss) income before taxes	(9)	2
Provision for income taxes	4	2
Net loss	(13)%	—%

Comparison of Fiscal Years Ended December 31, 2025 and 2024

Revenue

We derive the majority of our revenue from licensing our technologies and solutions to customers. For our revenue recognition policy including descriptions of revenue-generating activities, refer to Note 3—*Revenue* of the Notes to Consolidated Financial Statements.

The following table sets forth our revenue by year:

	Year Ended December 31,			
	2025	2024	$ Change	% Change
	(dollars in thousands)			
Revenue	$ 448,105	$ 493,688	$ (45,583)	(9)%

Revenue decreased by $45.6 million, or 9%, for the year ended December 31, 2025 compared to the prior year, primarily due to a $54.0 million decline in Pay-TV revenue and the impact of the AutoSense and Perceive divestitures. The decrease in Pay-TV revenue was driven by lower revenue from core guide products, principally due to higher minimum guarantee (“MG”) revenue recognized in the prior year, as well as lower consumer hardware and related subscription revenue as certain products reached end of life in 2025. These decreases were partially offset by continued growth in IPTV solutions.

The overall decline was partially mitigated by a $13.2 million increase in Connected Car revenue, primarily reflecting higher MG and licensing revenue related to HD Radio. This increase was offset in part by a reduction in Audio Solutions revenue due to the absence of certain MG revenue recognized in the prior year.

Operating Expenses

	Year Ended December 31,			
	2025	2024	$ Change	% Change
	(dollars in thousands)			
Cost of revenue, excluding depreciation and amortization of intangible assets	$ 126,648	$ 113,756	$ 12,892	11%
Research and development	135,054	191,352	(56,298)	(29)%
Selling, general and administrative	181,869	218,106	(36,237)	(17)%
Depreciation expense	13,426	12,638	788	6%
Amortization expense	34,839	43,376	(8,537)	(20)%
Impairment of long-lived assets	—	1,535	(1,535)	(100)%
Total operating expenses	$ 491,836	$ 580,763	$ (88,927)	(15)%

Cost of Revenue, Excluding Depreciation and Amortization of Intangible Assets

Cost of revenue, excluding depreciation and amortization of intangible assets, consists primarily of employee-related costs, royalties paid to third parties, hardware product-related costs, content and data costs, hosting fees, maintenance costs and an allocation of facilities costs, as well as service center and other expenses related to providing our offerings, and non-recurring engineering ("NRE") services.

Cost of revenue, excluding depreciation and amortization of intangible assets, for the year ended December 31, 2025 was $126.6 million, as compared to $113.8 million for the year ended December 31, 2024, an increase of $12.8 million, or 11%. The increase was primarily driven by higher costs associated with advertising revenue and increased personnel-related expenses.

Research and Development

Research and development ("R&D") costs consist primarily of employee-related costs, stock-based compensation ("SBC") expense, engineering consulting expenses associated with new product and technology development, product commercialization, quality assurance and testing costs, as well as other costs related to patent applications and examinations, materials, supplies, and an allocation of facilities costs. Other than certain software development costs that are capitalized, all research and development costs are expensed as incurred.

R&D expense for the year ended December 31, 2025 was $135.1 million as compared to $191.4 million for the year ended December 31, 2024, a decrease of $56.3 million, or 29%. The decrease was primarily attributable to a reduction in R&D headcount, reduced expenses associated with the Perceive Transaction, lower SBC and outside services costs, and lower R&D spending in the AutoSense in-cabin safety business and related imaging solutions following the AutoSense Divestiture.

Selling, General and Administrative

Selling expenses consist primarily of compensation and related costs (including SBC expense) for sales and marketing personnel engaged in sales and licensee support, marketing programs, public relations, promotional materials, travel, and trade shows. General and administrative expenses consist primarily of compensation and related costs (including SBC expense) for management, information technology, finance and legal personnel, legal fees and related expenses, facilities costs, and professional services. Our general and administrative expenses, other than facilities-related expenses and fringe benefits, are not allocated to other expense line items.

Selling, general and administrative expenses for the year ended December 31, 2025 were $181.9 million as compared to $218.1 million for the year ended December 31, 2024, a decrease of $36.2 million, or 17%. This decrease was primarily driven by reduced employee headcount, lower SBC and outside services expenses, and a reduction in certain one-time transaction costs.

Depreciation Expense

We recognized depreciation expense for certain equipment, capitalized internal-use software, leasehold improvements, and buildings and improvements. Depreciation expense was $13.4 million for the year ended December 31, 2025, as compared to $12.6 million for the year ended December 31, 2024, an increase of $0.8 million, or 6%. The increase was primarily driven by increased capitalized internal-use software costs over the past 12 months.

Amortization Expense

We recognized amortization expense for certain intangible assets we acquired in business combinations that are recognized separately from goodwill. Amortization expense for the year ended December 31, 2025 was $34.8 million, as compared to $43.4 million for the year ended December 31, 2024, a decrease of $8.6 million, or 20%. The decrease was primarily due to certain intangible assets becoming fully amortized over the past 12 months.

As a result of intangible assets we acquired in previous mergers and acquisitions, we anticipate that amortization expenses will continue to be a significant expense over the next several years. See Note 8—*Intangible Assets, Net* of the Notes to Consolidated Financial Statements for additional detail.

Stock-based Compensation Expense

The following table sets forth our SBC expense for the years ended December 31, 2025 and 2024 (in thousands):

	Year Ended December 31,	
	2025	**2024**
Cost of revenue, excluding depreciation and amortization of intangible assets	$ 3,385	$ 3,216
Research and development	12,768	20,634
Selling, general and administrative	24,530	36,691
Total stock-based compensation expense	$ 40,683	$ 60,541

We recognized SBC expense from restricted stock units ("RSUs") and purchases made under our employee stock purchase plan ("ESPP"). The decrease in SBC expense for the year ended December 31, 2025, when compared to the prior year, was primarily driven by reduced employee headcount, lower expense for performance-based awards and RSUs granted over time at lower valuations.

Impairment of Long-Lived Assets

	Year Ended December 31,			
	2025	**2024**	**$ Change**	**% Change**
	(dollars in thousands)			
Impairment of long-lived assets	$ —	$ 1,535	$ (1,535)	(100)%

As disclosed in Note 10—*Leases* of the Notes to the Consolidated Financial Statements, we recognized an impairment charge of $1.5 million in 2024 related to certain operating lease right-of-use ("ROU") assets. The impairment resulted from changes in the utilization of certain office facilities, a significant decline in the expected market value of those leased facilities, and anticipated delays in our ability to sublease vacated office space.

There was no impairment of long-lived assets during the year ended December 31, 2025.

Interest and Other Income, Net

	Year Ended December 31,			
	2025	**2024**	**$ Change**	**% Change**
	(dollars in thousands)			
Interest and other income, net	$ 6,093	$ 829	$ 5,264	635%

Interest and other income, net, was higher in 2025 compared to the prior year, primarily due to the absence of a one-time, non-cash loss of $4.8 million related to the deconsolidation of the Perceive subsidiary in 2024, as well as foreign currency transaction gains recognized in 2025.

Interest Expense—Debt

	Year Ended December 31,			
	2025	2024	$ Change	% Change
	(dollars in thousands)			
Interest expense - debt	$ (2,979)	$ (3,008)	$ 29	(1)%

Interest expense on our debt remained consistent for the year ended December 31, 2025, compared to the prior year.

Gain on Divestiture

	Year Ended December 31,			
	2025	2024	$ Change	% Change
	(dollars in thousands)			
Gain on divestiture	$ —	$ 100,833	$ (100,833)	NM

NM - not meaningful

As disclosed in Note 7—*Divestitures* of the Notes to the Consolidated Financial Statements*,* we completed the AutoSense Divestiture in January 2024 and recognized a pre-tax gain of $22.9 million. In October 2024, we closed the Perceive Transaction through the sale of substantially all of Perceive's assets and certain liabilities, resulting in the recognition of a pre-tax gain of $77.9 million in the year ended December 31, 2024.

There were no divestitures during the year ended December 31, 2025.

Provision for Income Taxes

	Year Ended December 31,			
	2025	2024	$ Change	% Change
	(dollars in thousands)			
Provision for income taxes	$ 15,722	$ 12,448	$ 3,274	26%

For the year ended December 31, 2025, we recorded an income tax expense of $15.7 million on a pretax loss of $40.6 million which resulted in an effective tax rate of (38.7)%. The income tax expense for the year ended December 31, 2025 was primarily related to foreign withholding taxes of $8.7 million and foreign income taxes of $7.5 million, partially offset by $0.7 million of federal tax benefit.

For the year ended December 31, 2024, we recorded an income tax expense of $12.4 million on a pretax income of $11.6 million, which resulted in an effective tax rate of 107.5%. The income tax expense of $12.4 million was primarily related to foreign withholding taxes of $10.9 million and U.S. federal income taxes of $3.7 million, partially offset by a tax benefit of $1.3 million from the release of valuation allowance of a foreign subsidiary.

At December 31, 2025, our 2021 through 2025 tax years are generally open to examination. In the United States, any net operating losses or credits that were generated in prior years but not yet fully utilized in a year that is closed under the statute of limitations may also be subject to examination.

The need for a valuation allowance requires an assessment of both positive and negative evidence when determining whether it is more-likely-than-not that deferred tax assets are recoverable. Such assessment is required on a jurisdiction-by-jurisdiction basis. In making such assessment, significant weight is given to evidence that can be objectively verified. After considering both positive and negative evidence to assess the recoverability of our net deferred tax assets, we determined that it was unlikely that we would realize a portion of our federal, certain state and certain foreign deferred tax assets. We intend to continue maintaining a valuation allowance on our federal deferred tax assets until there is sufficient evidence to support the reversal of all or some portion of these allowances. Release of the valuation allowance would result in the recognition of certain federal deferred tax assets and a decrease to income tax expense for the period the release is recorded. The exact timing and amount of the valuation allowance release depends on the level of profitability that we are able to achieve.

In July 2025, the One Big Beautiful Bill Act ("OBBBA") was signed into law in the U.S. The OBBBA did not have a material impact on our effective tax rate or cash flows for the year ended December 31, 2025.

Liquidity and Capital Resources

The following table presents selected financial information related to our liquidity and significant sources and uses of cash and cash equivalents as of December 31, 2025 and 2024 and for the years ended December 31, 2025 and 2024:

	December 31,	
	2025	2024
	(dollars in thousands)	
Cash and cash equivalents	$ 96,824	$ 130,564
Current ratio [1]	2.4	1.6

(1) The current ratio is a liquidity ratio that measures our ability to pay short-term obligations or those due within one year. The ratio is calculated by dividing current assets by current liabilities.

	Year Ended December 31,	
	2025	2024
	(in thousands)	
Net cash (used in) operating activities	$ (515)	$ (55,340)
Net cash (used in) provided by investing activities	$ (20,984)	$ 50,820
Net cash (used in) financing activities	$ (12,241)	$ (19,350)

Our primary liquidity and capital resources are our cash and cash equivalents and borrowings available under an accounts receivable securitization program (the “AR Facility”) with PNC Bank, National Association (“PNC”). Cash and cash equivalents were $96.8 million at December 31, 2025, a decrease of $33.8 million from $130.6 million at December 31, 2024. This decrease resulted primarily from cash used in operations of $0.5 million, $50.0 million in repayment of the Vewd Software Holdings Limited (“Vewd”) senior unsecured promissory note, $21.0 million of capital expenditures, including capitalized internal-use software costs, and $7.0 million in payments of withholding taxes on net share settlement of equity awards, partially offset by $6.0 million in proceeds from the issuance of common stock under our ESPP, and $40.0 million of net loan proceeds borrowed under the AR Facility with PNC. For detailed information regarding the repayment of the Vewd debt and the AR Facility, refer to “Long-Term Debt Financing” below.

Our material cash requirements include the following contractual and other obligations.

Leases

We have lease arrangements for office and research facilities, data centers and office equipment. As of December 31, 2025, fixed lease payment obligations amounted to $35.4 million, with $10.7 million payable within 12 months. See Note 10—*Leases* of the Notes to Consolidated Financial Statements for additional information on lease obligations and maturities.

Purchase Obligations

Our purchase obligations primarily consist of noncancelable obligations related to advertising, engineering services and internet and telecommunications services. As of December 31, 2025, we had purchase obligations of $121.0 million, with $58.2 million payable within 12 months. These purchase obligations represent commitments under enforceable and legally binding agreements, and do not represent the entire anticipated purchases in the future. See Note 11—*Commitments and Contingencies* of the Notes to Consolidated Financial Statements for additional information on our purchase obligations.

Restructuring Payments

As discussed above, in November 2025, we approved a restructuring plan to reduce our global workforce by approximately 250 employees. In connection with this plan, we recognized $13.9 million of restructuring and related charges, substantially all of which consisted of employee severance and related costs. As of December 31, 2025, $8.7 million of restructuring charges remained accrued and are expected to be settled in the first half of 2026.

Stock Repurchase Program

In April 2024, our Board of Directors (the "Board") authorized the repurchase of up to $100.0 million of our common stock (the "Program"). Under the Program, we may make repurchases, from time to time, through open market purchases, block trades, privately negotiated transactions, accelerated share repurchase transactions, or other means. We may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases under the Program. As of December 31, 2025, we have repurchased a total of approximately 2.2 million shares of common stock, since inception of the Program, at an average price of $9.23 per share for a total cost of approximately $20.0 million. We did not repurchase any common stock during the year ended December 31, 2025. As of December 31, 2025, the total remaining amount available for repurchase was $80.0 million. We may continue to execute authorized repurchases from time to time under the Program. There is no guarantee that such repurchases under the Program will enhance the value of our common stock.

Cash Flows

Cash Flows from Operating Activities

Net cash used in operating activities was $0.5 million for the year ended December 31, 2025, primarily due to our net loss of $56.3 million being further adjusted by $36.4 million of changes in operating assets and liabilities driven primarily by an increase of $18.0 million in unbilled contracts receivable, partially offset by non-cash items such as SBC expense of $40.7 million, amortization of intangible assets of $34.8 million, depreciation expense of $13.4 million, and changes in deferred income taxes of $2.3 million.

Net cash used in operations was $55.3 million for the year ended December 31, 2024, primarily due to our net loss of $0.9 million being further adjusted by $71.8 million of changes in operating assets and liabilities driven principally by an increase of $46.3 million in unbilled contracts receivable, and $100.8 million of a non-cash gain recognized from the AutoSense Divestiture and the Perceive Transaction. These changes were partially offset by material non-cash items such as stock-based compensation expense of $60.5 million, amortization of intangible assets of $43.4 million, and depreciation expense of $12.6 million.

Cash Flows from Investing Activities

Net cash used in investing activities was $21.0 million for the year ended December 31, 2025, primarily related to capital expenditures, including capitalized internal-use software.

Net cash provided by investing activities was $50.8 million for the year ended December 31, 2024, primarily due to net proceeds from divestitures of $67.8 million, partially offset by capital expenditures of $16.8 million, including capitalized internal-use software.

Capital Expenditures

Our capital expenditures for property and equipment consist primarily of capitalized internal-use software, purchases of computer hardware and software, information systems, and production and test equipment. We expect capital expenditures in 2026 to be approximately $20.0 million. These expenditures are expected to be paid with existing cash and cash equivalents. There can be no assurance that current expectations will be realized, and plans are subject to change upon further review of our capital expenditure needs.

Cash Flows from Financing Activities

Net cash used in financing activities was $12.2 million for the year ended December 31, 2025, primarily due to the $50.0 million voluntary repayment of the Vewd senior unsecured promissory note, and $7.0 million in payment of withholding taxes related to net share settlement of equity awards, partially offset by $40.0 million of net loan proceeds borrowed under the AR Facility with PNC and $6.0 million in proceeds from the issuance of common stock under our ESPP.

Net cash used in financing activities was $19.4 million for the year ended December 31, 2024, due to $20.0 million in repurchases of common stock under the Program and $7.2 million in payment of withholding taxes related to net share settlement of equity awards, partially offset by $7.9 million in proceeds from the issuance of common stock under the ESPP.

Long-Term Debt Financing

In connection with the acquisition of Vewd in July 2022, we issued a senior unsecured promissory note (the "Promissory Note") to the sellers of Vewd in the principal amount of $50.0 million, all of which was outstanding at December 31, 2024. Indebtedness outstanding under the Promissory Note bore an interest rate of 6.00% per annum, subject to certain potential adjustments. The Promissory Note was scheduled to mature on July 1, 2025. We were permitted, at any time and on any one or more occasions, to prepay all or any portion of the outstanding principal amount, plus accrued and unpaid interest, if any, under the Promissory Note without premium or penalty. On February 21, 2025, we voluntarily made a full principal payment of $50.0 million plus accrued interest by using a combination of cash on hand and a new long-term financing facility through the securitization of our accounts receivable as described below.

On February 21, 2025, we and Xperi SPV LLC ("Xperi SPV"), a special purpose subsidiary, entered into a Receivables Financing Agreement (the "RFA") with PNC, and PNC Capital Markets LLC, and a Sale and Contribution Agreement (together with the RFA, the "RF Agreements") among us, Xperi SPV and certain of our other wholly-owned subsidiaries to establish the AR Facility. Interest is payable on a monthly basis. The AR Facility is scheduled to terminate on February 21, 2028, unless terminated earlier pursuant to its terms. For a detailed description of the AR Facility, refer to Note 9—*Debt and Receivables Securitization* of the Notes to the Consolidated Financial Statements.

Upon entering into the RF Agreements on February 21, 2025, we borrowed $40.0 million under the AR Facility and selected the monthly Term SOFR Rate (as defined in the RFA). The RF Agreements contain various covenants that we believe are usual and customary. The interest payments on the AR Facility debt, exclusive of the debt issuance costs and related amortization, are expected to be approximately $2.4 million for the next 12 months and may vary with changes in interest rates. In December 2025, we repaid $1.1 million of the outstanding principal as the aggregate outstanding principal at the time temporarily exceeded the eligibility limit of the receivables and subsequently drew down the same amount. As of December 31, 2025, we were in compliance with the covenants under the RF Agreements.

Liquidity

We believe our current cash and cash equivalents, together with borrowings or availability under our AR Facility, will be sufficient to meet our needs for at least the next 12 months from the issuance date of the Consolidated Financial Statements included in this Annual Report. As we assess growth strategies, we may need to supplement our cash and cash equivalents with additional outside sources. As part of our liquidity strategy, we will continue to monitor our earnings and cash flow as well as our ability to access the capital markets as needed.

Poor financial results, unanticipated expenses, unanticipated acquisitions of technologies or businesses or unanticipated strategic investments could give rise to additional financing requirements sooner than we expect. Equity or additional debt financing may not be available when needed or, if available, equity or debt financing may not be on terms satisfactory to us. Additionally, disruption and volatility in the global capital markets and economic uncertainties, including those driven by tariffs, have impacted corporate and consumer confidence and could continue to impact our capital resources and liquidity in the future.

We may supplement our short-term liquidity needs with access to capital markets, if necessary, and further strategic cost savings initiatives. Our access to capital markets may be constrained and our cost of borrowing may increase under certain business and market conditions, and our liquidity is subject to various risks including the risks identified in "Risk Factors" included in Part I, Item 1A of this Form 10-K.

Critical Accounting Estimates

Management's discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements. These financial statements have been prepared in conformity with GAAP in the United States which requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. By their nature, these estimates and judgments are subject to an inherent degree of uncertainty. We evaluate our estimates based on our historical experience and various other assumptions that are believed to be reasonable under the circumstances. These estimates relate to revenue recognition, recognition and measurement of deferred income tax assets and liabilities, and the assessment of unrecognized tax benefits. Actual results could differ from those estimates, and material effects on our operating results and financial position may result.

We believe the following accounting estimates are most critical to understanding our consolidated financial statements. See Note 2—*Summary of Significant Accounting Policies* and Note 3—*Revenue* of the Notes to Consolidated Financial Statements for a full description of our accounting policies.

Revenue recognition

We derive the majority of our revenue from the licensing of our technologies to customers. Generally, revenue is recognized upon transfer of control of promised products, services, or licensing of our technologies to customers in an amount that reflects the consideration that we expect to receive in exchange for those products, services and licensing of the technologies. The primary judgments include estimating licensees' quarterly royalties prior to receiving the royalty reports, estimating variable consideration, identifying the performance obligations in the contract, determining stand-alone selling price and the transaction price, and allocating consideration in an arrangement with multiple performance obligations.

We generally recognize royalty revenue from per-unit or per-subscriber licenses based on units shipped or manufactured, or number of subscribers. Revenue is recognized in the period in which the customer's sales, production or usage are estimated to have occurred. This may result in an adjustment to revenue when actual sales, production or usage are subsequently reported by the customer, generally in the month or quarter following sales, production or usage. Estimating customers' quarterly royalties and license fees prior to receiving the customer reports requires us to make significant assumptions and judgments related to forecasted trends and growth rates used to estimate quantities shipped or manufactured by customers or the number of subscribers, which could have a material impact on the amount of revenue we report on a quarterly basis.

Accounting for income taxes

We must make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments are used in the calculation of tax credits, tax benefits and deductions, and in the calculation of tax assets and liabilities. Significant changes to these estimates may result in an increase or decrease to our tax provision in a subsequent period.

We must assess the likelihood that we will be able to recover our deferred tax assets. If recovery is not more-likely-than-not, we must increase our provision for income taxes by recording a valuation allowance against our deferred tax assets. Should there be a change in our ability to recover our deferred tax assets, our provision for income taxes would fluctuate in the period of the change.

We account for uncertain tax positions in accordance with authoritative guidance related to income taxes. The calculation of our unrecognized tax benefits involves dealing with uncertainties in the application of complex tax regulations. As such, we are required to make many subjective assumptions and judgments regarding our income tax exposures. We record unrecognized tax benefits for anticipated tax audit issues in the U.S. and other tax jurisdictions based on our estimate of whether, and the extent to which, additional tax liabilities are more-likely-than-not assuming the tax authorities have full knowledge of all relevant information. If we ultimately determine that the tax liabilities are unnecessary, we reverse the liabilities and recognize a tax benefit during the period in which it occurs. This may occur for a variety of reasons, such as the expiration of the statute of limitations on a particular tax return or the completion of an examination by the relevant tax authority. We record an additional charge in our provision for taxes in the period in which we determine that the recorded unrecognized tax benefits are less than the expected ultimate settlement.

Our policy is to classify accrued interest and penalties related to the accrued liability for unrecognized tax benefits in the provision for income taxes. For the years ended December 31, 2025 and 2024, we recognized interest and penalties related to unrecognized tax benefits of $0.1 million and an immaterial amount, respectively. See Note 14—*Income Taxes* of the Notes to Consolidated Financial Statements for additional detail.

Recent Accounting Pronouncements

See Note 2—*Summary of Significant Accounting Policies* of the Notes to Consolidated Financial Statements for a full description of recent accounting pronouncements including the respective expected dates of adoption.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The primary objectives of our investment activities are to preserve principal and maintain liquidity while at the same time capturing a market rate of return. To achieve these objectives, we maintain our portfolio of cash and cash equivalents with high quality financial institutions in the countries in which we do business. Our cash and cash equivalents and future investments are subject to risks including:

Bank Liquidity Risk

As of December 31, 2025, we had a total of $96.8 million of deposits in operating accounts that were held with both domestic and international financial institutions. These deposits could be lost or become inaccessible if the underlying financial institutions fail or if they are unable to meet the liquidity requirements of their depositors and they are not supported by the government of the jurisdiction where such cash is held. We have not incurred any losses and have had full access to our operating accounts to date. We believe any failures of domestic and international financial institutions could impact our ability to fund our operations in the short term.

Interest Rate Risk

We are exposed to changes in interest rates related to our RFA. As of December 31, 2025, we had outstanding indebtedness in the amount of $40.0 million under the AR Facility that was subject to variable interest rates, based on the secured overnight financing rate ("SOFR"). Changes in economic conditions outside of our control could result in higher interest rates, thereby increasing our interest expense and reducing the funds available for capital investment, operations or other purposes. Assuming no change in our outstanding indebtedness, we estimate that a 1% increase in the applicable SOFR interest rate would result in an annual increase in our interest expense of approximately $0.4 million. Any significant increase in our interest expense could negatively impact our results of operations and cash flows. If the U.S. Federal Reserve raises its benchmark interest rate, any increases would likely impact the borrowing rate on our outstanding indebtedness, and increase our interest expense, comparably.

Exchange Rate Risk

Our international business is subject to risks, including, but not limited to, differing economic conditions, changes in political climate, differing tax structures, other regulations and restrictions, and foreign exchange rate volatility when compared to the U.S. dollar. Accordingly, our future results could be materially impacted by changes in these or other factors.

Due to our operations outside the United States, we are subject to the risks of fluctuations in foreign currency exchange rates, particularly related to the Polish zloty, Indian rupee, British pound, Euro, Japanese Yen, Chinese Yuan and New Taiwan Dollar. As a substantial majority of our non-U.S. revenue and expense transactions are denominated in U.S. dollars, fluctuations in foreign currency exchange rates could cause our products and services to become relatively more expensive to customers in a particular country, leading to a reduction in sales or profitability in that country. Some of our subsidiaries operate in their local currency, which mitigates a portion of the exposure related to fluctuations in foreign currency exchange rates.

We have established risk management strategies designed to reduce the impact of volatility of future cash flows caused by changes in the exchange rate for these currencies. These strategies reduce, but do not entirely eliminate, the impact of currency exchange rate movements. We minimize the impact of certain currency exchange rate fluctuations by hedging our exposure to certain foreign currencies with various financial institutions. If a financial counterparty to any of our hedging arrangements experiences financial difficulties or is otherwise unable to honor the terms of the foreign currency hedge, we may experience financial losses.

For derivative instruments that are designated and qualify as cash flow hedges under ASC 815, *Derivatives and Hedging*, the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive income or loss and reclassified into earnings in the same financial statement line as the item being hedged, and in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized each period under Interest and Other Income in the consolidated statements of operations. For derivative instruments that are not designated as hedging instruments, gains and losses are recognized each period under Interest and Other Income in the consolidated statements of operations.

As of December 31, 2025, we had outstanding foreign currency derivative contracts with a total notional amount of $74.7 million to buy and sell U.S. dollars in exchange for other currencies. Assuming a hypothetical 10% favorable or adverse

movement in foreign currency exchange rates against the U.S. dollar, our outstanding foreign currency derivative contracts would experience a gain of approximately $6.3 million or a loss of approximately $5.2 million.

Item 8. Financial Statements and Supplementary Data

Our consolidated balance sheets as of December 31, 2025 and 2024, and the related consolidated statements of operations, equity, comprehensive loss and cash flows for each of the years in the three-year period ended December 31, 2025 are set forth in this Annual Report at Item 15(a)(1).

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The information required by this Item 9 was previously reported in our Current Report on Form 8-K that was filed with the SEC on April 8, 2024.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Our management, including our Chief Executive Officer and Chief Financial Officer conducted an evaluation of 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 report (the evaluation date). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded as of the evaluation date that our disclosure controls and procedures were effective at the reasonable assurance level.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Management has assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2025, using the criteria described in Internal Control—Integrated Framework (2013 framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, our management concluded that the Company's internal control over financial reporting was effective as of December 31, 2025.

This Annual Report on Form 10-K does not include an attestation report of the Company's independent registered public accounting firm due to an exemption established by the rules of the SEC for emerging growth companies.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act, during the quarterly period ended December 31, 2025 that materially affected or are reasonably likely to materially affect our internal control over financial reporting.

Item 9B. Other Information

(a) Not applicable.

(b) During the three months ended December 31, 2025, no director or "officer" (as defined in Rule 16a-1(f) of the Exchange Act) of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Code of Business Conduct and Ethics

We have adopted a written Code of Business Conduct and Ethics Policy that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons serving similar functions. The Code of Business Conduct and Ethics is posted on our website at investor.xperi.com. If we make any substantive amendments to, or grant any waivers from, the Code of Business Conduct and Ethics Policy for any officer or director, we will disclose the nature of such amendment or waiver on our website or in a current report on Form 8-K within four business days of such amendment or waiver.

BIOGRAPHICAL INFORMATION OF OUR DIRECTORS

Certain information concerning our current Board of Directors as of February 26, 2026 follows.

Darcy Antonellis

Ms. Antonellis, age 63, has served as a director at Xperi Inc. since its spin-off from Adeia Inc. (the “Former Parent”) in October 2022 (the “Separation”). Previously she served as a director at the Former Parent beginning in June 2020. Prior to that, she served as a director at Xperi Corporation beginning in December 2018. Ms. Antonellis has been the Operating Advisor of the technology, media and telecom sectors of ABS Capital Partners, a private equity firm, since June 2023. Prior to that, she served as Executive Advisor, Amdocs Ltd., a software and services company for communications, media, financial and digital enterprises from August 2021 to June 2023. Prior to joining Amdocs Ltd., from 2018 to August 2021, Ms. Antonellis served as Division President, Amdocs Inc., and Chief Executive Officer of Vubiquity Inc. (acquired by Amdocs in 2018), a global media and entertainment distribution technology and services provider. Prior to joining Vubiquity in 2014, Ms. Antonellis held numerous positions at Warner Bros., including President, Technical Operations and Chief Technology Officer. Ms. Antonellis also currently serves on the boards of directors of Cinemark Holdings Inc., Bango plc, and Vionlabs AB. She is a SMPTE Fellow and holds patents in the areas of digital distribution and audio/visual processing technologies. Ms. Antonellis brings extensive expertise in executive management, operations, and engineering, and her in-depth understanding of media technology and content services, media, and the entertainment industry to her role as a member of the Board.

Laura J. Durr

Ms. Durr, age 65, has served as a director at Xperi Inc. since September 2022, prior to its spin-off from its Former Parent. She previously served as a director at the Former Parent since June 2020. Prior to that, she served as a member of the Board of Directors of TiVo Corporation beginning in April 2019. Ms. Durr served as the Executive Vice President and Chief Financial Officer of Polycom, Inc. from May 2014 until its acquisition by Plantronics Inc. in July 2018. Prior to becoming Chief Financial Officer, Ms. Durr held various finance leadership roles at Polycom between 2004 and 2014, including Senior Vice President-Worldwide Finance, Chief Accounting Officer and Worldwide Controller. Prior to joining Polycom, Ms. Durr held executive positions in finance and administration at Quicksilver Technology, C Speed Corporation, Lucent Technologies and International Network Services and also spent six years at Price Waterhouse LLP. Ms. Durr currently serves on the board of directors of NETGEAR, Inc., a global networking company that delivers innovative products and services to consumers, businesses and service providers. She also serves on the board of directors of Owlet, Inc. Ms. Durr brings valuable leadership, operational and strategic experience and insight, given her background in finance and strategy for leading Silicon Valley technology companies, to her role as a member of the Board.

Jeremi T. Gorman

Ms. Gorman, age 48, has served as a director at Xperi Inc. since June 2024. Since August 2025, she has served as chief revenue officer of Fanatics Advertising, a division of Fanatics Holdings, Inc. (“Fanatics”), a global digital sports platform, and prior to that served as a senior advisor of the advertising division of Fanatics starting in January 2025. Ms. Gorman has previously served as a member of executive team, and the first President of Worldwide Advertising for Netflix Inc. until October 2023. Prior to joining Netflix, Ms. Gorman was chief business officer at Snap Inc. from November 2018 to September 2022 and held various positions at Amazon.com Inc. from 2012 to 2018, including as global head of enterprise advertising sales. Earlier in her career, Ms. Gorman held advertising and marketing roles at Yahoo!, Variety and Monster.com. Ms. Gorman brings valuable

operational and strategic experience and insight, given her background in media, entertainment and technology, to her role as a member of the Board.

David C. Habiger

Mr. Habiger, age 57, has served as chairman of the board at Xperi Inc. since its spin-off from its Former Parent in October 2022. He previously served as chairman of the board at the Former Parent beginning in June 2020. Prior to that, he served as a director at Xperi Corporation beginning in December 2016. Prior to that, he served on the DTS, Inc. board beginning in March 2014, including as Chair of the Compensation Committee and a member of the Audit Committee. Mr. Habiger was president and CEO of J.D. Power from 2018 to May 2025, and prior to that, the CEO of Textura Corporation from 2012 to 2016, prior to its sale to Oracle. He also held the CEO position at NDS Group Ltd. from 2011 to 2012, prior to its sale to Cisco Systems, and was president and CEO at Sonic Solutions from 1992 to 2011, prior to its sale to Rovi. He demonstrated his skill in leading companies through all stages of development by guiding Sonic through an IPO and to its position as a leading cloud-based provider of premium movies and TV shows. Mr. Habiger is Chair of the Board of Directors of Reddit, Inc. and a director on the Board of Directors of Boston Scientific Corporation, Enersys, and the Federal Reserve Bank of Chicago. He serves on the Systems Activities, Bank Operations, and Risk Committee (SABOR) and the Governance & Human Resources Committee for the Federal Reserve. He is also a member of the board of trustees at Rush University Medical Center. Mr. Habiger has served on a variety of other public boards, currently serves on a variety of private boards and is a member of the Society of Motion Picture and Television Engineers. Mr. Habiger brings extensive experience and leadership skills in the digital media and entertainment industries, in-depth knowledge and understanding of the consumer electronics industry, and expertise in executive management to his role as Chair of the Board.

Jon E. Kirchner

Mr. Kirchner, age 58, has served as CEO and director at Xperi Inc. since its spin-off from its Former Parent in October 2022. Prior to that, he served as CEO and director at the Former Parent beginning in June 2020. Previously he was CEO of Xperi Corporation beginning in June 2017. Prior to that, Mr. Kirchner was President of Xperi Corporation following the completion of the acquisition of DTS, Inc. in December 2016. At DTS, he was appointed Chairman of the Board of Directors in 2010, served on the board of directors beginning in 2002, and served as the company's Chief Executive Officer beginning 2001. Prior to his tenure of Chief Executive Officer, Mr. Kirchner served in a number of senior leadership roles at DTS from 1993 to 2001, including director, President, Chief Operating Officer and Chief Financial Officer. Mr. Kirchner led DTS through a period of significant success, growing it from a small startup to a global industry leader generating over $190 million in licensing revenue. Prior to joining DTS, Mr. Kirchner worked for the consulting and audit groups at Price Waterhouse LLP (now PricewaterhouseCoopers LLP). From 2012 to 2023, Mr. Kirchner served on the board of directors of Free Stream Media Corporation (Samba TV), a leader in developing cross platform TV experiences for consumers and advertisers. Mr. Kirchner brings experience in the senior management of public companies (including service as chairman, president, Chief Executive Officer, Chief Operating Officer and Chief Financial Officer), extensive experience in the digital media and entertainment industries, and knowledge of the Company as its Chief Executive Officer, to his role as a member of the Board.

Roderick K. Randall

Mr. Randall, age 67, has served as a director at Xperi Inc. since June 2024. He has over 25 years of experience in the wireless, telecommunications, computer-networking and electric vehicle industries. Mr. Randall has served as an Executive Partner at Siris Capital Group, LLC, a private equity investment firm focused on building value at complex telecom and technology companies operating at scale, since 2010. Prior to his role at Siris Capital, Mr. Randall was a founding partner at S1 Capital Partners, Vesbridge Partners and a General Partner at St. Paul Venture Capital, where he led the mobile investment practice. Previously, Mr. Randall served as the Chief Marketing Officer at Lucent Technologies, and was a Vice President of Marketing at Ascend Communications. Prior to that, Mr. Randall was the Vice President of Strategic Market Development at Madge Networking, following its acquisition of Teleos Communications. Mr. Randall co-founded Teleos Communications in 1987 and served in a variety of roles at the company, including Chief Technology Officer, Vice President of Marketing and Business Development. Mr. Randall began his career at AT&T Bell Laboratories and holds several U.S. patents. Mr. Randall also previously served on the board of directors at Fisker Inc. from 2018 to 2024. Mr. Randall brings extensive experience in the senior management of public and private companies (including extensive experience in the telecommunications, wireless, computer-networking and electric vehicle industries), to his role as a member of the Board.

Christopher Seams

Mr. Seams, age 63, has served as director at Xperi Inc. since its spin-off from its Former Parent in October 2022. Previously he served as a director at the Former Parent beginning in June 2020, when Xperi Corporation merged with TiVo Corporation.

Prior to that, he served as a director at Xperi Corporation beginning in December 2016, when Tessera Technologies, Inc. acquired DTS, Inc. Prior to that, he served as a director at Tessera Technologies, Inc. beginning in March 2013. From 2013 to 2016, Mr. Seams was the Chief Executive Officer of Deca Technologies, a subsidiary of Cypress Semiconductor Corporation. Prior to Deca Technologies, Mr. Seams served as Executive Vice President of Sales & Marketing at Cypress. He also previously served as an Executive Vice President of Worldwide Manufacturing & Research and Development of Cypress. Mr. Seams joined Cypress in 1990 and held various technical and operational management positions in manufacturing, development, and operations. Prior to joining Cypress in 1990, he worked in process development for Advanced Micro Devices and Philips Research Laboratories. Mr. Seams also currently serves as Chair of the Board of Directors of ONTO Innovation Inc. (formerly Nanometrics). Mr. Seams brings extensive technology, leadership, and business experience to his role as a member of the Board.

BIOGRAPHICAL INFORMATION OF OUR EXECUTIVE OFFICERS

Certain information concerning our current executive officers as of February 26, 2026 follows. There are no family relationships between any of our executive officers.

Jon E. Kirchner – Please refer to the Biographical Information of our Directors for Mr. Kirchner's biographical information.

Robert Andersen

Mr. Andersen, age 62, is Chief Financial Officer of Xperi Inc. Prior to its spin-off from its Former Parent in October 2022, he was the CFO of Xperi Holding Corporation. Prior to Xperi Corporation's merger with TiVo Corporation, he served as Executive Vice President and CFO of Xperi Corporation. Mr. Andersen joined Xperi Corporation in 2014 as CFO of Tessera Technologies, Inc., the predecessor to Xperi Corporation before the acquisition of DTS, Inc. in 2016. Mr. Andersen has many years of leadership experience in Silicon Valley at both private and public technology companies, including Phoenix Technologies, Wind River Systems and Hewlett Packard. Mr. Andersen served on the board of directors of Quantum Corporation through March 2017 and on the board of directors for the Alameda County Community Food Bank through December 2025. Mr. Andersen holds a B.A. in economics from the University of California, Davis, and an M.B.A. from the University of California, Los Angeles.

Rebecca K. Marquez

Ms. Marquez, age 54, has been Chief Legal Officer and Corporate Secretary of Xperi Inc. since December 2022. Prior to joining the Company, she was General Counsel at Ring LLC, which was acquired by Amazon in 2018. Before Ring, Ms. Marquez was Assistant General Counsel and Assistant Secretary at Tribune Publishing Company from 2014 to 2017, and Assistant General Counsel and Assistant Secretary at United Online, Inc. from 2003 to 2014. Prior to that, Ms. Marquez was an associate at Latham & Watkins from 1998 to 2003. Ms. Marquez currently serves on the board of directors of IPG Inc., a joint venture between Xperi's subsidiary, Rovi Product Corporation, and Dentsu Group Inc. Ms. Marquez is one of Xperi's representatives on IPG's board. She received a B.A. in communication studies and her J.D. from the University of California, Los Angeles.

Matt Milne

Mr. Milne, age 58, has been Chief Revenue Officer of Xperi Inc. since October 2022 and President of TiVo Ads since October 2025. Prior to its spin-off from its Former Parent in October 2022, he was Chief Revenue Officer of Xperi Holding Corporation. Prior to the merger between Xperi Corporation and TiVo Corporation, he served as TiVo's Chief Revenue Officer beginning in January 2017. Mr. Milne joined TiVo (then Rovi) in February 2011 and served as Senior Vice President, CE Sales from 2011 to 2012. During his employment at TiVo, he also served as Executive Vice President, Worldwide Sales and Marketing from January 2012 to May 2014 and as Senior Vice President responsible for Tier 1 Intellectual Property Licensing and Sales from May 2014 to April 2016. He was promoted to Chief Revenue Officer in January 2017 after serving as SVP and GM of Intellectual Property and Licensing from April 2016. Prior to joining TiVo, Mr. Milne held various sales, marketing and product leadership positions at DivX, MediaFLO USA (a wholly owned subsidiary of Qualcomm Incorporated), Viewsonic, Gateway, Inc., Cameo Technologies and Western Digital. Mr. Milne currently serves on the board of directors of IPG Inc., a joint venture between Xperi's subsidiary Rovi Product Corporation and Dentsu Group Inc. Mr. Milne is one of Xperi's representatives on IPG's board. Mr. Milne holds a B.A. in business from California State University, Fullerton and an M.B.A. from California State Polytechnic University, Pomona.

Geir Skaaden

Mr. Skaaden, age 59, is Chief Products and Services Officer of Xperi Inc. Prior to its spin-off from its Former Parent in October 2022, he was Chief Products and Services Officer of Xperi Holding Corporation. Prior to the merger between Xperi Corporation and TiVo Corporation, Mr. Skaaden was Chief Products and Services Officer of Xperi Corporation. He served as DTS, Inc.'s Executive Vice President, Products, Platforms and Solutions from October 2015 until its acquisition by Xperi Corporation in December 2016, having previously served as DTS's Senior Vice President, Corporate Business Development, Digital Content and Media Solutions. Earlier, he held a number of leadership roles where he oversaw product management, business development, global licensing and marketing. Before joining DTS in 2008, Mr. Skaaden served as the Chief Executive Officer at Neural Audio Corporation. Mr. Skaaden holds a B.A. in Finance from the University of Oregon, a business degree from the Norwegian School of Management, and an M.B.A. from the University of Washington.

Other Information

The remaining information required by this Item 10 is hereby incorporated by reference from the information under the captions "Insider Trading Policy and Procedures" that will be contained in the Proxy Statement for our 2026 Annual Meeting of Stockholders (the "Proxy Statement").

Item 11. Executive Compensation

The information required by this Item 11 is incorporated by reference from the information under the captions "Election of Directors," "Executive Officers" and "Executive Compensation and Related Information" that will be contained in the Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item 12 is incorporated by reference from the information under the captions "Equity Compensation Plan Information" and "Security Ownership of Certain Beneficial Owners and Management" that will be contained in the Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item 13 is incorporated by reference from the information under the captions "Certain Relationships and Related Transactions" and "Election of Directors" that will be contained in the Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information required by this Item 14 is incorporated by reference from the information under the caption "Ratification of Appointment of Independent Registered Public Accounting Firm" that will be contained in the Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this report:

	Page Number
(1) ***Financial Statements***	
Report of Independent Registered Public Accounting Firm (PCAOB ID: 34)	F-1
Report of Independent Registered Public Accounting Firm (PCAOB ID: 238)	F-2
Consolidated Statements of Operations	F-3
Consolidated Statements of Comprehensive loss	F-4
Consolidated Balance Sheets	F-5
Consolidated Statements of Cash Flows	F-6
Consolidated Statements of Equity	F-8
Notes to Consolidated Financial Statements	F-9

(2) ***Exhibits***

The exhibits listed on the Exhibit Index preceding the signature page to this Annual Report are filed as part of this Annual Report.

Report of Independent Registered Public Accounting Firm

To the stockholders and the Board of Directors of Xperi Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Xperi Inc. and subsidiaries (the "Company") as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive loss, equity, and cash flows for each of the two years in the period ended December 31, 2025, 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, 2025 and 2024, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

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 Public Company Accounting Oversight Board (United States) (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 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. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

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.

/s/ Deloitte & Touche LLP

San Jose, California
February 26, 2026

We have served as the Company's auditor since 2024.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Xperi Inc.

Opinion on the Financial Statements

We have audited the consolidated statement of operations, of comprehensive loss, of equity and of cash flows of Xperi Inc. and its subsidiaries (the "Company") for the year ended December 31, 2023, including the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the results of operations and cash flows of the Company for the year ended December 31, 2023 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 of these consolidated financial statements 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 consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated 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 consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP

San Jose, California
March 1, 2024, except for the change in the manner in which the Company accounts for segments discussed in Note 2 to the consolidated financial statements, as to which the date is February 27, 2025.

We served as the Company's auditor from 2020 to 2024.

XPERI INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Year Ended December 31,		
	2025	**2024**	**2023**
Revenue	$ 448,105	$ 493,688	$ 521,334
Operating expenses:			
Cost of revenue, excluding depreciation and amortization of intangible assets	126,648	113,756	118,628
Research and development	135,054	191,352	222,833
Selling, general and administrative	181,869	218,106	233,403
Depreciation expense	13,426	12,638	16,645
Amortization expense	34,839	43,376	57,752
Impairment of long-lived assets	—	1,535	1,710
Total operating expenses	491,836	580,763	650,971
Operating loss	(43,731)	(87,075)	(129,637)
Interest and other income, net	6,093	829	2,991
Interest expense - debt	(2,979)	(3,008)	(3,000)
Gain on divestitures	—	100,833	—
(Loss) income before taxes	(40,617)	11,579	(129,646)
Provision for income taxes	15,722	12,448	10,042
Net loss	(56,339)	(869)	(139,688)
Less: net income (loss) attributable to noncontrolling interest	—	13,139	(3,075)
Net loss attributable to the Company	$ (56,339)	$ (14,008)	$ (136,613)
Net loss per share attributable to the Company - basic and diluted	$ (1.23)	$ (0.31)	$ (3.18)
Weighted-average number of shares used in computing net loss per share attributable to the Company - basic and diluted	45,869	45,057	43,012

The accompanying notes are an integral part of these consolidated financial statements.

XPERI INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(in thousands)

	Year Ended December 31,		
	2025	2024	2023
Net loss	$ (56,339)	$ (869)	$ (139,688)
Other comprehensive income (loss):			
Unrealized gain (loss) on cash flow hedges	1,601	(2,892)	1,128
Reclassification of foreign currency translation adjustments into net loss upon liquidation of foreign subsidiaries	45	—	—
Change in foreign currency translation adjustment	—	(327)	126
Comprehensive loss	(54,693)	(4,088)	(138,434)
Less: comprehensive income (loss) attributable to noncontrolling interest	—	13,139	(3,075)
Comprehensive loss attributable to the Company	$ (54,693)	$ (17,227)	$ (135,359)

The accompanying notes are an integral part of these consolidated financial statements.

XPERI INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except for par value)

	December 31,	
	2025	2024
ASSETS		
Current assets:		
Cash and cash equivalents	$ 96,824	$ 130,564
Accounts receivable, net	56,838	58,745
Unbilled contracts receivable, net	78,320	83,075
Prepaid expenses and other current assets	23,631	32,488
Deferred consideration from divestiture	11,880	—
Total current assets	267,493	304,872
Note receivable, noncurrent	31,928	29,702
Deferred consideration from divestiture, noncurrent	8,015	18,217
Unbilled contracts receivable, noncurrent	67,417	45,396
Property and equipment, net	51,926	44,473
Operating lease right-of-use assets	27,557	30,082
Intangible assets, net	128,882	163,714
Deferred tax assets	5,281	7,228
Other noncurrent assets	27,330	24,076
Total assets	$ 615,829	$ 667,760
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 12,352	$ 16,979
Accrued liabilities	82,160	94,420
Deferred revenue	16,137	23,950
Short-term debt	—	50,000
Total current liabilities	110,649	185,349
Long-term debt	40,000	—
Deferred revenue, noncurrent	15,072	20,932
Operating lease liabilities, noncurrent	21,487	19,932
Deferred tax liabilities	1,428	1,491
Other noncurrent liabilities	13,118	10,979
Total liabilities	201,754	238,683
Commitments and contingencies (Note 11)		
Equity:		
Preferred stock: $0.001 par value; 6,000 shares authorized as of December 31, 2025 and 2024; no shares issued and outstanding as of December 31, 2025 and 2024	—	—
Common stock: $0.001 par value; 140,000 shares authorized as of December 31, 2025 and 2024; 46,925 and 44,328 shares issued and outstanding as of December 31, 2025 and 2024, respectively	47	44
Additional paid-in capital	1,314,249	1,274,561
Accumulated other comprehensive loss	(4,438)	(6,084)
Accumulated deficit	(895,783)	(839,444)
Total equity	414,075	429,077
Total liabilities and equity	$ 615,829	$ 667,760

The accompanying notes are an integral part of these consolidated financial statements.

XPERI INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31,		
	2025	2024	2023
Cash flows from operating activities:			
Net loss	$ (56,339)	$ (869)	$ (139,688)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:			
Stock-based compensation	40,683	60,541	69,531
Amortization of intangible assets	34,839	43,376	57,752
Depreciation of property and equipment	13,426	12,638	16,645
Gain from divestitures	—	(100,833)	—
Deferred income taxes	2,255	(2,933)	(8,596)
Accrued interest income from note receivable	(2,226)	(2,026)	—
Accretion of discount from deferred consideration from divestitures	(1,678)	(1,061)	—
Loss from deconsolidation of Perceive subsidiary	—	4,839	—
Impairment of long-lived assets	—	1,535	1,710
Other	4,938	1,225	748
Changes in operating assets and liabilities:			
Accounts receivable	(586)	(5,496)	5,721
Unbilled contracts receivable	(18,016)	(46,315)	(19,386)
Prepaid expenses and other assets	6,494	11,071	2,696
Accounts payable	(4,695)	(3,041)	5,071
Accrued and other liabilities	(5,937)	(25,325)	3,688
Deferred revenue	(13,673)	(2,666)	4,170
Net cash (used in) provided by operating activities	(515)	(55,340)	62
Cash flows from investing activities:			
Capitalized internal-use software	(15,593)	(11,715)	(5,933)
Purchases of property and equipment	(5,384)	(5,043)	(6,815)
Purchases of intangible assets	(7)	(195)	(185)
Net proceeds from divestitures	—	67,773	—
Net cash (used in) provided by investing activities	(20,984)	50,820	(12,933)
Cash flows from financing activities:			
Repayment of short-term debt	(50,000)	—	—
Withholding taxes related to net share settlement of equity awards	(6,966)	(7,215)	(4,875)
Payment of debt issuance costs	(1,249)	—	—
Repayment of long-term debt	(1,100)	—	—
Repurchases of common stock	—	(19,990)	—
Proceeds from long-term debt	41,100	—	—
Proceeds from issuance of common stock under employee stock purchase plan	5,974	7,855	11,927
Net cash (used in) provided by financing activities	(12,241)	(19,350)	7,052
Effect of exchange rate changes on cash and cash equivalents	—	—	126
Net decrease in cash and cash equivalents	(33,740)	(23,870)	(5,693)
Cash and cash equivalents at beginning of period	130,564	154,434	160,127
Cash and cash equivalents at end of period [1]	$ 96,824	$ 130,564	$ 154,434

(1) Included $12.3 million of cash and cash equivalents classified as held for sale at December 31, 2023.

	Year Ended December 31,		
	2025	2024	2023
Reconciliation of cash, cash equivalents and cash classified as held-for-sale to consolidated balance sheets:			
Cash and cash equivalents	$ 96,824	$ 130,564	$ 142,085
Cash and cash equivalents classified as held-for-sale, current (Note 7)	—	—	12,349
Total cash, cash equivalents and cash classified as held-for-sale in consolidated balance sheets	$ 96,824	$ 130,564	$ 154,434
Supplemental disclosure of cash flow information:			
Income taxes paid, net of refunds [2]	$ 13,025	$ 19,122	$ 21,333
Interest paid	$ 2,417	$ 3,008	$ 3,000
Supplemental disclosure of noncash investing and financing activities:			
Note receivable in exchange for consideration from divestitures	$ —	$ 27,676	$ —
Deferred consideration from divestiture	$ —	$ 17,156	$ —
Property and equipment included in accounts payable	$ 862	$ 516	$ 1,343
Costs capitalized for internal-use software included in accounts payable and accrued liabilities	$ 137	$ 414	$ —

(2) Refer to Note 14—*Income Taxes* for the disaggregation of income taxes paid by jurisdiction, net of refunds received, upon the adoption of Accounting Standards Update ("ASU") 2023-09 for the year ended December 31, 2025.

The accompanying notes are an integral part of these consolidated financial statements.

XPERI INC.
CONSOLIDATED STATEMENTS OF EQUITY
(in thousands)

	Common Stock		Additional Paid-In	Accumulated Other Comprehensive	Accumulated	Noncontrolling	
	Shares	Amount	Capital	Income (Loss)	Deficit	Interest	Total Equity
Balance at December 31, 2022	42,066	$ 42	$ 1,136,330	$ (4,119)	$ (668,835)	$ (14,432)	$ 448,986
Change in ownership interest of the Company	—	—	(410)	—	—	410	—
Vesting of restricted stock units, net of tax withholding	808	—	(4,875)	—	—	—	(4,875)
Issuance of common stock under employee stock purchase plan	1,337	2	11,925	—	—	—	11,927
Stock-based compensation	—	—	69,531	—	—	—	69,531
Foreign currency translation adjustment	—	—	—	126	—	—	126
Unrealized gain on cash flow hedges	—	—	—	1,128	—	—	1,128
Net loss	—	—	—	—	(136,613)	(3,075)	(139,688)
Balance at December 31, 2023	44,211	$ 44	$ 1,212,501	$ (2,865)	$ (805,448)	$ (17,097)	$ 387,135
Change in ownership interest of the Company	—	—	881	—	—	(881)	—
Loss from deconsolidation of Perceive subsidiary	—	—	—	—	—	4,839	4,839
Vesting of restricted stock units, net of tax withholding	1,206	1	(7,216)	—	—	—	(7,215)
Issuance of common stock under employee stock purchase plan	1,076	1	7,854	—	—	—	7,855
Repurchases and retirement of common stock	(2,165)	(2)	—	—	(19,988)	—	(19,990)
Stock-based compensation	—	—	60,541	—	—	—	60,541
Foreign currency translation adjustment	—	—	—	(327)	—	—	(327)
Unrealized loss on cash flow hedges	—	—	—	(2,892)	—	—	(2,892)
Net (loss) income	—	—	—	—	(14,008)	13,139	(869)
Balance at December 31, 2024	44,328	$ 44	$ 1,274,561	$ (6,084)	$ (839,444)	$ —	$ 429,077
Vesting of restricted stock units, net of tax withholding	1,556	1	(6,967)	—	—	—	(6,966)
Issuance of common stock under employee stock purchase plan	1,041	2	5,972	—	—	—	5,974
Stock-based compensation	—	—	40,683	—	—	—	40,683
Reclassification of foreign currency translation adjustments into net loss upon liquidation of foreign subsidiaries	—	—	—	45	—	—	45
Unrealized gain on cash flow hedges	—	—	—	1,601	—	—	1,601
Net loss	—	—	—	—	(56,339)	—	(56,339)
Balance at December 31, 2025	46,925	$ 47	$ 1,314,249	$ (4,438)	$ (895,783)	$ —	$ 414,075

The accompanying notes are an integral part of these consolidated financial statements.

XPERI INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – THE COMPANY AND DESCRIPTION OF BUSINESS

Xperi Inc. ("Xperi or the "Company") is a leading media and entertainment technology company headquartered in Silicon Valley with operations around the world. The Company's technologies are integrated into consumer devices, connected cars, and a variety of media platforms worldwide, enabling its unique audiences to connect with entertainment content in a more intelligent, immersive, and personal way. As the Company's audiences engage with content on its platform, the Company operates a global, cross-screen advertising solution that enables brands to reach millions of engaged consumers across its rapidly expanding digital entertainment ecosystem, driving increased value for its partners, customers, and consumers. The Company operates in one reportable business segment and groups its revenue into four categories: Pay-TV, Consumer Electronics, Connected Car, and Media Platform.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and the applicable rules and regulations of the Securities and Exchange Commission (the "SEC"). The Company's financial statements were prepared on a consolidated basis and include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

The Company's fiscal year ends on December 31. The Company employs a calendar month-end reporting period for its quarterly reporting.

For reporting periods in fiscal year 2024 and prior, the Company owned a controlling financial interest of its former subsidiary, Perceive Corporation ("Perceive", later known as Xperi Pylon Corporation). In December 2024, Perceive was dissolved after all of its remaining assets and liabilities were distributed to the Company. At the time of its dissolution, the Company recognized a loss of $4.8 million within interest and other income, net, on its consolidated statements of operations upon the derecognition of the remaining balance of the noncontrolling interests in Perceive. Refer to Note 7—*Divestitures* for details concerning an asset sale transaction related to Perceive.

Foreign Currency Remeasurement and Transactions

The functional currency of the Company's foreign subsidiaries is the U.S. dollar. Accordingly, each foreign subsidiary remeasures monetary assets and liabilities at period-end exchange rates, while non-monetary items are remeasured at historical exchange rates. Revenue and expenses are remeasured at the exchange rates in effect on the day the transaction occurs, except for those expenses related to non-monetary assets and liabilities, which are remeasured at historical exchange rates. Remeasurement adjustments are recognized in interest and other income, net in the consolidated statements of operations.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The accounting estimates and assumptions that require management's most significant, challenging, and subjective judgment include the estimation of licensees' quarterly royalties prior to receiving the royalty reports, the determination of stand-alone selling price and the transaction price in an arrangement with multiple performance obligations, the fair value of note receivable and deferred consideration in connection with the AutoSense in-cabin safety business and related imaging solutions (the "AutoSense Divestiture"), the assessment of useful lives and recoverability of other intangible assets and long-lived assets, recognition and measurement of current and deferred income tax assets and liabilities, the assessment of unrecognized tax benefits, and valuation of performance-based awards with a market condition. Actual results experienced by the Company may differ from management's estimates.

Net Loss Per Share Attributable to the Company

Net loss per share attributable to the Company is computed by dividing net loss attributable to the Company for the period by the weighted-average number of common shares outstanding during the period. Dilutive weighted-average common shares

outstanding do not include unvested restricted stock units and stock options for the periods presented because the effect of their inclusion would have been anti-dilutive.

Revenue Recognition

Revenue is recognized when control of the promised goods or services is transferred to a customer in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services, which may include various combinations of goods and services which are generally capable of being distinct and accounted for as separate performance obligations. See Note 3—*Revenue* for detailed discussion on revenue recognition and disaggregation of revenue.

Segment Reporting

Operating segments are defined as components of an enterprise for which separate financial information is available and that is evaluated on a regular basis by the chief operating decision-maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The CODM reviews financial information and manages the business on a consolidated basis for the purposes of making operating decisions, allocating resources, and evaluating financial performance. As such, the Company has determined that it has one operating segment, which is also its reportable segment. For additional information, see Note 16—*Geographic and Segment Related Information.*

Cash and Cash Equivalents

Cash and cash equivalents primarily consist of deposits maintained in domestic and foreign financial institutions.

Non-Marketable Equity Investments

The Company holds an equity method investment in a privately-held entity over which it has the ability to exercise significant influence, but does not have a controlling interest. Under the equity method, the Company records its proportionate share of income or loss in interest and other income, net, in the consolidated statements of operations. The Company monitors its non-marketable securities portfolio for potential impairment.

Fair Value of Financial Instruments

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The carrying amount of cash equivalents, accounts receivable, accounts payable, accrued liabilities, and short-term debt approximates fair value due to the short-term nature of these instruments. Note receivable, deferred consideration from divestitures, and long-term debt are carried at amortized cost and measured at fair value on a quarterly basis for disclosure purposes.

Derivative Instruments

The Company uses derivative financial instruments to manage foreign currency exchange rate risk. The Company does not enter into derivative transactions for trading purposes. The Company's derivative financial instruments are recorded on the consolidated balance sheets as assets or liabilities measured at fair value. For derivatives designated as a hedge, and effective as part of a hedge transaction, the effective portion of the gain or loss on the hedging derivative instrument is reported as a component of other comprehensive income (loss) and as a basis adjustment to the underlying hedged item and reclassified to earnings in the period in which the hedged item affects earnings. To the extent derivatives do not qualify or are not designated as hedges, or are ineffective, their changes in fair value are recorded in interest and other income, net immediately.

Concentration of Credit and Other Risks

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and cash equivalents, accounts receivable, unbilled contracts receivable, a note receivable and deferred consideration from divestitures. The Company maintains cash and cash equivalents with large financial institutions, and at times, the deposits may exceed the federally insured limits. As part of its risk management processes, the Company performs periodic evaluations of the relative credit standing of these financial institutions. The Company has not sustained material credit losses from instruments held at these financial institutions. In addition, the Company has cash and cash equivalents held in international bank accounts that are denominated in various foreign currencies and has established risk management strategies designed to minimize the impact of certain currency exchange rate fluctuations.

The Company believes that any concentration of credit risk in its accounts receivable and unbilled contracts receivable is substantially mitigated by its evaluation process and the high level of creditworthiness of its customers. The Company performs ongoing credit evaluations of its customers' financial condition and limits the amount of credit extended when deemed necessary, but generally requires no collateral.

For the years ended December 31, 2025, 2024, and 2023, no customer accounted for 10% or more of total revenue. As of December 31, 2025, no customer represented 10% or more of the Company's net balance of accounts receivable, and two customers exceeded 10% of the Company's combined net balance of current and noncurrent unbilled contracts receivable. As of December 31, 2024, no customer represented 10% or more of the Company's net balance of accounts receivable, and one customer exceeded 10% of the Company's combined net balance of current and noncurrent unbilled contracts receivable.

As part of the consideration for the AutoSense Divestiture, the Company received a note receivable and deferred consideration from Tobii AB ("Tobii"). Both of these instruments are exposed to credit risk arising from default on repayment from Tobii. The credit risk associated with the note receivable is mitigated by establishing a floating lien and security interest in certain of Tobii's assets, rights, and properties, whereas the deferred consideration is not secured by any collateral. The Company utilizes valuation methodologies such as internally generated cash flow projections on the principal and interest of each instrument, along with the review of certain other data points, to determine the likelihood that the note receivable or deferred consideration will be repaid. Further, the Company assesses each instrument for credit losses and provides a reserve if full payment on the instruments may not occur as expected, in which case the reserve reflects the excess of the amortized cost basis over the results of the cash flow projections. The Company expects Tobii to make full payment on both instruments in accordance with the underlying agreement. Accordingly, no allowance for credit losses was recorded as of December 31, 2025.

Accounts Receivable and Allowance for Credit Losses

The timing of revenue recognition may differ from the timing of invoicing to customers. The Company records a receivable when revenue is recognized prior to cash collection.

Payment terms and conditions vary by contract type, location of customer and the products or services offered, although terms generally require payment from a customer within 30 to 60 days. When the timing of revenue recognition differs from the timing of cash collection, an evaluation is performed to determine whether the contract includes a significant financing component.

The allowance for credit losses, which includes the allowance for accounts receivable and unbilled contracts receivable, represents the Company's best estimate of lifetime expected credit losses inherent in those financial assets. The Company's lifetime expected credit losses are determined using relevant information about past events (including historical experience), current conditions, and reasonable and supportable forecasts that affect collectability. The Company monitors its credit exposure through ongoing credit evaluations of its customers' financial condition and limits the amount of credit extended when deemed necessary. In addition, the Company performs routine credit management activities such as timely account reconciliations, dispute resolution, and payment confirmations. The Company may employ collection agencies and legal counsel to pursue recovery of defaulted receivables.

Inventory

Inventories consist primarily of finished DVRs, non-DVRs and accessories and are stated at the lower of cost or net realizable value on an aggregate basis. Cost is computed using standard cost, which approximates actual cost on a first-in, first-out basis. Adjustments to reduce the carrying amount of inventory to the lower of cost or net realizable value are made, if required, for excess or obsolete goods, which includes a review of, among other factors, demand requirements and market conditions.

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation is calculated using the straight-line method over the related assets' estimated useful lives:

Computer equipment and software	1 to 5 years
Capitalized internal-use software	3 years
Office equipment and furniture	1 to 5 years
Leasehold improvements	Lesser of related lease term or 5 years
Building and improvements	Up to 30 years

Expenditures that materially increase asset life are capitalized, while ordinary maintenance and repairs are expensed as incurred.

Capitalized Internal-Use Software

The Company capitalizes certain costs incurred in connection with software development projects for internal use during the application development stage. Costs related to preliminary project activities and post implementation activities are expensed as incurred. Once the software development project is available for general release, capitalization ceases, and the Company estimates the useful life of the asset and begins amortization. Capitalized internal-use software costs are amortized on a straight-line basis over its estimated useful life.

Capitalization of Cloud Computing Costs

The Company capitalizes certain costs related to its enterprise cloud computing arrangements during the application development stage. During the post-implementation stage, these costs are amortized as hosting fees on a straight-line basis over the term of the hosting arrangements.

Identified Intangible Assets

Identified finite-lived intangible assets consist of acquired patents, existing technology, customer relationships, trademarks and trade names, and non-compete agreements resulting from acquisitions, and acquired patents under asset purchase agreements. The Company's identified intangible assets are amortized on a straight-line basis over their estimated useful lives, ranging from 1 to 10 years. Identified indefinite-lived intangible assets include legacy TiVo tradenames and trademarks resulting from acquisitions.

Impairment of Long-Lived Assets

Long-lived assets include property and equipment, operating lease right-of-use ("ROU") assets, and intangible assets. The Company reviews its long-lived assets for possible impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. Such events and changes may include: a significant decrease in market value, changes in asset use, negative industry or economic trends, and changes in the Company's business strategy. The Company measures recoverability of these assets by comparing the carrying amounts to the future undiscounted cash flows that the assets or the asset group are expected to generate. If the carrying value of the assets is not recoverable, an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the assets.

For identified indefinite-lived intangible assets resulting from acquisitions, the Company evaluates their carrying value on an annual basis, and an impairment charge would be recognized to the extent that the carrying amount of such assets exceeds their estimated fair value.

Accounts Receivable Securitization Facility

Under the accounts receivable securitization program (the "AR Facility") described in Note 9—*Debt and Receivables Securitization*, certain of the Company's wholly-owned subsidiaries (collectively, the "Originators") agree to periodically transfer and sell their trade receivables such as accounts receivable and unbilled contracts receivable, along with all related rights to a special purpose subsidiary, which the Company controls and consolidates in its financial statements. Once sold, the Originators have no continuing involvement in the transferred receivables.

In turn, the trade receivables held by the special purpose subsidiary are pledged as collateral against the amounts drawn from the AR Facility with PNC Bank, National Association ("PNC"), which the Company accounts for as a secured borrowing. The outstanding loan amount is classified as long-term debt in the consolidated balance sheets.

Leases

The Company determines if an arrangement is a lease at inception. Operating leases are recognized as ROU assets, along with their corresponding current and noncurrent lease liabilities in the Company's consolidated balance sheets. The ROU assets represent the Company's right to use an underlying asset for the lease term, and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the leases do not provide an implicit rate, the

Company generally uses its incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at commencement date. The Company's lease terms may include options to extend or terminate the lease, and these terms are factored into the valuation of ROU assets and liabilities when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

The Company accounts for lease and non-lease components such as common area maintenance costs separately. Leases with an initial term of 12 months or less are not recorded on the balance sheets; expense for these leases is recognized on a straight-line basis over the lease term. Variable lease payments are expensed as incurred and are not included within the lease liability and ROU assets calculation.

Research and Development

Research and development costs are comprised primarily of employee-related costs, stock-based compensation expense, engineering consulting expenses associated with new product and technology development, product commercialization, quality assurance and testing costs, as well as costs related to information technology, patent applications and examinations, materials, supplies, and an allocation of facilities costs. All research and development costs are expensed as incurred.

Stock-based Compensation

Prior to the Separation, certain Company employees participated in the Former Parent's equity programs. Stock-based compensation expense has been attributed to the Company based on the awards and terms previously granted to the Company's direct employees, as well as an allocation of the Former Parent's corporate and shared functional employee expenses.

Stock-based compensation is measured at the grant date based on the estimated fair value of the award and is recognized on a straight-line basis, net of estimated forfeitures, over the requisite service or performance period. Forfeiture rates are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. If the actual forfeiture rate is materially different from the estimate, stock-based compensation expense could be significantly different from what was recorded in the current period.

The Company uses the closing trading price of its common stock on the date of grant as the fair value of awards of restricted stock units ("RSUs"), and performance-based restricted stock units ("PSUs") that are based on company-designated performance targets. For PSUs that are based on market conditions, or market-based PSUs, fair value is estimated by using a Monte Carlo simulation on the date of grant. The Company estimates the grant-date fair value of stock to be issued under the employee stock purchase plan ("ESPP") using the Black-Scholes pricing model.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amount of assets and liabilities and their respective tax bases and operating loss and tax carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates applicable to the years in which those temporary differences are expected to reverse. A valuation allowance is recorded to reduce deferred tax assets to the amount that is more likely than not to be realized.

From time to time, the Company engages in transactions in which the tax consequences may be subject to uncertainty. Significant judgment is required in assessing and estimating the tax consequences of these transactions. Accruals for unrecognized tax benefit liabilities, which represent the difference between a tax position taken or expected to be taken in a tax return and the benefit recognized for financial reporting purposes, are recorded when the Company believes it is not more-likely-than-not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. Adjustments to unrecognized tax benefits are recognized when facts and circumstances change, such as the closing of a tax audit, notice of an assessment by a taxing authority or the refinement of an estimate. Income tax benefit includes the effects of adjustments to unrecognized tax benefits, as well as any related interest and penalties.

Advertising Costs

Advertising costs are expensed as incurred and are presented within selling, general and administrative expense in the consolidated statements of operations. Advertising expenses for the years ended December 31, 2025, 2024 and 2023, were $10.6 million, $9.9 million, and $8.1 million, respectively.

Contingencies

From time to time, the Company may be involved in legal and administrative proceedings and claims of various types. The Company records a liability in its consolidated financial statements for these matters when a loss is known or considered probable and the amount can be reasonably estimated. Management reviews these estimates in each accounting period as additional information becomes known and adjusts the loss provision when appropriate. If the loss is not probable or cannot be reasonably estimated, a liability is not recorded in the consolidated financial statements. If a loss is probable but the amount of loss cannot be reasonably estimated, the Company discloses the loss contingency and an estimate of possible loss or range of loss (unless such an estimate cannot be made). The Company does not recognize gain contingencies until they are realized. Legal costs incurred in connection with loss contingencies are expensed as incurred.

Recent Accounting Pronouncements

The following are ASUs issued by the Financial Accounting Standards Board ("FASB") that are relevant to the Company's consolidated financial statements and related disclosures.

Accounting Standard Adopted

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires disclosure of specific categories in the effective tax rate reconciliation and additional information for reconciling items that meet a quantitative threshold and further disaggregation of income taxes paid for individually significant jurisdictions. The Company adopted this guidance on a prospective basis within its December 31, 2025 consolidated financial statements. For further information, refer to Note 14—*Income Taxes.*

Accounting Standards Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*. The standard requires that public business entities disclose additional information about specific expense categories in the notes to financial statements for interim and annual reporting periods. The standard will become effective for the Company's 2027 annual financial statements and interim financial statements thereafter and may be applied prospectively to periods after the adoption date or retrospectively for all prior periods presented in the financial statements, with early adoption permitted. The Company is currently evaluating the impact of this guidance on the disclosures within its consolidated financial statements.

In July 2025, the FASB issued ASU 2025-05, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets. The update guidance aims to simplify how all entities currently estimate expected credit losses for their outstanding trade and other related receivables arising from revenue transactions and provides a practical expedient available for election by public entities. Once elected, all public entities are no longer required to consider forecasted information when estimating expected credit losses, but only the historical and current economic conditions relevant to the collectibility of the trade and other related receivables. The updated guidance will become effective on a prospective basis for the Company in the first quarter of 2026. The Company does not expect the impact upon adoption to be material to its consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software. This updated guidance eliminates the consideration of software project development stages and introduces additional considerations for the existing probability threshold assessment on completing a software development project. Entities are required to assess whether significant uncertainty exists in the development activities of the software before capitalizing any software costs, and such uncertainty is considered to exist if the project involves any technological innovations with novel and unproven features or unidentified significant performance requirements. The updated guidance will become effective for the Company in the first quarter of 2028 and may be adopted on either a prospective basis, full retrospective basis, or modified prospective basis with a cumulative-effect adjustment through retained earnings. Early adoption is permitted. The Company is currently evaluating the impact of this guidance on its consolidated financial statements.

NOTE 3 – REVENUE

Revenue Recognition

General

Revenue is recognized when control of the promised goods or services is transferred to a customer in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services, which may include various combinations of goods and services which are generally capable of being distinct and accounted for as separate performance obligations. Revenue is recognized net of sales taxes collected from customers which are subsequently remitted to governmental authorities.

Some of the Company's contracts with customers contain multiple performance obligations. For these contracts, the individual performance obligations are separately accounted for if they are distinct. In an arrangement with multiple performance obligations, the transaction price is allocated among the separate performance obligations on a relative standalone selling price ("SSP") basis. The determination of SSP considers market conditions, the size and scope of the contract, customer and geographic information, and other factors. When observable prices are not available, SSP for separate performance obligations is generally based on the cost-plus-margin approach, considering overall pricing objectives.

When variable consideration is in the form of a sales-based or usage-based royalty in exchange for a license of technology or when a license of technology is the predominant item to which the variable consideration relates, revenue is recognized at the later of when the subsequent sale or usage occurs or the performance obligation to which some or all of the sales-based or usage-based royalty has been satisfied or partially satisfied.

Description of Revenue-Generating Activities

The Company derives the majority of its revenue from licensing its technologies and solutions to customers within the Pay-TV, Consumer Electronics, Connected Car and Media Platform product categories. Refer to Part I, Item 1 of this Form 10-K for detailed information regarding these product categories.

Pay-TV

Customers within the Pay-TV category are primarily multi-channel video service providers, consumer electronics ("CE") manufacturers, and end consumers. Revenue in this category is primarily derived from licensing the Company's Pay-TV solutions, including Electronic Program Guides, TiVo video-over-broadband ("IPTV") Solutions, Personalized Content Discovery and enriched Metadata.

For these solutions, the Company generally provides on-going media or data delivery, either via on-premise licensed software, hosting or access to its platform. The Company generally receives fees on a per-subscriber per-month basis or as a monthly fee, and revenue is recognized during the month in which the solutions are provided to the customer. For most of the on-premise licensed software arrangements, substantially all functionality is obtained through the Company's frequent updating of the technology, data and content. In these instances, the Company typically has a single performance obligation related to these ongoing activities in the underlying arrangement, and revenue is generally recognized over the period the solution is provided. Hosted solutions and access to our platform is considered a single performance obligation with revenue being recognized over the period the solution is provided. In the case of certain minimum guarantee or fixed fee on-premise licensed software arrangements, revenue is recognized immediately upon the delivery of the licensed technology.

Consumer Electronics

The Company licenses its audio technologies to CE manufacturers or their supply chain partners.

The Company generally recognizes royalty revenue from licenses based on units shipped or manufactured. Revenue is recognized in the period in which the customer's sales or production are estimated to have occurred. This may result in an adjustment to revenue when actual sales or production are subsequently reported by the customer, generally in the month or quarter following sales or production. Estimating customers' quarterly royalties prior to receiving the royalty reports requires the Company to make significant assumptions and judgments related to forecasted trends and growth rates used to estimate quantities shipped or manufactured by customers, which could have a material impact on the amount of revenue it reports on a quarterly basis.

Certain customers enter into fixed fee or minimum guarantee agreements, whereby customers pay a fixed fee for the right to incorporate the Company's technology in the customer's products over the license term. In arrangements with a minimum guarantee, the fixed fee component corresponds to a minimum number of units or dollars that the customer must produce or pay, with additional per-unit fees for any units or dollars exceeding the minimum. The Company generally recognizes the full fixed fee as revenue at the beginning of the license term when the customer has the right to use the technology and begins to benefit from the license. If applicable, revenue is recognized net of the effect of any significant financing components calculated using customer-specific, risk-adjusted lending rates, with the related interest income being recognized over time on an effective rate basis. For minimum guarantee agreements where the customer exceeds the minimum, the Company recognizes revenue relating to any additional per-unit fees in the periods it estimates the customer will exceed the minimum and adjusts the revenue based on actual usage once that is reported by the customer.

Connected Car

The Company licenses its digital radio solutions, automotive infotainment and related offerings to automotive manufacturers or their supply chain partners.

The Company generally recognizes royalty revenue from these licenses based on units shipped or manufactured, similar to the revenue recognition described above in "Consumer Electronics". Certain customers may enter into fixed fee or minimum guarantee agreements, also similar to the revenue recognition described above in "Consumer Electronics". Automotive infotainment and related revenue is generally recognized over time as the customer obtains access to the solutions and underlying data.

Media Platform

The Company generates revenue from advertising, TV viewership data, metadata for ad measurement and programming analytics, and licensing of the core middleware solutions.

Advertising revenue is generally recognized when the related advertisement is delivered. TV viewership data revenue is generally recognized over time as the customer obtains the underlying data. Metadata for ad measurement and programming analytics is generally recognized over time as the customer obtains the scheduled data. License revenue for the core middleware solutions is generally recognized either on a per-unit royalty or a minimum guarantee or fixed fee basis, similar to *"Consumer Electronics"* described in the section above.

Hardware Products, Services and Settlements/Recoveries

The Company sold hardware products, primarily to end consumers, within the Pay-TV and Consumer Electronics product categories. Hardware product revenue was generally recognized when the promised product was delivered.

The Company also generates non-recurring engineering ("NRE") revenue within all of its product categories. The Company recognizes NRE revenue as progress is made toward completion, generally using an input method based on the ratio of costs incurred to date to total estimated costs of the project.

Revenue from each of advertising, NRE services, and hardware products was less than 10% of total revenue for all periods presented.

The Company actively monitors and enforces its technology licenses, including seeking appropriate compensation from customers that have under-reported royalties owed under a license agreement and from third parties that utilize the Company's technologies without a license. As a result of these activities, the Company may, from time to time, recognize revenue from periodic compliance audits of licensees for underreporting royalties incurred in prior periods, or from settlement of license disputes. These settlements and recoveries may cause revenue to be higher than expected during a particular reporting period and such settlements and recoveries may not occur in subsequent periods. The Company recognizes revenue from settlements and recoveries when a binding agreement has been executed or a revised royalty report has been received and the Company concludes collection is probable.

Disaggregation of Revenue

The Company's revenue that is recognized over time consists primarily of per unit royalties, per-subscriber per-month or monthly license fees, single performance obligations satisfied over time, and NRE services. Revenue that is recognized at a

point in time consists primarily of fixed fee or minimum guarantee licensing contracts, advertising, hardware products, and settlements/recoveries.

The following table summarizes revenue by timing of recognition (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Recognized over time	$ 320,219	$ 362,713	$ 410,865
Recognized at a point in time	127,886	130,975	110,469
Total revenue	$ 448,105	$ 493,688	$ 521,334

The following table summarizes revenue by product category (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Pay-TV	$ 205,734	$ 259,712	$ 244,708
Consumer Electronics	77,587	81,993	132,355
Connected Car	124,339	111,144	94,864
Media Platform	40,445	40,839	49,407
Total revenue	$ 448,105	$ 493,688	$ 521,334

The following table summarizes revenue by geographic location (in thousands):

	Year Ended December 31,					
	2025		2024		2023	
	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	Percentage of Revenue
U.S. and Canada [(1)]	$ 233,481	52%	$ 256,345	52%	$ 293,849	56%
Asia Pacific	143,231	32	150,654	31	152,248	29
Europe, Middle East and Africa	43,329	10	46,442	9	41,113	8
Other	28,064	6	40,247	8	34,124	7
Total revenue	$ 448,105	100%	$ 493,688	100%	$ 521,334	100%

(1) For the year ended December 31, 2025, 2024, and 2023, the Company recognized $206.3 million, $237.8 million, and $268.0 million of revenue from the U.S., which represented 46%, 48%, and 51% of total revenue for the respective periods.

A significant portion of the Company's revenue is derived from licensees headquartered outside of the U.S., principally in Asia Pacific and Europe, the Middle East and Africa. Japan, which is part of Asia Pacific, contributed a significant amount of revenue, as shown in the following table (in thousands):

	Year Ended December 31,					
	2025		2024		2023	
	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	Percentage of Revenue
Japan	$ 73,869	16%	$ 80,773	16%	$ 83,138	16%

No individual country in Europe, Middle East and Africa and other regions accounted for 10% or more of total revenue in all periods presented.

Contract Balances

Contract Assets

A contract asset represents a right to consideration that is conditional upon factors other than the passage of time. Contract assets primarily consist of unbilled contracts receivable that are expected to be received from customers in future periods, where revenue is recognized upon the completion of performance obligations, but in advance of billings. The amount of

unbilled contracts receivable may not exceed their net realizable value and is classified as noncurrent if the amounts are expected to be invoiced more than one year from the reporting date.

Contract Liabilities

Contract liabilities are mainly comprised of deferred revenue, which arises when cash payments are received in advance of performance obligations being satisfied. Deferred revenue generally consists of prepaid licenses or other fees for which the Company is paid in advance while the promised good or service is transferred to the customer at a future date or over time.

The following table presents additional revenue disclosures (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Revenue recognized in the period from:			
Amounts included in deferred revenue at the beginning of the period	$ 23,690	$ 25,202	$ 20,620
Performance obligations satisfied in previous periods (true ups, recoveries, and settlements) [1]	$ 1,666	$ 9,999	$ 11,863

(1) True ups represent the differences between the Company's quarterly estimates of per-unit royalty revenue and actual production/sales-based royalties reported by licensees that are generally received in the following period, and may include other changes in estimates. Recoveries represent corrections or revisions to previously reported per-unit royalties by licensees, generally resulting from the Company's inquiries or compliance audits. Settlements represent resolutions of disputes or litigation during the period for past royalties owed.

Remaining Performance Obligations

Remaining performance obligations represent contracted revenue that has not yet been recognized. As of December 31, 2025, the Company's remaining performance obligations and the period over which they are expected to be recognized were as follows (in thousands):

Year Ending December 31:	Amounts
2026	$ 63,275
2027	27,038
2028	15,872
2029	10,033
2030	7,153
Thereafter	152
Total	$ 123,523

Allowance for Credit Losses

The following table presents the activity in the allowance for credit losses for the years ended December 31, 2025, 2024, and 2023 (in thousands):

	Year Ended December 31,					
	2025		2024		2023	
	Accounts Receivable	Unbilled Contracts Receivable	Accounts Receivable	Unbilled Contracts Receivable	Accounts Receivable	Unbilled Contracts Receivable
Beginning balance	$ 946	$ 499	$ 1,906	$ 190	$ 1,950	$ 369
Provision for credit losses	2,221	664	(172)	308	497	52
Recoveries/charge-off	(319)	(12)	(788)	1	(541)	(231)
Balance at end of period	$ 2,848	$ 1,151	$ 946	$ 499	$ 1,906	$ 190

NOTE 4 – COMPOSITION OF CERTAIN FINANCIAL STATEMENT CAPTIONS

Prepaid expenses and other current assets consisted of the following (in thousands):

	December 31,	
	2025	2024
Prepaid expenses	$ 14,286	$ 21,027
Prepaid income taxes	7,401	8,295
Finished goods inventory	—	1,061
Other	1,944	2,105
Total	$ 23,631	$ 32,488

Property and equipment, net consisted of the following (in thousands):

	December 31,	
	2025	2024
Computer equipment and software	$ 54,840	$ 54,737
Capitalized internal-use software	38,699	23,384
Office equipment and furniture	10,470	10,773
Building	17,876	17,876
Land	5,300	5,300
Leasehold improvements	10,810	10,778
Construction in progress	1,325	1,979
Total property and equipment	139,320	124,827
Less: accumulated depreciation and amortization[(1)]	(87,394)	(80,354)
Property and equipment, net	$ 51,926	$ 44,473

(1) Includes $11.3 million and $4.1 million as of December 31, 2025 and 2024, respectively, of accumulated amortization associated with capitalized internal-use software.

Due to the global downsizing of its real estate footprint, the Company vacated a number of its leased office facilities, resulting in the impairment of the leasehold improvements completed at those facilities. There was no impairment of leasehold improvements for the year ended December 31, 2025. For the years ended December 31, 2024 and 2023, the Company recorded impairment charges of $0.6 million and $0.4 million, respectively. See Note 10—*Leases* for more detail.

The following table summarizes the capitalization and amortization of internal-use software for the years ended December 31, 2025, 2024 and 2023 (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Costs capitalized associated with internal-use software	$ 15,465	$ 12,160	$ 5,933
Amortization of capitalized internal-use software	7,241	2,547	1,503

Accrued liabilities consisted of the following (in thousands):

	December 31,	
	2025	2024
Employee compensation and benefits	$ 38,125	$ 33,360
Accrued expenses	15,442	16,108
Current portion of operating lease liabilities	8,858	15,353
Accrued income taxes	5,913	6,259
Accrued rebates and other payments to customers	3,914	4,289
Third-party royalties	3,300	5,171
Accrued other taxes	1,889	8,370
Other	4,719	5,510
Total	$ 82,160	$ 94,420

NOTE 5 – FINANCIAL INSTRUMENTS

Non-marketable Equity Securities

As of December 31, 2025 and 2024, other noncurrent assets included equity securities accounted for under the equity method with a carrying amount of $4.7 million. No impairments to the carrying amount of the Company's non-marketable equity securities were recognized in the years ended December 31, 2025, 2024, and 2023.

Derivatives Instruments

The Company uses a foreign exchange hedging strategy to hedge local currency expenses and reduce variability associated with anticipated cash flows. The Company's derivative financial instruments consist of foreign currency forward contracts. The maturities of these instruments are generally less than twelve months. Fair values for derivative financial instruments are based on prices computed using third-party valuation models. All the significant inputs to the third-party valuation models are observable in active markets. Inputs include current market-based parameters such as forward rates, yield curves, and credit default swap pricing.

Cash Flow Hedges

The Company designates certain foreign currency forward contracts as hedging instruments pursuant to ASC 815, *Derivatives and Hedging*. The effective portion of the gain or loss on the derivatives are reported as a component of accumulated other comprehensive loss ("AOCL") in stockholders' equity and reclassified into earnings in the consolidated statements of operations in the period upon which the hedged transactions are settled.

The notional and fair values of all derivative instruments were as follows (in thousands):

		December 31,	
	Location in Balance Sheet	**2025**	**2024**
Derivative instruments designated as cash flow hedges:			
Fair value—foreign exchange contract liabilities, net amount	Accrued liabilities	$ 257	$ 1,858
Notional value held to buy U.S. dollars in exchange for other currencies		$ 8,196	$ 5,074
Notional value held to sell U.S. dollars in exchange for other currencies		$ 66,476	$ 57,329

All of the Company's derivative financial instruments are eligible for netting arrangements that allow the Company and its counterparty to net settle amounts owed to each other. Derivative assets and liabilities that can be net settled under these arrangements have been presented in the Company's consolidated balance sheets on a net basis.

The gross amounts of the Company's foreign currency forward contracts and the net amounts recorded in the Company's consolidated balance sheets were as follows (in thousands):

	December 31,	
	2025	**2024**
Gross amount of recognized assets	$ 1,009	$ 173
Gross amount of recognized liabilities	(1,266)	(2,031)
Net liabilities	$ (257)	$ (1,858)

The changes in AOCL related to the cash flow hedges consisted of the following (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Beginning balance	$ (1,858)	$ 1,034	$ (94)
Other comprehensive gain (loss) before reclassification	2,175	(2,107)	1,190
Amounts reclassified from accumulated other comprehensive loss into net loss	(574)	(785)	(62)
Net current period other comprehensive gain (loss)	1,601	(2,892)	1,128
Ending balance	$ (257)	$ (1,858)	$ 1,034

The following table summarizes the gains recognized upon settlement of the hedged transactions in the consolidated statement of operations for the years ended December 31, 2025, 2024 and 2023 (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Research and development	$ 842	$ 690	$ 841
Selling, general and administrative	67	74	192
Total	$ 909	$ 764	$ 1,033

Undesignated Derivatives

For derivatives that were not designated as hedge instruments, they were measured and reported at fair value as a derivative asset or liability in the consolidated balance sheets with their corresponding changes in the fair value recognized as gains or losses in interest and other income, net in the consolidated statements of operations. These instruments were all re-designated as foreign currency cash flow hedges in July 2023.

NOTE 6 – FAIR VALUE

The Company follows the authoritative guidance for fair value measurement and the fair value option for financial assets and financial liabilities. The Company carries its financial instruments at fair value with the exception of its note receivable, deferred consideration from divestitures, short-term debt, and long-term debt. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability, or an exit price, in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The established fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets.

Level 2 Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

When applying fair value principles in the valuation of assets and liabilities, the Company is required to maximize the use of quoted market prices and minimize the use of unobservable inputs. The Company calculates the fair value of its Level 1 and Level 2 instruments based on the exchange traded price of similar or identical instruments, where available, or based on other observable inputs.

The Company's derivative financial instruments (as described in Note 5—*Financial Instruments*), consisting of foreign currency forward contracts, are reported at fair value on a recurring basis and classified as Level 2.

Financial Instruments Not Recorded at Fair Value

The following table presents the fair value hierarchy for the Company's assets and liabilities recorded at their carrying amount, bur for which the fair value is disclosed (in thousands):

	December 31,			
	2025		2024	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets:				
Note receivable, noncurrent	$ 31,928	$ 33,112	$ 29,702	$ 28,223
Deferred consideration from divestitures[(1)]	19,895	23,218	18,217	18,342
Total assets	$ 51,823	$ 56,330	$ 47,919	$ 46,565
Liabilities:				
Senior Unsecured Promissory Note	$ —	$ —	$ 50,000	$ 50,000
AR Facility	$ 40,000	$ 40,000	$ —	$ —

(1) Includes $11.9 million as of December 31, 2025 of the net carrying amount of the holdback consideration from the Perceive Transaction (as described in Note 7—*Divestitures*), which approximates its associated fair value and is classified as current in the consolidated balance sheets.

The fair value of the note receivable, including accrued interest, and the deferred consideration resulting from the AutoSense Divestiture and the Perceive Transaction were estimated based on an income and market approach with valuation inputs such as the U.S. Treasury constant maturity yields, comparable bond yields, and credit spreads over the term of the same or similarly issued instruments. They are classified within Level 2 of the fair value hierarchy.

Debt is classified within Level 2 of the fair value hierarchy. As of December 31, 2025, long-term debt included the AR Facility (as defined in Note 9—*Debt and Receivables Securitization*) with a floating interest rate based on market conditions. As of December 31, 2024, short-term debt included the senior unsecured promissory note. The carrying amounts of these two debt instruments approximated their respective fair values. Refer to Note 9—*Debt and Receivables Securitization* for additional information on these two debt instruments.

NOTE 7 – DIVESTITURES

AutoSense In-cabin Safety Business and Related Imaging Solutions

In December 2023, the Company entered into a definitive agreement with Tobii in connection with the AutoSense Divestiture. The AutoSense Divestiture represented a 100% equity sale transaction of two of the Company's wholly-owned subsidiaries and was expected to streamline the Company's business to further focus its business on entertainment-related products and services.

In January 2024, the AutoSense Divestiture was completed for total consideration of $44.3 million, comprised of $10.8 million of cash, a note receivable from Tobii (the "Tobii Note") of $27.7 million, and deferred consideration (as described under Deferred Consideration below) totaling $15.0 million, which was estimated to have a fair value of $5.8 million based on a present value factor as of January 31, 2024. The $10.8 million of cash included in the total consideration represents the cash balance that was transferred to Tobii upon completion of the AutoSense Divestiture to support operations during the transition and was subsequently returned to the Company, and as such, this amount is included in the assets sold as of January 31, 2024 and in the total consideration received. In addition, there may be potential earnout payments (as described under *Contingent Consideration* below) payable in 2031, contingent upon the future success of the divested AutoSense in-cabin safety business.

In connection with the AutoSense Divestiture, the Company also recorded a liability of $7.1 million for potential indemnification of certain pre-closing date matters.

As of January 31, 2024, the Company derecognized the carrying amounts of the following assets and liabilities (in thousands):

	January 31, 2024		
	Current	Noncurrent	Total
Assets:			
Cash and cash equivalents	$ 11,025	$ —	$ 11,025
Accounts receivable, net	3,392	—	3,392
Unbilled contracts receivable, net	1,398	5,320	6,718
Prepaid expenses and other current assets	812	—	812
Property and equipment, net	—	2,291	2,291
Operating lease right-of-use assets	—	3,272	3,272
Other noncurrent assets	—	2,887	2,887
Total assets held for sale [1]	$ 16,627	$ 13,770	$ 30,397
Liabilities:			
Accounts payable	$ 248	$ —	$ 248
Accrued liabilities	4,933	—	4,933
Deferred revenue	1,114	—	1,114
Operating lease liabilities, noncurrent	—	2,708	2,708
Other noncurrent liabilities	—	7,064	7,064
Total liabilities held for sale	$ 6,295	$ 9,772	$ 16,067
Net assets held for sale	$ 10,332	$ 3,998	$ 14,330

(1) Total assets held for sale also included certain fully amortized finite-lived intangible assets with an original cost of $35.2 million.

Upon the completion of the AutoSense Divestiture, the Company recognized a pre-tax gain of $22.9 million.

The AutoSense Divestiture did not represent a strategic shift that would have a major effect on the Company's consolidated results of operations, and therefore, its results of operations were not reported as discontinued operations.

Note Receivable from Tobii AB

The Tobii Note, with a fixed interest rate of 8% per annum, matures on April 1, 2029 and is payable in three annual installments. Tobii may, at any time and on any one or more occasions, prepay all or any portion of the outstanding principal amount, along with accrued interest, without any penalty. In the event of default, an additional interest of 2% per annum may be applied to the outstanding balance of the Tobii Note, and the Company has the right to demand full or partial payment on the outstanding balance with unpaid interest.

The Tobii Note is secured by a floating lien and security interest in certain of Tobii's assets, rights, and properties, and contains customary affirmative and negative covenants including the restrictions on incurring certain indebtedness, and certain change of control and asset sale events, but does not include any financial covenants.

The Tobii Note has the following scheduled principal repayments (in thousands):

Date of Principal Payment:	Amount
April 1, 2027	$ 10,000
April 1, 2028	10,000
April 1, 2029	7,676
Total principal payments	$ 27,676

The Company elected to present accrued interest within the carrying amount of note receivable, noncurrent, in the consolidated balance sheets. The carrying amount of the Tobii Note is as follows (in thousands):

	December 31, 2025	December 31, 2024
Outstanding principal amount	$ 27,676	$ 27,676
Add: interest accrued to date	4,252	2,026
Carrying amount—note receivable, noncurrent	$ 31,928	$ 29,702

For the years ended December 31, 2025 and 2024, the Company recognized interest income of $2.2 million and $2.0 million, respectively.

Deferred Consideration

The deferred consideration consists of guaranteed future cash payments, which are scheduled to be made by Tobii in four annual payments as follows (in thousands):

Date of Payment:	Amount
February 15, 2028	$ 3,000
February 15, 2029	2,250
February 15, 2030	4,500
February 15, 2031	5,250
Total future payments	$ 15,000

At the closing date of the Tobii Note, there was $9.2 million of discount on the deferred consideration to be accreted as interest income up to the date of the final payment. For the years ended December 31, 2025 and 2024, the Company accreted $1.2 million and $1.0 million of the discount as interest income, respectively.

The net carrying amount of the deferred consideration is as follows (in thousands):

	December 31, 2025	December 31, 2024
Total deferred consideration	$ 15,000	$ 15,000
Less: unamortized discount on deferred consideration	(6,985)	(8,197)
Net carrying amount	$ 8,015	$ 6,803

Contingent Consideration

The earnout represents potential incremental cash consideration, and the payment is contingent upon the achievement of certain targeted shipments, between January 1, 2024 and December 31, 2030, of qualified automotive products featuring the AutoSense in-cabin safety technology and the related imaging solutions.

At the closing date of the AutoSense Divestiture, the Company elected to apply the gain contingency guidance under ASC 450—*Contingencies*, as it could not reasonably estimate shipment amounts. As a result, the Company deferred the recognition of the contingent consideration until it becomes realized or realizable.

Perceive Corporation

In August 2024, the Company and one of its subsidiaries, Perceive ("Seller"), of which the Company owned approximately 76.4% of the equity interests, entered into an Asset Purchase Agreement with Amazon.com Services LLC ("Buyer") pursuant to which Buyer has agreed to purchase and assume from Seller substantially all the assets and certain liabilities of Seller for $80.0 million in cash, including a holdback of $12.0 million to be held for 18 months after the closing of the transaction to secure the Company's and Seller's indemnification obligations (the "Perceive Transaction"). The Perceive Transaction was subsequently completed in October 2024.

The Perceive Transaction did not represent a strategic shift that would have a major effect on the Company's consolidated results of operations, and therefore, its results of operations were not reported as discontinued operations.

As of October 2, 2024, the Company derecognized the carrying amounts of the following assets and liabilities (in thousands):

	October 2, 2024		
	Current	Noncurrent	Total
Assets:			
Prepaid expenses and other current assets	$ 1,306	$ —	$ 1,306
Property and equipment, net	—	95	95
Operating lease right-of-use assets	—	72	72
Other noncurrent assets	—	4	4
Total assets held for sale	$ 1,306	$ 171	$ 1,477
Liabilities:			
Accrued liabilities	67	—	67
Operating lease liabilities, noncurrent	—	6	6
Total liabilities held for sale	$ 67	$ 6	$ 73
Net assets held for sale	$ 1,239	$ 165	$ 1,404

Upon the completion of the Perceive Transaction in October 2024, the Company recognized a pre-tax gain of $77.9 million, of which $59.5 million was attributable to the Company.

Holdback Consideration

Upon the completion of the Perceive Transaction, the holdback consideration of $12.0 million was estimated to have a then fair value of $11.3 million, resulting in a discount of $0.7 million. For the year ended December 31, 2025, discount accreted as interest income was $0.5 million, whereas it was insignificant in the year ended December 31, 2024.

The net carrying amount of the holdback consideration is as follows (in thousands):

	December 31,	
	2025	2024
Holdback consideration	$ 12,000	$ 12,000
Less: unamortized discount on holdback consideration	(120)	(586)
Net carrying amount	$ 11,880	$ 11,414

NOTE 8 – INTANGIBLE ASSETS, NET

Identified intangible assets consisted of the following (in thousands):

		December 31, 2025		
	Weighted-Average Remaining Useful Life (in years)	Gross Amount	Accumulated Amortization	Net Carrying Value
Finite-lived intangible assets				
Acquired patents	4.2	$ 17,281	$ (7,896)	$ 9,385
Existing technology / content database	3.4	219,919	(202,295)	17,624
Customer contracts and related relationships	3.4	493,685	(413,461)	80,224
Trademarks/trade name	1.5	39,313	(39,064)	249
Non-compete agreements		3,101	(3,101)	—
Total finite-lived intangible assets		773,299	(665,817)	107,482
Indefinite-lived intangible assets:				
TiVo tradename/trademarks	N/A	21,400	—	21,400
Total intangible assets		$ 794,699	$ (665,817)	$ 128,882

	Weighted-Average Remaining Useful Life (in years)	December 31, 2024		
		Gross Amount	Accumulated Amortization	Net Carrying Value
Finite-lived intangible assets				
Acquired patents	5.2	$ 17,281	$ (5,687)	$ 11,594
Existing technology / content database	4.0	219,912	(194,041)	25,871
Customer contracts and related relationships	4.4	493,685	(389,251)	104,434
Trademarks/trade name	2.5	39,313	(38,898)	415
Non-compete agreements		3,101	(3,101)	—
Total finite-lived intangible assets		773,292	(630,978)	142,314
Indefinite-lived intangible assets:				
TiVo tradename/trademarks	N/A	21,400	—	21,400
Total intangible assets		$ 794,692	$ (630,978)	$ 163,714

As of December 31, 2025, the estimated future amortization expense of finite-lived intangible assets was as follows (in thousands):

Year Ending December 31:	Amounts
2026	$ 31,508
2027	30,666
2028	30,328
2029	14,342
2030	584
Thereafter	54
Total amortization	$ 107,482

NOTE 9 – DEBT AND RECEIVABLES SECURITIZATION

Vewd Promissory Note

In connection with the acquisition of Vewd Software Holdings Limited ("Vewd") on July 1, 2022, the Company issued a senior unsecured promissory note (the "Promissory Note") to the sellers of Vewd in a principal amount of $50.0 million. Indebtedness outstanding under the Promissory Note bears an interest rate of 6.00% per annum, payable in cash on a quarterly basis. The Promissory Note matured on July 1, 2025, but the Company was permitted to prepay all of the outstanding principal amount at any time, plus accrued and unpaid interest without any premium or penalty.

The Promissory Note included certain covenants that restricted the Company and each guarantor's ability to, among other things, incur certain indebtedness or engage in any material line of business substantially different from those lines of business conducted by the Company on the closing date of the acquisition. The Promissory Note did not contain any financial covenants.

The outstanding principal amount of $50.0 million on the Promissory Note was classified as current as of December 31, 2024. In February 2025, the Company repaid the full outstanding principal along with accrued interest, with $40.0 million of net loan proceeds from the AR Facility with PNC (as described below) and the remainder with cash on hand.

PNC AR Facility

In February 2025, the Company entered into a Receivables Financing Agreement (the "RFA") to establish an AR Facility with PNC. Under the AR Facility, the Originators agreed to periodically transfer and sell their trade receivables such as accounts receivable and unbilled contracts receivable, along with all related rights to Xperi SPV LLC ("Xperi SPV"), the Company's special purpose subsidiary, while the Company manages the associated collection and administrative responsibilities. Xperi SPV then borrows funds from PNC from time to time, secured by liens on the trade receivables.

Once sold to Xperi SPV, the Originators have no continuing involvement in the transferred trade receivables. Further, the transferred trade receivables are no longer available to satisfy any outstanding debt owed to creditors of the Company or the Originators.

The maximum amount potentially available to borrow, based on the eligibility of the trade receivables, is $55.0 million. Interest on the outstanding balance is accrued at the sum of the (i) monthly Term SOFR Rate (as defined in the RFA) and (ii) 1.90%. Additional interest of 0.50% is accrued on the unused borrowing limit. Interest is payable on a monthly basis. The AR Facility matures on February 21, 2028, unless terminated earlier pursuant to its terms. Repayment of the outstanding principal is due at maturity; however, the Company may prepay all of the outstanding principal at any time, plus accrued and unpaid interest, without any premium or penalty. If, at any time, the aggregate outstanding principal exceeds the eligibility limit of the receivables, the Company is required to repay the excess amount borrowed immediately.

In February 2025, the Company borrowed $40.0 million under the AR Facility, which remained outstanding as of December 31, 2025. In December 2025, the Company repaid $1.1 million of the outstanding principal as the aggregate outstanding principal at the time temporarily exceeded the eligibility limit of the receivables and subsequently drew down the same amount. As of December 31, 2025, accounts receivable and unbilled contracts receivable totaling $127.0 million were included in the balance sheet of Xperi SPV and pledged as collateral against the borrowing.

The Company capitalized fees incurred to establish the securitization program of $1.2 million, which are amortized on a straight-line basis over the commitment term of three years. Fees amortized were $0.4 million for the year ended December 31, 2025, and recognized under "interest expense—debt" in the consolidated statements of operations.

The AR Facility contains customary covenants included in debt arrangements, and certain liquidity and related covenants involving various types of financial performance measures such as liquidity ratio, default ratio, dilution ratio, delinquency ratio, and days sales outstanding. Subject in some cases to cure periods, amounts outstanding under the RFA may be accelerated for customary events of default including, but not limited to, the failure to make payments or deposits when due, borrowing base deficiencies, and the failure to observe or comply with any covenant. The Company was in compliance with all covenants as of December 31, 2025.

Total interest expense for debt was $3.0 million for each of the years ended December 31, 2025, 2024, and 2023.

NOTE 10 – LEASES

The Company leases office and research facilities, data centers and office equipment under operating leases with various expiration dates through 2032. Certain leases offer the option to renew and to terminate before the expiration date. Leases with an initial term of 12 months or less are not recognized on the balance sheets; expense for these leases is recognized on a straight-line basis over the lease term. Variable lease payments are expensed as incurred and are not considered when evaluating the ROU assets and lease liabilities.

The Company subleases certain real estate to third parties. The sublease portfolio consists of operating leases for previously exited office space. Certain subleases include variable payments for operating costs. The subleases are generally co-terminus with the head lease, or shorter. Subleases generally do not include any residual value guarantees or restrictions or covenants imposed by the leases. Income from subleases is recognized as a reduction to selling, general and administrative expenses.

Due to factors such as changes in how certain office facilities were being used, significant decrease in the expected market price associated with the leased facilities, and expected delays in the ability to sublease vacated office spaces, the Company impaired certain ROU assets. There was no impairment of ROU assets for the year ended December 31, 2025. Impairment charges of $1.5 million and $1.7 million were recorded in the years ended December 31, 2024 and 2023, respectively, to reduce the carrying amount of certain ROU assets, including the related leasehold improvements.

The components of operating lease costs were as follows (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Fixed lease cost [1]	$ 16,631	$ 16,966	$ 20,306
Variable lease cost	4,655	4,164	5,130
Less: sublease income	(8,609)	(8,192)	(9,896)
Total operating lease cost	$ 12,677	$ 12,938	$ 15,540

(1) Includes short-term leases expensed on a straight-line basis.

The following table presents supplemental cash flow information arising from lease transactions (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Cash payments included in the measurement of operating lease liabilities	$ 16,502	$ 17,669	$ 19,968
ROU assets obtained in exchange for lease obligations	$ 11,475	$ 5,975	$ 11,563

The weighted-average remaining term of the Company's operating leases and the weighted-average discount rate used to measure the present value of the operating lease liabilities are as follows:

	December 31,	
	2025	2024
Weighted-average remaining lease term (in years)	4.4	2.9
Weighted-average discount rate	6.9%	5.5%

Future minimum lease payments and related lease liabilities as of December 31, 2025 were as follows (in thousands):

	Operating Lease Payments (1)	Sublease Income	Net Operating Lease Payments
2026	$ 10,662	$ (1,563)	$ 9,099
2027	8,591	(368)	8,223
2028	5,981	(379)	5,602
2029	3,906	(291)	3,615
2030	2,404	—	2,404
Thereafter	3,879	—	3,879
Total lease payments	35,423	$ (2,601)	$ 32,822
Less: imputed interest	(5,078)		
Present value of operating lease liabilities	$ 30,345		
Less: operating lease liabilities, current portion	(8,858)		
Noncurrent operating lease liabilities	$ 21,487		

(1) Future minimum lease payments exclude short-term leases as well as payments to landlords for variable common area maintenance, insurance and real estate taxes.

NOTE 11 – COMMITMENTS AND CONTINGENCIES

Unconditional Purchase Obligations

In the ordinary course of business, the Company enters into contractual agreements with third parties that include non-cancelable payment obligations, for which it is liable in future periods. These arrangements primarily include unconditional purchase obligations to service providers. Total future unconditional purchase obligations as of December 31, 2025 were as follows (in thousands):

Year Ending December 31:		Amounts
2026	$	58,154
2027		27,368
2028		11,447
2029		10,023
2030		7,990
Thereafter		6,060
Total	$	121,042

Indemnifications

In the normal course of business, the Company provides indemnifications of varying scopes and amounts to certain of its licensees, customers, and business partners against claims made by third parties arising from the use of the Company's products, intellectual property, services, or technologies. The Company cannot reasonably estimate the possible range of losses that may be incurred pursuant to its indemnification obligations, if any. Variables affecting any such assessment include, but are not limited to: the scope of the contractual indemnification obligation; the nature of the third party claim asserted; the relative merits of the third party claim; the financial ability of the third party claimant to engage in protracted litigation; the number of parties seeking indemnification; the nature and amount of damages claimed by the party suing the indemnified party; and the willingness of such party to engage in settlement negotiations. The Company has received requests for indemnification, but to date none has been material, and no liability has been recorded in the Company's financial statements.

As permitted under Delaware law, the Company has agreements whereby it indemnifies its officers and directors for certain events or occurrences while the officer or director is, or was, serving at the Company's request in such capacity. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company believes, given the absence of any such payments in the Company's history, and the estimated low probability of such payments in the future, that the estimated fair value of these indemnification agreements is not material. In addition, the Company has directors' and officers' liability insurance coverage that is intended to reduce its financial exposure and may enable the Company to recover any payments under the indemnification agreements, should they occur.

Contingencies

The Company and its subsidiaries have been involved in litigation matters and claims in the normal course of business. In the past, the Company or its subsidiaries have litigated to enforce their respective patents and other intellectual property rights, to enforce the terms of license agreements, to determine infringement or validity of intellectual property rights, and to defend themselves or their customers against claims of infringement or breach of contract. The Company expects it or its subsidiaries will be involved in similar legal proceedings in the future, including proceedings to ensure proper and full payment of royalties by licensees under the terms of their license agreements. Accruals for loss contingencies are recognized when a loss is probable, and the amount of such loss can be reasonably estimated.

An adverse decision in any legal actions could result in a loss of the Company's proprietary rights, subject the Company to significant liabilities, require the Company to seek licenses from others, limit the value of the Company's licensed technology or otherwise negatively impact the Company's stock price or its business and consolidated financial results. Although considerable uncertainty exists, the Company does not anticipate that the disposition of any of these matters will have a material effect on its business or consolidated financial statements.

NOTE 12 – NET LOSS PER SHARE ATTRIBUTABLE TO THE COMPANY

Basic net loss per share attributable to the Company is computed by dividing the net loss attributable to the Company by the number of weighted-average outstanding common shares in the period. Potentially dilutive common shares, such as common shares issuable upon vesting of restricted stock awards and units and shares purchased under the Employee Stock Purchase Plan ("ESPP") are typically reflected in the computation of diluted net income per share by application of the treasury stock method. Due to the net losses reported, these potentially dilutive securities were excluded from the computation of diluted net loss per share, since their effect would be anti-dilutive.

The following table sets forth the computation of basic and diluted net loss per share attributable to the Company (in thousands, except per share amounts):

	Year Ended December 31,		
	2025	2024	2023
Numerator:			
Net loss attributable to the Company—basic and diluted	$ (56,339)	$ (14,008)	$ (136,613)
Denominator:			
Weighted-average number of shares used in computing net loss per share attributable to the Company—basic and diluted	45,869	45,057	43,012
Net loss per share attributable to the Company—basic and diluted	$ (1.23)	$ (0.31)	$ (3.18)

The following potentially dilutive shares were excluded from the calculation of diluted net loss per share because their effect would have been anti-dilutive for the periods presented (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Stock options	—	52	106
Restricted stock units	6,650	7,405	7,067
ESPP	77	60	81
Total	6,727	7,517	7,254

NOTE 13 – STOCKHOLDERS' EQUITY AND STOCK-BASED COMPENSATION

Equity Incentive Plan

Under the Xperi Inc. 2022 Equity Incentive Plan (the "2022 EIP"), the Company may grant equity-based awards to employees, non-employee directors, and consultants for services rendered to the Company (or any parent or subsidiary) in the form of stock options, restricted stock awards, RSUs, stock appreciation rights, dividend equivalents and performance awards, or any combination thereof. The 2022 EIP includes an automatic annual increase to its shares reserve on January 1 of each year as set forth in the plan document.

The vesting criteria for restricted stock units has historically been the passage of time or meeting certain performance-based objectives, and continued employment through the vesting period over three or four years for time-based awards or three years for performance-based awards.

As of December 31, 2025, there were approximately 5.2 million shares reserved for future grant under the 2022 EIP.

Employee Stock Purchase Plan

In October 2022, the Company adopted the Xperi Inc. 2022 Employee Stock Purchase Plan (as amended, the "2022 ESPP"), which originally provided consecutive overlapping 24-month offering periods, with four purchase periods that were generally six months in length, commencing on each December 1 and June 1 during the term of the 2022 ESPP. The 2022 ESPP was subsequently amended, and commencing December 1, 2023, the length of the offering periods was reduced from 24 months to 12 months and the employee's maximum participant contribution was reduced from 100% to 15% of the employee's after-tax base earnings and commissions up to the limit imposed by the Internal Revenue Service.

The change in the term of the offering period (as described above) was accounted for as a modification, where the original options to purchase shares were cancelled and concurrently replaced with new options from the 12-month offering period. There was no incremental compensation expense resulting from the modification. As of December 1, 2023, total compensation expense of $5.9 million was expected to be recognized by the Company, on a straight-line basis, over an accelerated term of 12 months.

The 2022 ESPP also includes a reset provision which is triggered if the fair market value per share of the Company's common stock on any purchase date during an offering period is less than the fair market value per share on the start date of any 12-month offering period. Upon occurrence of the reset, the existing offering period will automatically terminate and a new 12-month offering period will begin on the next business day.

The 2022 ESPP has experienced a number of offering period resets. Each reset is treated as a modification in accordance with ASC 718—*Stock Based Compensation*, with the incremental fair value recognized on a straight-line basis over the new 12-month offering period. A reset occurred in December 2025 and June 2024, resulting in an incremental fair value of $1.5 million and $2.0 million, respectively.

The following table summarizes information for shares purchased under the 2022 ESPP for the years ended December 31, 2025, 2024, and 2023 (amounts in thousands, except for weighted-average purchase price):

	Year Ended December 31,		
	2025	**2024**	**2023**
Shares issued under ESPP	1,041	1,076	1,337
Weighted-average purchase price	$ 5.74	$ 7.30	$ 8.92
Aggregate net proceeds from issuance	$ 5,974	$ 7,855	$ 11,927

As of December 31, 2025, there were approximately 1.5 million shares reserved for future grant under the 2022 ESPP.

The following table summarizes the valuation assumptions used in estimating the fair value of the 2022 ESPP for the offering periods in effect using the Black-Scholes option pricing model:

	Year Ended December 31,		
	2025	**2024**	**2023**
Expected life (years)	0.5 — 1.0	0.5 — 1.0	0.5 — 2.0
Risk-free interest rate	4.3% — 5.1%	4.3% — 5.4%	4.3% — 5.4%
Dividend yield	0.0%	0.0%	0.0%
Expected volatility	42.9% — 44.1%	44.4% — 45.6%	44.1% — 51.2%

The Company uses the Black-Scholes option pricing model to determine the estimated fair value of ESPP shares. The determinations of these assumptions are outlined below:

Expected life—The expected life is derived by the length of time from the grant date to each of the six-month purchase dates on which shares are purchased by the employees over the offering period of one year.

Volatility—Stock price volatility is based on the trading history of the Company's common stock over the expected life of the ESPP.

Risk-free interest rate—The risk-free interest rate assumption is based on the U.S. Treasury rate for issues, commensurate with the expected life.

Dividend yield—The Company does not expect to pay dividends in the foreseeable future.

Stock Options

The Company did not grant additional stock options during the year ended December 31, 2025. All outstanding stock options were fully vested and exercisable as of December 31, 2025, and were immaterial for financial statement disclosure purposes.

Restricted Stock Units

Information with respect to outstanding RSUs (including both time-based vesting and performance-based vesting) for the year ended December 31, 2025 is as follows (in thousands, except per share amounts):

	Number of Shares Subject to Time-based Vesting	Number of Shares Subject to Performance-based Vesting	Total Number of Shares	Weighted Averag e Grant Date Fair Value Per Share
Balance at December 31, 2024	5,258	2,147	7,405	$ 13.66
Granted	2,330	712	3,042	$ 8.22
Vested / released	(2,257)	(143)	(2,400)	$ 13.16
Canceled / forfeited	(712)	(685)	(1,397)	$ 17.75
Balance at December 31, 2025	4,619	2,031	6,650	$ 10.50

Performance-Based Awards

From time to time, the Company may grant PSUs to senior executives, certain employees, and consultants. The value and the vesting of such PSUs are generally linked to one or more performance goals or certain market conditions determined by the Company, in each case on a specified date or dates or over any period or periods determined by the Company and may range from zero to 200% of the grant. For PSUs subject to market conditions, the fair value per award is fixed at the grant date and the amount of compensation expense is not adjusted during the performance period regardless of changes in the level of achievement of the market condition.

In April 2023, the Company modified certain vesting conditions related to market-based PSUs granted in 2022, resulting in a total incremental compensation expense of $2.9 million, which was recognized over the remaining requisite service period through April 2025.

The Company uses the closing trading price of its common stock on the date of grant as the fair value of awards of RSUs and PSUs that are based on Company-designated performance targets. For PSUs that are based on market conditions, fair value is estimated by using a Monte Carlo simulation on the date of grant.

The following assumptions were used in the Monte Carlo simulation model to determine the fair value of the PSUs with market conditions that were granted during the period:

	Year Ended December 31,		
	2025	2024	2023
Expected life (years)	3.0	3.0	1.5 — 2.8
Risk-free interest rate	3.9%	4.2%	4.5% — 5.0%
Dividend yield	0.0%	0.0%	0.0%
Expected volatility	46.2%	43.9%	44.1% — 51.2%

Stock Repurchase Programs

In April 2024, the Company's Board of Directors (the "Board") authorized the repurchase of up to $100.0 million of its common stock (the "Program"). Under the Program, the Company may make repurchases, from time to time, through open market purchases, block trades, privately negotiated transactions, accelerated share repurchase transactions, or other means. The Company may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases under the Program. During the year ended December 31, 2024, the Company repurchased a total of approximately 2.2 million shares of common stock, at an average price of $9.23 per share for a total cost of $20.0 million. The shares repurchased were permanently retired. No expiration date has been specified for this Program.

There were no repurchases of common stock during the year ended December 31, 2025. As of December 31, 2025, the total remaining amount available for repurchase was $80.0 million. The Company may continue to execute authorized repurchases from time to time under the Program.

Stock-Based Compensation

Total stock-based compensation expense for the years ended December 31, 2025, 2024 and 2023 is as follows (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Cost of revenue, excluding depreciation and amortization of intangible assets	$ 3,385	$ 3,216	$ 3,466
Research and development	12,768	20,634	25,276
Selling, general and administrative	24,530	36,691	40,789
Total stock-based compensation expense	$ 40,683	$ 60,541	$ 69,531

Stock-based compensation expense categorized by award type for the years ended December 31, 2025, 2024 and 2023 is summarized in the table below (in thousands):

	Year Ended December 31,		
	2025	2024	2023
RSUs	$ 32,654	$ 41,516	$ 45,660
PSUs	5,370	14,283	18,519
ESPP	2,659	4,742	5,352
Total stock-based compensation expense	$ 40,683	$ 60,541	$ 69,531

As of December 31, 2025, unrecognized stock-based compensation expense related to unvested equity-based awards is as follows (amounts in thousands):

	December 31, 2025	
	Unrecognized Stock-Based Compensation	Weighted-Average Period to Recognize Expense (in years)
RSUs	$ 24,167	1.7
PSUs	5,932	1.7
ESPP	1,901	0.4
Total unrecognized stock-based compensation expense	$ 32,000	

NOTE 14 – INCOME TAXES

The components of income (loss) before taxes are as follows (in thousands):

	Year Ended December 31,		
	2025	2024	2023
U.S.	$ (75,233)	$ (31,758)	$ (142,447)
Foreign	34,616	43,337	12,801
(Loss) income before taxes	$ (40,617)	$ 11,579	$ (129,646)

The provision for income taxes consisted of the following (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Current:			
U.S. federal	$ (696)	$ 3,696	$ 1,398
Foreign	13,853	12,161	16,546
State and local	310	(476)	694
Total current	13,467	15,381	18,638
Deferred:			
U.S. federal	—	(10)	19
Foreign	2,318	(2,748)	(8,113)
State and local	(63)	(175)	(502)
Total deferred	2,255	(2,933)	(8,596)
Provision for income taxes	$ 15,722	$ 12,448	$ 10,042

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts for income tax purposes.

The amount of valuation allowance that was released due to the changes in circumstances that affect the realizability of deferred tax assets was immaterial for the year ended December 31, 2025, and $1.3 million for the year ended December 31, 2024.

Significant components of the Company's deferred tax assets and liabilities are as follows (in thousands):

	December 31,	
	2025	2024
Deferred tax assets:		
Loss carryforward	$ 25,977	$ 33,497
Research credits	24,207	14,998
Foreign tax credits	20,217	10,026
Accrued expenses	15,806	16,377
Fixed and intangible assets	1,703	6,216
Deferred revenue	9,007	9,768
Capitalized R&D	90,391	95,281
Lease liabilities	6,674	8,981
Other tax credits	—	2,378
Other	1,249	1,668
Gross deferred tax assets	195,231	199,190
Valuation allowance	(162,253)	(152,235)
Net deferred tax assets	32,978	46,955
Deferred tax liabilities:		
Fixed and intangible assets	(21,620)	(27,391)
ROU assets	(5,958)	(7,603)
Other	(1,547)	(6,224)
Gross deferred tax liabilities	(29,125)	(41,218)
Net deferred tax assets	$ 3,853	$ 5,737

The need for a valuation allowance requires an assessment of both positive and negative evidence when determining whether it is more-likely-than-not that deferred tax assets are recoverable. Such assessment is required on a jurisdiction-by-jurisdiction basis. In making such assessment, significant weight is given to evidence that can be objectively verified. After considering both positive and negative evidence to assess the recoverability of the Company's net deferred tax assets, the Company determined that it was not more-likely-than-not that it would realize its federal, certain state and certain foreign deferred tax assets. The Company intends to continue maintaining a valuation allowance on its federal deferred tax assets until there is sufficient evidence to support the reversal of all or some portion of these allowances. Release of the valuation allowance would result in the recognition of certain federal deferred tax assets and a decrease to income tax expense for the period the release is

recorded. The exact timing and amount of the valuation allowance release depends on the level of profitability that the Company is able to achieve.

As of December 31, 2025, the Company had recorded deferred tax assets for the tax effects of the following gross tax loss carryforwards (in thousands):

	Carry forward Amount	Years of Expiration
Federal	$ 24,742	2027—Indefinite
State (post-apportionment)	$ 113,555	2026—Indefinite

As of December 31, 2025, the Company had recorded deferred tax assets for the tax effects of the following gross capital loss carryforwards (in thousands):

	Carry forward Amount	Years of Expiration
Federal	$ 79,033	2029

As of December 31, 2025, the Company had the following credits available to reduce future income tax expense (in thousands):

	Carry forward Amount	Years of Expiration
Federal research and development credits	$ 15,709	2031—2045
State research and development credits	$ 22,530	Indefinite
Foreign tax credits	$ 20,217	2030—2035

The deferred tax asset valuation allowance and changes in the deferred tax asset valuation allowance consisted of the following (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Balance at beginning of period	$ 152,235	$ 157,595	$ 111,779
Charged (credited) to expenses	9,996	(5,051)	46,397
Charged (credited) to other accounts	22	(309)	(581)
Balance at end of period	$ 162,253	$ 152,235	$ 157,595

The following is a reconciliation of the federal statutory income tax rate to the Company's effective tax rate, upon the adoption of ASU 2023-09, for the year ended December 31, 2025, summarized in reporting currency and income tax rate (amounts in thousands):

	Year Ended December 31, 2025	
	Amount	Tax Rate
U.S. federal statutory rate	$ (8,529)	21.0%
State, net of federal benefit [1]	746	(1.8)
Foreign tax effects:		
Canada		
Other	(14)	—
Foreign withholding tax	2,309	(5.7)
China		
Other	(49)	0.1
Foreign withholding tax	1,353	(3.3)
Costa Rica		
Foreign withholding tax	783	(1.9)
India		
Tax holiday	(477)	1.2
Other	538	(1.3)

	Year Ended December 31,	
	2025	
	Amount	Tax Rate
Ireland		
Statutory tax rate difference between Ireland and U.S.	$ (2,956)	7.3%
Changes in valuation allowance	(2,842)	7.0
Other	(224)	0.6
Norway		
Changes in valuation allowance	(2,657)	6.5
Entity rationalization	4,891	(12.0)
Other	225	(0.6)
Panama		
Foreign withholding tax	1,143	(2.8)
Poland		
Research tax credit	(2,521)	6.2
Other	(531)	1.3
Puerto Rico		
Foreign withholding tax	672	(1.7)
Turkey		
Foreign withholding tax	939	(2.3)
United Kingdom		
Statutory tax rate difference between United Kingdom and U.S.	829	(2.0)
Changes in valuation allowance	(591)	1.5
Research tax credit	(436)	1.1
Other	(4)	—
Other foreign jurisdictions		
Other foreign withholding tax	1,473	(3.6)
Other	305	(0.8)
Effect of cross-border tax laws:		
Global intangible low-taxed income	4,000	(9.9)
Foreign income inclusion	787	(1.9)
Other cross-border tax	26	(0.1)
Tax credits		
Foreign tax credit	(8,825)	21.7
Research tax credit	(7,063)	17.4
Changes in valuation allowance	13,204	(32.5)
Changes in unrecognized tax benefits	(2)	—
Nontaxable or nondeductible items		
Stock-based compensation	3,754	(9.2)
Executive compensation limitation	508	(1.3)
Cancellation of debt	5,278	(13.0)
Partnership income	2,423	(6.0)
Entity rationalization	7,536	(18.6)
Other	(279)	0.7
Total	$ 15,722	(38.7)%

(1) California and Tennessee represent the majority of the tax effect in this category.

For the years ended December 31, 2024 and 2023, income tax expense differed from the amounts computed by applying the U.S. federal income tax rate to income (loss) before income taxes as a result of the following (in thousands):

	Year Ended December 31,	
	2024	2023
U.S. federal statutory rate	$ 2,432	$ (27,226)
State, net of federal benefit	501	532
Stock-based compensation	5,390	6,758
Executive compensation limitation	560	1,911
Research tax credit	(3,998)	(6,983)
Foreign withholding tax	11,051	12,811
Restructuring and transaction costs	1,394	649
Divestiture-related activity	5,339	(26,915)
Foreign rate differential	(10,651)	(7,354)
Foreign tax credit	(10,338)	(10,124)
Change in valuation allowance	5,412	50,314
Effect of cross-border tax laws	2,580	10,151
Unrecognized tax benefits	(238)	746
Change in estimates	3,387	3,844
Change in other comprehensive income	(826)	—
Non-deductible expense	184	—
Others	269	928
Total	$ 12,448	$ 10,042

At December 31, 2025, the Company asserts that it will not permanently reinvest its foreign earnings outside the United States. The Company anticipates that the cash from its foreign earnings may be used domestically to fund operations or used for other business needs. The accumulated undistributed earnings generated by its foreign subsidiaries was approximately $16.9 million. Substantially all of these earnings will not be taxable upon repatriation to the United States since they will be treated as previously taxed earnings and profits. The U.S. state income taxes and foreign withholding taxes related to the distributable cash of the Company's foreign subsidiaries are not expected to be material.

The following table summarizes the total unrecognized tax benefits and the amounts of which that would affect the effective tax rate upon recognition of such as of December 31, 2025, 2024 and 2023 (in thousands):

	December 31,		
	2025	2024	2023
Total unrecognized tax benefits	$ 15,526	$ 15,376	$ 23,587
Amount affecting the effective tax rate upon recognition of unrecognized tax benefits	$ 1,130	$ 1,198	$ 9,592

The reconciliation of the Company's unrecognized tax benefits for the years ended December 31, 2025, 2024 and 2023 is as follows (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Total unrecognized tax benefits at January 1	$ 15,376	$ 23,587	$ 19,354
Changes due to separation, mergers, and dispositions	—	(6,858)	—
Increases for tax positions related to the current year	1,203	2,009	4,070
Increases for tax positions related to prior years	104	33	961
Decreases for tax positions related to prior years	(1,157)	(3,395)	(798)
Total unrecognized tax benefits at December 31	$ 15,526	$ 15,376	$ 23,587

It is the Company's policy to classify accrued interest and penalties related to unrecognized tax benefits in the provision for income taxes. For the years ended December 31, 2025, 2024 and 2023, we recognized interest and penalties related to unrecognized tax benefits of $0.1 million, an immaterial amount, and $0.3 million, respectively. As of December 31, 2025 and 2024, accrued interest and penalties were $0.3 million and $0.1 million, respectively.

The following table summarizes the disaggregation of income taxes paid by jurisdiction, net of refunds received, pursuant to the disclosure requirements of ASU 2023-09 (in thousands):

	Year Ended December 31, 2025
U.S. federal	$ —
State and local	(567)
Foreign	
Canada	2,244
China	1,818
Costa Rica	896
India	1,274
Panama	1,161
Poland	(699)
Puerto Rico	957
United Kingdom	3,036
All other foreign jurisdictions	2,905
Income taxes paid, net of refunds received	$ 13,025

The Company paid $19.1 million and $21.3 million for income tax, net of refunds received, for the years ended December 31, 2024 and 2023, respectively.

With few exceptions, the Company's 2021 through 2025 tax years are open to examination in the United States, any net operating losses or credits that were generated in prior years, but not yet fully utilized in a year that is closed under the statute of limitations, may also be subject to examination.

NOTE 15 - RESTRUCTURING ACTIVITIES

In November 2025, the Company approved a restructuring plan to improve cost efficiency and better align the operating structure with its long-term strategies and current market conditions. The plan involved reducing the Company's global workforce by approximately 250 employees and impacted all business and functional areas.

For the year ended December 31, 2025, the Company has recognized restructuring charges totaling $13.9 million in its consolidated statements of operations, which consisted primarily of one-time employee termination benefits such as severance and related payroll taxes, post-termination medical benefits, and other related costs. The plan is expected to be substantially completed by the end of the first half of 2026.

The following table summarizes the restructuring charges by functional areas (in thousands):

	Year Ended December 31, 2025
Cost of revenue, excluding depreciation and amortization of intangible assets	$ 2,305
Research and development	7,950
Selling, general and administrative	3,633
Total restructuring charges	$ 13,888

The following table shows the amount of restructuring charges incurred and paid during the year ended December 31, 2025 (in thousands):

	Amounts
Accrued restructuring charges at December 31, 2024	$ —
Restructuring charges incurred during the period	13,888
Amounts paid during the period	(5,152)
Accrued restructuring charges at December 31, 2025	$ 8,736

NOTE 16 - GEOGRAPHIC AND SEGMENT RELATED INFORMATION

Geographic Information

Long-lived assets consist primarily of property and equipment and ROU assets. The following table summarizes long-lived assets by geographic region (in thousands):

	December 31,	
	2025	2024
U.S.	$ 66,774	$ 60,847
Europe	6,252	7,656
Asia and other	6,457	6,052
Total	$ 79,483	$ 74,555

See Note 3—*Revenue* for information on revenue by geographic region.

Segment Reporting

The Company has one operating and reportable segment. The Company's technologies are integrated into consumer devices and media platforms worldwide, powering smart devices, connected cars and entertainment experiences. The Company's Chief Executive Officer has been determined to be the chief operating decision maker ("CODM") in accordance with the authoritative guidance on segment reporting. The accounting policies of the segment are the same as those described in the summary of significant accounting policies. The CODM assesses performance and decides how to allocate resources based on net income (loss) that also is reported on the statements of operations as consolidated net income (loss). The measure of segment assets is reported on the balance sheet as total consolidated assets.

The following table presents information about reported segment revenue, significant segment expenses, and segment net loss for the years ended December 31, 2025, 2024, and 2023 (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Revenue	$ 448,105	$ 493,688	$ 521,334
Less:			
Cost of revenue, excluding depreciation and amortization of intangible assets [(1)]	126,648	113,756	118,628
Research and development [(1)]	135,054	191,352	222,833
Selling, general and administrative [(1)]	181,869	218,106	233,403
Depreciation expense	13,426	12,638	16,645
Amortization expense	34,839	43,376	57,752
Impairment of long-lived assets	—	1,535	1,710
Interest and other income, net	(6,093)	(829)	(2,991)
Interest expense - debt	2,979	3,008	3,000
Gain on divestitures	—	(100,833)	—
Provision for income taxes	15,722	12,448	10,042
Consolidated net loss	$ (56,339)	$ (869)	$ (139,688)

(1) Includes total salaries, bonuses, and employee benefits of $246.7 million, $278.0 million, and $323.4 million for the years ended December 31, 2025, 2024, and 2023, respectively.

NOTE 17 – BENEFIT PLAN

The Company maintains a 401(k) retirement savings plan that allows voluntary contributions by all eligible U.S. employees upon their hire date. Eligible employees may elect to contribute up to the maximum amount allowed under Internal Revenue Service regulations. The Company can make discretionary contributions under the 401(k) plan. During the years ended December 31, 2025, 2024, and 2023, the Company's employer 401(k) match expense was approximately $3.2 million, $3.9 million, and $4.3 million, respectively.

EXHIBIT INDEX

Exhibit Number	Exhibit Description
2.1*	Separation and Distribution Agreement by and between Adeia Inc. and Xperi Inc., dated October 1, 2022 (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 6, 2022, and incorporated herein by reference).
2.2	Amendment One to Separation and Distribution Agreement by and between Adeia Inc. and Xperi Inc. (filed as Exhibit 2.2 of the Company's Annual Report on Form 10-K on March 6, 2023, and incorporated herein by reference).
2.3*	Asset Purchase Agreement by and among Xperi Inc., Perceive Corporation and Amazon.com Services LLC, dated August 14, 2024 (filed as Exhibit 2.1 to the Company's Quarterly Report on Form 10-Q on November 7, 2024, and incorporated herein by reference).
3.1	Amended and Restated Certificate of Incorporation of Xperi Inc. (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 6, 2022, and incorporated herein by reference).
3.2	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Xperi Inc., dated May 29, 2024 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 31, 2024).
3.3	Amended and Restated Bylaws of Xperi Inc. (filed as Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 8, 2024, and incorporated herein by reference).
4.1	Description of the Company's capital stock registered under section 12 of the Securities Exchange Act of 1934 (filed as Exhibit 4.1 to the Company's Annual Report on Form 10-K on February 27, 2025, and incorporated herein by reference).
10.1+	Form of Director and Officer Indemnification Agreement (filed as Exhibit 10.4 to the Company's Registration Statement on Form 10 on August 26, 2022, and incorporated herein by reference)
10.2	Form of Senior Unsecured Promissory Note (filed as Exhibit 10.7 to the Company's Registration Statement on Form 10 on August 26, 2022, and incorporated herein by reference)
10.3+	Form of Severance Agreement of Xperi Inc. (filed as Exhibit 10.8 to the Company's Registration Statement on Form 10 on August 26, 2022, and incorporated herein by reference)
10.4+	Form of Change in Control Severance Agreement of Xperi Inc. (filed as Exhibit 10.9 to the Company's Registration Statement on Form 10 on August 26, 2022, and incorporated herein by reference).
10.5+	Employment and Severance Agreement, dated April 28, 2017, by and between the Registrant and Jon Kirchner (filed as Exhibit 10.10 to the Company's Registration Statement on Form 10 on August 26, 2022, and incorporated herein by reference)
10.6+	Amendment to Employment and Severance Agreement between Xperi Corporation and Jon Kirchner dated April 28, 2017, effective as of September 29, 2020 (filed as Exhibit 10.11 to the Company's Registration Statement on Form 10 on August 26, 2022, and incorporated herein by reference)
10.7+	Amended and Restated Employment and Severance Agreement between Xperi Corporation and Jon Kirchner (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q on November 7, 2024, and incorporated herein by reference).
10.8+	Form of 2022 Restricted Stock Unit Award Agreement of Xperi Inc (filed as Exhibit 10.7 to the Company's Annual Report on Form 10-K on March 6, 2023, and incorporated herein by reference).
10.9+	Form of Stock Option Award Agreement of Xperi Inc. (filed as Exhibit 10.13 to the Company's Registration Statement on Form 10 on August 26, 2022, and incorporated herein by reference).
10.10+	Form of 2022 Performance-Based Restricted Stock Unit Award Agreement of Xperi Inc (filed as Exhibit 10.9 to the Company's Annual Report on Form 10-K on March 6, 2023, and incorporated herein by reference).
10.11+	Xperi Inc. 2022 Equity Incentive Plan (filed as Exhibit 10.15 to the Company's Registration Statement on Form 10 on August 26, 2022, and incorporated herein by reference).
10.12+	Xperi Inc. Amended and Restated 2022 Employee Stock Purchase Plan (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q on November 13, 2023, and incorporated herein by reference).

10.13+	Amended and Restated Form of 2022 Restricted Stock Unit Award Agreement of Xperi Inc. dated July 24, 2025 (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-K on August 7, 2025, and incorporated herein by reference).
10.14+	Amended and Restated Form of 2022 Performance-Based Restricted Stock Unit Award Agreement of Xperi Inc. dated July 24, 2025 (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-K on August 7, 2025, and incorporated herein by reference).
10.15	Receivables Financing Agreement by and among Xperi Inc., Xperi SPV LLC, PNC Bank, National Association, PNC Capital Markets LLC, and the lenders party thereto, dated February 21, 2025 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on February 21, 2025).
10.16	Sale and Contribution Agreement by and among Xperi SPV LLC, TiVo Platform Technologies LLC, TiVo Research and Analytics, Inc., Rovi Product Corporation, DigitalSmiths Corporation, Veveo LLC, DTS, Inc., Phorus Inc., iBiquity Digital Corporation and Xperi Inc., dated February 21, 2025 (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K on February 21, 2025).
19.1	Trades in Securities by Directors, Officers, and Company Personnel and Treatment of Confidential Information (Insider Trading Policy) (filed as Exhibit 19.1 to the Company's Annual Report on Form 10-K on February 27, 2025, and incorporated herein by reference).
21.1	List of subsidiaries
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
32.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
97.1	Policy for Recovery of Erroneously Awarded Incentive Compensation (filed as Exhibit 97.1 to the Company's Annual Report on Form 10-K on March 1, 2024, and incorporated herein by reference).
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbases Document.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

+	Indicates a management contract or compensatory plan or arrangement.
*	The exhibits and schedules to this agreement have been omitted in reliance on Item 601(b)(2) of Regulation S-K promulgated by the SEC, and a copy thereof will be furnished supplementally to the SEC upon its request. Readers are cautioned that the representations and warranties set forth in this agreement are qualified by those schedules, and should not be relied upon as accurate or complete without reference to those schedules.

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, as amended (the "Exchange Act"), the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: February 26, 2026

Xperi Inc.

By: /s/ Jon E. Kirchner

Jon E. Kirchner

Chief Executive Officer and President

Pursuant to the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Jon E. Kirchner **Jon E. Kirchner**	Chief Executive Officer, President and Director (Principal Executive Officer)	February 26, 2026
/s/ Robert Andersen **Robert Andersen**	Chief Financial Officer (Principal Financial and Accounting Officer)	February 26, 2026
/s/ David C. Habiger **David C. Habiger**	Chairman of the Board of Directors	February 26, 2026
/s/ Darcy Antonellis **Darcy Antonellis**	Director	February 26, 2026
/s/ Laura J. Durr **Laura J. Durr**	Director	February 26, 2026
/s/ Jeremi T. Gorman **Jeremi T. Gorman**	Director	February 26, 2026
/s/ Roderick K. Randall **Roderick K. Randall**	Director	February 26, 2026
/s/ Christopher Seams **Christopher Seams**	Director	February 26, 2026

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