
**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

For transition period from to

Commission File Number 001-39312

PLAYBOY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

37-1958714
(I.R.S. Employer
Identification Number)

**10960 Wilshire Blvd., Suite 2200
Los Angeles, California 90024
(310) 424-1800**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001 per share	PLBY	Nasdaq Global Market

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
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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

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

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

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

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

The aggregate market value of the voting and non-voting common equity 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 \$88.9 million based upon the closing price reported for such date on the Nasdaq Global Market. As of March 10, 2026, there were 114,859,723 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for its 2026 Annual Meeting of Stockholders ("Proxy Statement"), to be filed within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, are incorporated by reference in Part III. Except with respect to information specifically incorporated by reference in this Annual Report on Form 10-K, the Proxy Statement shall not be deemed to be filed as part hereof.

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Cautionary Note Regarding Forward-Looking Statements

This Annual Report on Form 10-K contains statements that are forward-looking and as such are not historical facts. These statements are based on the expectations and beliefs of the management of Playboy, Inc. (the “Company”, “we”, “us”, or “our”) in light of historical results and trends, current conditions and potential future developments, and are subject to a number of factors and uncertainties that could cause actual results to differ materially from forward-looking statements. These forward-looking statements include all statements other than historical fact, including statements about our future performance and opportunities; benefits of acquisitions and corporate transactions; statements of the plans, strategies and objectives of management for future operations; and statements regarding future economic conditions or performance. When used in this Annual Report on Form 10-K, words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “strive,” “would” and similar expressions may identify forward-looking statements, and include the assumptions that underlie such statements, but the absence of these words does not mean that a statement is not forward-looking. When we discuss our strategies and/or plans, we are making projections, forecasts or forward-looking statements. Such statements are based on the beliefs of, as well as assumptions made by and information currently available to, our management.

The forward-looking statements contained in this Annual Report on Form 10-K are based on current expectations and beliefs concerning future developments and their potential effects on the Company. There can be no assurance that future developments affecting the Company will be those that the Company has anticipated. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from those discussed in the forward-looking statements. Factors that may cause such differences include, but are not limited to: (1) the inability to maintain the listing of the Company’s shares of common stock on Nasdaq; (2) the risk that the Company’s completed or proposed transactions disrupt the Company’s current plans and/or operations, including the risk that the Company does not complete any such proposed transactions or achieve the expected benefits from any transactions; (3) the ability to recognize the anticipated benefits of corporate transactions, commercial collaborations, cost reduction initiatives and proposed transactions, which may be affected by, among other things, competition, the ability of the Company to grow and manage growth profitably, and the Company’s ability to retain its key employees; (4) costs related to being a public company, corporate transactions, commercial collaborations and proposed transactions; (5) changes in applicable laws or regulations; (6) the possibility that the Company may be adversely affected by global hostilities, supply chain delays, inflation, interest rates, foreign currency exchange rates or other economic, business, and/or competitive factors; (7) risks relating to the uncertainty of the projected financial information of the Company, including changes in the Company’s estimates of cash flows and the fair value of certain of its intangible assets, including goodwill; (8) risks related to the organic and inorganic growth of the Company’s businesses, and the timing of expected business milestones; (9) changing demand or shopping patterns for the Company’s products and services; (10) failure of licensees, suppliers or other third-parties to fulfill their obligations to the Company; (11) the Company’s high concentration of licensing revenue from a small number of licensees; (12) the Company’s ability to comply with the terms of its indebtedness and other obligations; (13) changes in financing markets or the inability of the Company to obtain financing on attractive terms; and (14) other risks and uncertainties indicated in this Annual Report on Form 10-K, including those under “Item 1A. Risk Factors”. Should one or more of these risks or uncertainties materialize, or should any of the Company’s assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. The Company cautions that the foregoing list of factors is not exclusive, and readers should not place undue reliance upon any forward-looking statements.

Forward-looking statements included in this Annual Report on Form 10-K speak only as of the date of this Annual Report on Form 10-K or any earlier date specified for such statements. We do not undertake any obligation to update or revise any forward-looking statements to reflect any change in our expectations or any change in events, conditions, or circumstances on which any such statement is based, except as may be required under applicable law. All subsequent written or oral forward-looking statements attributable to the Company or persons acting on the Company’s behalf are qualified in their entirety by this Cautionary Note Regarding Forward-Looking Statements.

PART I

Item 1. Business

Unless otherwise indicated or the context otherwise requires, references to the “Company”, “we”, “us”, “our” and other similar terms refer to Playboy, Inc. and its consolidated subsidiaries.

Overview

Playboy, Inc. (formerly known as PLBY Group, Inc. from February 10, 2021 through June 24, 2025), together with its subsidiaries through which it conducts business, is a pleasure and leisure company. We provide consumers around the world with products, content and experiences that help them lead happier, healthier and more fulfilling lives. Our flagship consumer brand, Playboy, is one of the most recognizable brands in the world, with Playboy-branded products and content available in approximately 180 countries. We also own and operate the brand Honey Birdette, which specializes in luxury lingerie that it sells online and at physical stores in Australia, the United States and the United Kingdom.

Our mission—to create a culture where all people can pursue pleasure—builds upon over seven decades of creating groundbreaking media and hospitality experiences and fighting for cultural progress rooted in the core values of equality, freedom of expression and the idea that pleasure is a fundamental human right. We seek to build the leading pleasure and leisure lifestyle platform for all people around the world.

For the fiscal years ended December 31, 2025 and 2024, our consolidated revenue was \$120.9 million and \$116.1 million, respectively, and our consolidated net loss was \$12.7 million and \$79.4 million, respectively. Our consolidated net loss for the year ended December 31, 2025 was largely reduced compared to 2024, and such decrease was primarily driven by a \$19.4 million increase in licensing gross profit due to a License & Management Agreement (the “LMA”) with Byborg Enterprises SA (“Byborg”) which came into effect on January 1, 2025, a \$22.0 million decrease in expenses related to the revamp of our digital business, lower non-cash asset impairment charges of \$24.0 million, out of which \$17.0 million related to our goodwill and \$4.7 million related to internally developed software in 2024 that did not recur in 2025.

Our Products & Services

Our products and content delivery services connect consumers to a lifestyle of pleasure and leisure. Our offerings help consumers around the world look good, feel good and enjoy their lives. Our offerings are available to consumers through our two brands, Playboy and Honey Birdette.

Playboy Products & Services

Playboy products and experiences are offered primarily through its licensing and digital operations.

- *Licensing:* We have primarily licensed the Playboy brand for consumer products, leveraging our Playboy archive and intellectual property assets built over more than 70 years, to allow fans and consumers to experience the Playboy image and lifestyle through (i) apparel and accessories products sold globally, featuring such high profile brand collaborations as Missguided, PSD, Guru Denim (True Religion) and Lids, (ii) collaborations with strategic partners in the nightlife, hospitality, digital casino and online gaming industries, and in the metaverse, including DraftKings, Fire Brands, Ainsworth and Sandbox, (iii) beauty and grooming offerings, including skincare, haircare, bath and body, cosmetics and fragrance, and (iv) sexual wellness products. Playboy-branded product and experience offerings are primarily delivered by our strategic licensing partners.
- *Digital:* Our digital operations include our owned-and-operated *playboy.com* website and legacy digital platforms, including our content creator platform (“Playboy Club”) and Playboy programming distributed through various other websites and domestic and international television providers offering on-demand entertainment. In the fourth quarter of 2024, we entered into the LMA with Byborg to license intellectual property and certain legacy Playboy digital assets, including the operation of such legacy digital businesses, which continue to be owned by us. As a result, as of January 1, 2025, such legacy digital subscriptions and content operations transitioned into a licensing model in conjunction with the LMA. We continue to operate and offer free and subscription-based digital content on *playboy.com*.

In 2025, we also resumed publishing *Playboy* magazine, which we use to support brand marketing and awareness, create content and other new intellectual property, and develop potential new revenue streams associated with the magazine’s content. While the magazine and related brand initiatives did not represent a material portion of our business in 2025, we believe such initiatives could contribute meaningfully to the Company in the long-term, and we expect to continue pursuing their monetization.

Honey Birdette Products

Our Honey Birdette business currently comprises our entire direct-to-consumer segment. Honey Birdette sells its products, including lingerie and certain other apparel, bedroom accessories, intimacy products and other adult products, online and through its 51 physical stores in Australia, the United States and the United Kingdom.

The product categories under our two brands comprise large and growing markets, providing us with significant opportunities for growth from the increased sales of our current products and content, as well as through the introduction of new products and content within current and previously unexploited product categories and geographies.

Our Business Segments

We generate revenue through the sales of our products and content services to consumers around the world. We employ multiple business models, including direct-to-consumer and third-party retail sales, brand licensing, and digital sales and subscriptions (prior to 2025), to help maximize the value of our assets and promote long-term revenue and profitability growth. We report on our business operations in two segments:

- *Direct-to-Consumer*, through our owned-and-operated Honey Birdette e-commerce sites and retail stores; and
- *Licensing*, including licensing our Playboy brand to third parties for products, services, venues, online gaming and events.

Upon the transition of our digital subscriptions and content operations into a licensing model in conjunction with the LMA, our previously reported Digital Subscriptions and Content operating and reportable segment was eliminated as of January 1, 2025.

Direct-to-Consumer

Our Direct-to-Consumer segment consists of our Honey Birdette business, which primarily sells luxury lingerie online and at physical stores in Australia, the United States and the United Kingdom. We manage the inventory and shipping for such owned digital and retail commerce channels through a combination of our own warehouse and fulfillment centers and through third-party logistics centers, providing a flexible and scalable base from which to continue the expansion of our direct-to-consumer sales platform model.

During the year ended December 31, 2025, our Direct-to-Consumer segment contributed \$70.9 million in revenue and \$0.3 million in operating income. Refer to “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Key Factors and Trends Affecting Our Business”, for additional matters that affect our consumer products business, including seasonality.

Licensing

We license the Playboy name, Rabbit Head Design, and other trademarks and related properties to strategic partners around the world. Our licensing agreements permit licensees the right to use certain Playboy trademarks for certain categories of products in certain territories for a fee, which is typically a royalty calculated as a percentage of net revenue from wholesale and/or retail sales of such products, subject to an annual, bi-annual or quarterly minimum royalty payment. In addition, we license the sale of certain proprietary products by third parties across major retailers in certain markets. Creative Artists Agency, a brand agency with significant global reach and infrastructure, acts as our exclusive licensing agent for the Playboy brand trademarks and intellectual property for consumer products in a broad range of categories in most of the world.

In the fourth quarter of 2024, we entered into a licensing agreement with Byborg to license intellectual property and certain Playboy digital assets for \$300 million in minimum guaranteed payments over the initial 15-year term of the license. As a result, starting January 1, 2025, our Licensing segment included revenues from licensing the Playboy Club, Playboy Plus and Playboy TV businesses to Byborg, as described further below. In 2025, Byborg was our largest licensee and contributed \$20.0 million of recognized revenue, or 17%, of our 2025 consolidated revenues.

In the first quarter of 2023, we entered into a joint venture for Playboy’s China business (the “China JV”), with CT Licensing Limited, a brand management unit of Fung Group (“CTL”), to jointly own and operate the Playboy business in China (including Hong Kong and Macau). In 2024 and 2025, the China JV stabilized our China-market Playboy licensing business, including online and in-store retail. In late 2025, we mutually agreed with CTL to terminate our joint venture arrangement with respect to Playboy’s China licensing business. On February 9, 2026, we then entered into a share purchase agreement with UTG Brands Management Group Limited, a company incorporated in Hong Kong (“UTG,” and such agreement, the “Purchase Agreement”), for a new joint venture (the “New China JV”) in which UTG would ultimately own a 50% interest and operate Playboy’s China licensing business. The initial closing pursuant to the Purchase Agreement is expected to occur, and the New China JV is expected to be established, by March 31, 2026.

Our top five active license agreements range from three to 15 years in length and generated approximately \$32.4 million of revenue for the year ended December 31, 2025. As of December 31, 2025, our licensing contracts included future royalty revenue of approximately \$343.1 million through 2034, assuming no renewals or modifications of such contracts. During the year ended December 31, 2025, our Licensing segment contributed \$46.4 million in revenue and \$31.8 million in operating income.

Our Strategy

We aim to build the leading pleasure and leisure lifestyle platform for all people around the world. In 2023, we began pursuing a commercial strategy that relies on a more capital-light model focused on revenue streams with higher margins, lower working capital requirements and higher growth potential. In 2024, we entered into the LMA with Byborg to operate our digital business, including the content creator-focused Playboy Club, and the switch to a licensing model has helped significantly improve our margins and lower our working capital requirements. In 2025, we continued to improve profitability as we stabilized our businesses and strengthened our balance sheet.

In 2026, we will center our strategy around further expanding Playboy's reach into three high-potential verticals: licensing, media and experiences, and hospitality. Each vertical is intended to expand Playboy's global reach while generating recurring, high-margin revenue. To that end, we have partnered with best-in-class operators to manage Playboy-branded licensed businesses, which we will support them with brand marketing in the form of content, experiences and editorial works. Given our historical focus on North America and China, primarily in the apparel and accessories categories, we believe there remains significant white space to grow the business in unexploited product categories and geographies.

For our Honey Birdette business, in 2024, we were focused on reducing inventory levels and days on sale and improving the profitability of the business. As a part of that focus, we closed seven underperforming stores in Australia and reduced days on sale by 30%. In 2025, we focused on the U.S. market, and expect to continue to do so in 2026. The U.S. customer is less price sensitive and represents a bigger growth market for the brand with better economics. For example, the average store in the U.S. generates more than twice the amount of revenue and double the EBITDA margin of an average store in Australia. In addition, the average transaction value for online customers in the U.S. is two times higher than that in Australia. We believe there remains significant growth potential for Honey Birdette based on the changes implemented in the past two years and our current consumer trends.

Our Competition

We operate in the consumer goods space across a variety of different industries and face competition from broad direct-to-consumer platforms such as Amazon and Douyin, as well as brands and retailers that are more targeted to particular markets. In the men's apparel space in China, we compete with other leading men's apparel brands such as Semir, Bosideng and Metersbonwe and such global brands as Levi's, Lacoste and Jack & Jones, which we have also collaborated with in the China market. As we have shifted to a more capital-light business model, our license agreements have focused on e-commerce, lingerie, underwear and costumes. Such licensed Playboy-branded products and our Honey Birdette brand compete with Agent Provocateur, Skims, Fleur du Mal, Victoria's Secret, Fashion Nova and other brands and retailers. Our Playboy-branded collection of toys (under license in the sexual wellness category in North America and Europe), Playboy condoms in Mexico, and Playboy fragrances (pursuant to a global license with broad distribution across Europe, the Americas and southeast Asia) compete with sexual wellness e-commerce platforms and brick and mortar retail chains, such as Lovehoney and Adam & Eve.

Our licensed digital products and games compete with other real-money and social casino-style games available in iOS and Android app stores, while a hospitality venues licensing partner that operates award-winning beer gardens and clubs across India competes with other premium hospitality venues. Our proprietary digital content and services compete with social media sites, content creator platforms, distributors of paid and free adult content, and providers of digital art and collectibles.

We compete with much larger companies, including the brands referenced above, that have significantly greater financial and operational resources and pose meaningful competitive challenges. However, we believe we have successfully competed, and will continue to do so, with such companies because of our strong brands with extensive consumer followings, high quality products, and relationships with creators and influencers that we have developed.

Our Corporate History

Playboy was founded in 1953 as a men's lifestyle magazine. Over the following decades, Playboy grew into a leader and pioneer in the entertainment, hospitality and licensing businesses.

From 1973 to 2011, Playboy's stock was publicly traded on the New York Stock Exchange. In 2011, an affiliate of Rizvi Traverse Management, LLC (which, together with its affiliates, is our largest stockholder), successfully completed a transaction that resulted in Playboy becoming a private company again and further reorganized the Playboy corporate structure. Playboy Enterprises, Inc. ("PEI") became the Playboy organization's top-level corporate operating entity.

On February 10, 2021, pursuant to an Agreement and Plan of Merger, dated as of September 30, 2020 (the “Merger Agreement”), PEI consummated a merger transaction with a wholly-owned subsidiary of a special purpose acquisition company, Mountain Crest Acquisition Corp (“MCAC”), as a result of which PEI survived the merger as a wholly-owned subsidiary of MCAC (the “Business Combination”). The publicly traded parent company, MCAC, changed its name to “PLBY Group, Inc.” upon consummation of the Business Combination. The Company changed its name from PLBY Group, Inc. to Playboy, Inc. on June 25, 2025.

Over the past several years, we have undertaken a process of transforming and streamlining our business model to transition Playboy’s primary business from a print and digital media entity, generating advertising and sponsorship revenues, to our primarily commerce business which licenses our trademarks and sells consumer products and both digital and print content.

Following a series of acquisitions from 2019 through 2021, including the August 2021 acquisition of the luxury lingerie brand Honey Birdette and the October 2021 acquisition of a content creator platform which has since been redeveloped into the new Playboy Club, we made the business decision to pursue a commercial strategy that relies on a more capital-light business model focused on revenue streams with higher margin, lower working capital requirements and higher growth potential. Accordingly, in 2023, we entered into the China JV in March and sold two of our previously owned-and operated retail businesses. In 2024 and 2025, the China JV stabilized our China-market Playboy brand licensing business, including online and in-store retail.

In the fourth quarter of 2024, we entered into the LMA with Byborg to license intellectual property and certain Playboy digital assets for \$300 million in minimum guaranteed payments over the initial 15-year term of the license, which began as of January 1, 2025, as well as for the operation of our digital businesses, which will continue to be owned by us. As a result, Playboy Club, Playboy Plus and Playboy TV operations switched from an owned-and-operated model to a licensing model effective January 1, 2025.

In late 2025, we mutually agreed with CTL to terminate our joint venture arrangement with respect to Playboy’s China licensing business.

Recent Developments

On February 9, 2026 (the “Effective Date”), we entered into a share purchase agreement with UTG Brands Management Group Limited, a company incorporated in Hong Kong (“UTG,” and such agreement, the “Purchase Agreement”). The Purchase Agreement involves the sale and issuance of equity interests in a joint venture entity and the proposed joint venture arrangement with UTG in connection with the management and licensing of Playboy’s intellectual property in the People’s Republic of China, Hong Kong and Macau. At the initial closing of the Purchase Agreement, certain of our subsidiaries will enter into a shareholders agreement that will govern the joint venture.

Under the terms of the Purchase Agreement, UTG will purchase 50% of our licensing business in the People’s Republic of China, Hong Kong and Macau, through the acquisition of 50% of the equity interest in Playboy China (BVI) Limited, a BVI business company incorporated in the British Virgin Islands (the “New China JV”), for an aggregate purchase price of \$45,000,000. Concurrent with the execution of the Purchase Agreement, UTG paid \$9,000,000 to us as a signing deposit (the “Signing Deposit”).

The sale and purchase of the shares will take place over three separate closings, the first of which is expected on or before March 31, 2026 (the “Initial Closing Date”). On the Initial Closing Date, the New China JV will issue and sell 1,333 class B ordinary shares of the New China JV (“Class B Shares”) to UTG for aggregate consideration of \$11,997,000 (\$9,000,000 of which will be credited from the Signing Deposit, and \$2,997,000 of which will be paid on the Initial Closing Date) and we will sell and transfer to UTG 334 Class B Shares for aggregate consideration of \$3,006,000, for total aggregate consideration on the Initial Closing Date of \$15,003,000. At the second closing (to occur on or before January 4, 2027), we will sell and transfer to UTG 1,667 Class B Shares for aggregate consideration of \$15,003,000, and, at the third closing (to occur on or before January 4, 2028), we shall sell and transfer to UTG 1,666 Class B Shares for aggregate consideration of \$14,994,000. We will use the full proceeds from the initial, second, and third closings pursuant to the Purchase Agreement for the repayment of debt.

In addition to the proceeds from the sale of equity interest in the New China JV, and subject to the consummation of the transactions contemplated under the Purchase Agreement, we expect to receive (a) \$10,000,000 over a three-year period from UTG in connection with brand support services we will provide to UTG under a brand support services agreement, and (b) annual minimum distributions under a shareholders agreement of \$10,000,000 in 2026, \$9,000,000 in 2027 and \$8,000,000 in each of year 2028 through and including 2033. Each of the brand support services agreement and shareholders agreement will be entered into concurrent with the initial closing under the Purchase Agreement.

Conditions to the Transaction

The consummation of the transaction contemplated by the Purchase Agreement (the “Transaction”) is subject to the mutual conditions set forth in the Purchase Agreement, including: (a) absence of any applicable law by a governmental authority prohibiting consummation of the Transaction and (b) the absence of any governmental order, decree, ruling or any other action of a governmental authority restraining, enjoining or prohibiting the Transaction.

In addition, the obligation of UTG to consummate the Transaction is conditioned upon: (a) performance by us and any of our applicable affiliates of all obligations, agreements and covenants in all material respects and compliance with all covenants and conditions in all material respects; (b) the absence of a material adverse change; and (c) receipt of Chinese outbound direct investment approvals and related matters (“ODI Approvals”).

Our obligation to consummate the Transaction is conditioned upon performance by UTG of all obligations, agreements and covenants in all material respects and compliance with all covenants and conditions in all material respects.

Additional Covenants; Other Terms

The Purchase Agreement contains certain representations and warranties, covenants and indemnities customary for transactions similar to the transaction contemplated therein, including, among others, covenants by us and UTG to use commercially reasonable efforts to consummate the Transaction, comply promptly with applicable law as may be imposed and to obtain the ODI Approvals. The representations, warranties, and covenants contained in the Purchase Agreement were made solely for the benefit of the parties thereto and may be subject to limitations agreed upon by such parties.

Termination Fee; Outside Date

The Purchase Agreement contains customary termination rights, including the right of either us or UTG to terminate if certain conditions precedents have not been satisfied on or before March 31, 2026 (the “Outside Date”). If, prior to the Initial Closing Date, the Purchase Agreement is terminated (a) by us or UTG due to any governmental order or governmental authority prohibiting (or the enactment or promulgation of an applicable law that prohibits) the consummation of the Transaction other than a termination as a result of any governmental order or applicable law of the United States that prohibits the consummation of the Transaction, (b) by us in the event the ODI Approvals are not received if (i) the ODI Approvals closing condition has not been waived by UTG and (ii) the failure to receive such approvals is not primarily the result of our failure to comply with our covenants under the Purchase Agreement, (iii) by us or UTG due to the consummation of the Transaction violating an order, decree or judgment of a governmental authority other than a termination as a result of any order, decree or judgment by a governmental authority of the United States, (iv) by us due to UTG’s failure to deliver all items that it is required to deliver under the Purchase Agreement prior to the initial closing, (v) by us due to UTG’s material breach or failure to perform its covenants under the Purchase Agreement, or (vi) by UTG due to ODI Approvals not having been received by the Outside Date, then we will be entitled to retain the Signing Deposit as a termination fee. If the Purchase Agreement is terminated for any other reason prior to the Initial Closing Date, we will be required to reimburse UTG for the amount of the Signing Deposit as a termination fee.

Our Team

We seek to recruit, retain, and incentivize highly talented existing and future employees. We believe that creating a respectful and inclusive environment where team members can be themselves and be supported is critical to attracting, developing and retaining talent. A set of fundamental values guide our thinking and actions both inside the company and as we pursue our mission through our interaction with our consumers and our partners around the world. We created these values with the goals of holding ourselves accountable, preserving what is special about Playboy, and inspiring and guiding ourselves to move forward as we grow and take on new challenges. We believe staying true to these values will drive the long-term value we create in consumers’ lives.

Our Employees

As of December 31, 2025, we had a total of 588 employees, of whom 199 were full-time and full-time-equivalent employees and 389 were part-time employees. None of our employees are represented by a labor union. Our team values support our employee relations, which we believe to be positive and productive. We promote the well-being of our employees through programs and benefits that support physical health, financial security and good morale.

Our Values

Do You (But Do No Harm). We’re authentic to who we are. We say what we mean, and we mean what we say. We create a safe and encouraging environment for others to do the same, bringing their authentic selves forward. We welcome and value varying perspectives and opinions, and we assume the best intentions. We celebrate and bring out the best in each other. We pay attention to others’ discomfort. We respect boundaries. We fiercely believe that our diversity positions us for greater success and impact in the world.

Embrace the Next Challenge. We have a growth mindset. We don't let ourselves get too comfortable. We are constantly questioning our existing knowledge and recognize that our blind spots are bigger than we think. We actively seek out opportunities to learn. We come from a place of curiosity. The next challenge may be in a place we've never thought to look, and we leverage a vast diversity of perspectives to find it. We know we can always do better, and good enough is not enough. We believe in questioning taboos. We are bold and thoughtful in challenging the status quo and finding fault in the default, even when it seems we are alone. We are okay with uncertainty, and we aim to adapt quickly and be resourceful in an ever-changing environment.

Debate, Then Commit. We take the time to make sure we are informed. We provide a platform and make space for the different voices in the room, ask thoughtful questions, and consider all angles before coming to a conclusion. We question everything. We engage in self-reflection, and we recognize and share openly when we are wrong. We are solutions oriented. We take an active approach to solving problems and coming to decisions rather than fixating on them. We passionately discuss ideas but respect when a decision is reached and abide by the process to execute it. We communicate decisions thoroughly and thoughtfully.

Be a Leader. We develop and exercise inclusive leadership. So, everyone knows they belong, and equitable treatment is our standard. We recognize that trust, respect, and responsibility go hand-in-hand and must be heard. With that, it is up to each of us to earn that responsibility every day. We listen first, ask questions, speak up and are accountable for our work (and our mistakes). We help others feel confident and comfortable doing the same. We take initiative. We don't wait for things to happen to us or wait to be told. We are willing to wear many hats and roll our sleeves up when others need help, even if it means working outside our job description. We lead by example.

Stay Playful. We are a fun team and though we often deal with heavy subject matter, we recognize the importance of a playful spirit and a positive outlook. We realize that we are a work in progress, and that we won't always get it right the first time. We pride ourselves in being able to pick ourselves up, be positive about our mistakes (while learning from them) and move forward. We celebrate creativity and the importance of trying new things out. We know how to have a good time and we understand boundaries. We celebrate each other. We value our time both in and out of work.

Government Regulation

In connection with the products we provide, we must comply with various laws and regulations from federal, state, local and foreign regulatory agencies. We believe that we are in material compliance with regulatory requirements applicable to our business. These regulatory requirements include, without limitation:

- federal, state, local and foreign laws and regulations involving minimum wage, health care, overtime, sick leave, lunch and rest breaks and other similar wage, benefits and hour requirements and other similar laws;
- Title VII of the Civil Rights Act and the Americans with Disabilities Act and regulations of the U.S. Department of Labor, the Occupational Safety & Health Administration, the U.S. Equal Employment Opportunity Commission and the equivalent state agencies and other similar laws;
- the U.S. Foreign Corrupt Practices Act, the United Kingdom Bribery Act and other similar anti-bribery and anti-kickback laws and regulations that generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business; and
- federal, state and foreign anti-corruption, data protection, privacy, consumer protection, content regulation and other laws and regulations, including without limitation, the General Data Protection Regulation (the "GDPR") and the California Consumer Privacy Act (the "CCPA").

Our failure to comply with applicable laws and regulations could adversely affect the Company. Refer to "Item 1A. Risk Factors" for additional information regarding regulatory risks to the Company.

Intellectual Property

We own various trademarks, copyrights and software comprising our intellectual property holdings, including, without limitation, the "Playboy" name, the "RABBIT HEAD DESIGN" logo and the "Honey Birdette" name.

We currently have active trademark registrations in more than 150 countries for our key trademarks, including variations of the PLAYBOY and the RABBIT HEAD DESIGN logo, which are typically the core intellectual property we license pursuant to our licensing agreements and use on our branded consumer products. Trademark registrations typically allow us to exclusively use or permit licensed use of the marks in the product categories in which they are registered. These registrations are typically valid for 10 years from the original date of registration or the date of renewal. When these registrations become due for renewal, we typically renew them unless the registrations have become redundant due to overlapping coverage from other existing registered marks or they cover marks or categories that we no longer actively use or have plans to use in the future. Most jurisdictions allow for an unlimited number of renewals provided that the criteria to apply for renewal are met in the applicable jurisdiction.

Available Information

We are required to file Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q with the U.S. Securities and Exchange Commission (the “SEC”) on a regular basis, and are required to disclose certain material events in a Current Report on Form 8-K. The SEC maintains a website that contains our periodic reports, proxy and information statements and other information regarding us that we file electronically with the SEC. The SEC’s website is located at <http://www.sec.gov>.

Our corporate website is <https://investors.playboy.com>. We make available, free of charge, on the “Investors” page of our corporate website, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. We may use our website to disclose material information and comply with our disclosure obligations under Regulation Fair Disclosure promulgated by the SEC. Such disclosures are provided on our website at <https://investors.playboy.com>, including under its “Events and Presentations” and “Press Releases” sections, among others. Accordingly, investors should monitor this portion of our website, in addition to following our press releases, SEC filings, public conference calls and webcasts. The information on, or that can be accessed through, our website is not incorporated by reference into this Annual Report on Form 10-K and is not part of this report.

Item 1A. Risk Factors

An investment in our securities involves a high degree of risk. You should consider carefully all of the risks described below, together with the other information contained in this Annual Report on Form 10-K, before making a decision to invest in our securities. If any of the following events occur, our business, financial condition and operating results may be materially adversely affected. In that event, the trading price of our securities could decline, and you could lose all or part of your investment. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business, financial condition and operating results.

Summary of Risk Factors

We have in the past been adversely affected by certain of, and may in the future be materially and adversely affected by, the following risks:

- our ability to maintain the value and reputation of the Playboy brand;
- operating in highly competitive industries;
- our ability to anticipate changes in the market for our products and services and rapidly adapt;
- our ability to obtain, maintain and protect our intellectual property rights, in particular trademarks and copyrights;
- business constraints, negative publicity, lawsuits and boycotts as a result of our business involving the provision of products with adult or sexually explicit content;
- material weaknesses identified with respect to our internal controls over financial reporting;
- potential impairments of our intangible assets;
- potential limitations on the use of our net operating losses;
- various taxation related risks in multiple jurisdictions;
- potential systems failures or network access challenges and our exposure to cybersecurity and data privacy risks;
- compliance with payment processor requirements and government regulations;
- interest rate risk that could cause our debt service obligations to increase significantly;
- foreign exchange rate and other operational risks related to the significant portion of our business outside the U.S.;
- challenges relating to operations and expansion outside of the U.S.;
- litigation expenses and potential adverse results;
- the costs to the Company and management's time needed to comply with public company requirements;
- our ability to attract and retain key employees and hire qualified management and personnel;
- difficulties in pursuing and completing corporate transactions on economically acceptable terms;
- realizing the business benefits of our strategic objectives, including through joint ventures, dispositions or other strategic transactions;
- limitations imposed by our debt and other financial obligations;
- our ability to attract and retain new customers and subscribers through our marketing efforts;
- the demand for our products and services;
- changing global economic conditions and standards, including with respect to tariffs and international trade tensions;
- our ability to manage the various licensing and selling models in our operations;
- the concentration of a substantial portion of our licensing revenue with a limited number of licensees and retail partners;
- supply chain risk to us and our licensees;

- our dependence on third parties who operate certain Playboy businesses pursuant to license agreements;
- the adoption, implementation and performance of new enterprise systems;
- increasing competition for and changing dynamics in the marketplace for our adult content, digital and consumer products;
- our ability to maintain our agreements with multiple system operators and direct-to-home operators on favorable terms;
- our ability to identify, fund investment in and commercially exploit new technology;
- shifts in consumer behavior as a result of technological innovations and changes in the distribution and consumption of content;
- our ability to meet the listing requirements to be listed on the Nasdaq Stock Market and maintain the listing of our securities in the future;
- the limited liquidity, significant volatility and potential for further dilution of our common stock; and
- our need for additional capital, and constraints to obtaining it, to fund future operations.

Risks Related to Our Business and Industry

Our success depends on our ability to maintain the value and reputation of the Playboy brand.

Our success depends on the value and reputation of the Playboy brand. The Playboy name is integral to our business as well as to the implementation of our strategies for expanding our business. Maintaining, promoting, and positioning our brand will depend largely on the success of our marketing and merchandising efforts and our ability to provide a consistent, high-quality product and customer experience.

We rely on social media and *Playboy* magazine, as two of our marketing strategies, to have a positive impact on both our brand value and reputation. Our brand and reputation could be adversely affected if our public image were to be tarnished by negative publicity, which could be amplified by social media, if we fail to deliver innovative and high-quality products and experiences acceptable to our customers, or if we face or mishandle a product recall or customer complaints.

We license our brand to third parties to use in connection with various goods and services, subject to our approval. Our financial condition could be negatively impacted if any such third parties use our brand in a manner that adversely reflects on our businesses or our brand.

Additionally, while we devote considerable efforts and resources to protecting our intellectual property, if these efforts are not successful, the value of our brand may be adversely affected. Any detrimental impact to our brand and reputation could have a material adverse effect on our financial condition.

Our businesses operate in highly competitive industries.

The consumer products, licensing, digital content and print media markets in which we operate are highly competitive. The ability of our businesses to compete in each of these industries successfully depends on a number of factors, including our ability to consistently supply high quality and popular products and content, adapt to new technologies and distribution platforms, maintain our brand reputation and produce new and successful products and content. There can be no assurance that we will be able to compete successfully in the future against existing or new competitors, or that increasing competition will not result in price reductions, reduced margins or loss of market share, any of which could have a material adverse effect on our business, financial condition or results of operations. Additionally, many of our competitors, including apparel and personal goods brand licensors and retailers, large entertainment and media enterprises and well-established digital content platforms have greater technical, operational, financial and human resources than we do. We cannot assure you that we can remain competitive with companies that have greater resources or that offer alternative product, entertainment or content offerings.

The market for our physical and digital products is changing rapidly, and unless we are able to anticipate these changes and rapidly adapt, we will lose market share.

Our strategy to grow our Honey Birdette retail business depends on many factors, including, among others, our ability to develop and maintain an effective e-commerce platform, identify desirable store locations, negotiate acceptable lease terms, hire, train and retain a reliable workforce of sales, distribution and other operational personnel, and successfully integrate stores into our existing control structure, enterprise systems and operations, including our information technology systems. Should we expand into new geographic areas, we will need to successfully identify and satisfy the consumer preferences in those areas. In addition, we will need to address competitive, merchandising, marketing, distribution and other challenges encountered in connection with any expansion.

In addition, online usage and digital media and entertainment are changing rapidly as technological advancements allow the deployment of more advanced and interactive multimedia website and digital application offerings, and the Internet and mobile device usage have resulted in new digital distribution channels. As a result, we have to rapidly develop new digital business models, including digital content and distribution models, that will allow us to otherwise capitalize on our growing content platforms that we own and license. We have licensed the operation of our main digital businesses and the development and sale of Playboy-branded consumer products, but neither we nor our licensees can guarantee that such arrangements will be successful.

We cannot ensure that our content businesses, e-commerce platforms for Playboy or Honey Birdette products, strategic partnerships and licensing deals or Honey Birdette physical stores will be well received and achieve intended net sales or profitability levels. If any of our consumer products, licensing or digital businesses fail to achieve, or are unable to sustain, acceptable net sales and profitability levels, our business overall may be adversely impacted and we may incur significant costs associated with such business.

Unless we are able to effectively modify our business model to compete with the products offered through physical and online retailers and content offered digitally on the Internet or elsewhere, our market share, revenues and profits from such offerings could decrease. Although we are currently exploring new revenue streams, entering into new licenses and continuing to support our Honey Birdette business, no assurance can be given that we will remain competitive in the industries we compete in. Our future success will depend, in part, on our ability to adapt to rapidly changing technologies, to enhance existing product offerings and to develop and introduce a variety of new products, strategic partnerships and content to address changing demands of our consumers.

If we are unable to obtain, maintain and protect our intellectual property rights, in particular trademarks and copyrights, our ability to compete could be negatively impacted.

Our intellectual property rights, particularly our trademarks in the Playboy name and Rabbit Head Design, as well as the Honey Birdette brand, are valuable assets of our business and are critical to our success, growth potential and competitive position. Although certain of the intellectual property we use is registered in the U.S. and in many foreign countries, there can be no assurances with respect to the continuation of such intellectual property rights, including our ability to further register, use or defend key current or future trademarks. Further, applicable law may provide only limited and uncertain protection, particularly in emerging markets, such as China.

Furthermore, we may not apply for, or we may be unable to obtain, intellectual property protection for certain aspects of our business. Third parties have in the past, and could in the future, bring infringement, invalidity, co-inventorship, re-examination, opposition or similar claims with respect to our current or future intellectual property. Any such claims, whether or not successful, could be costly to defend, may not be sufficiently covered by any indemnification provisions to which we are party, divert management's attention and resources, damage our reputation and brands, and adversely impact our business, prospects, financial condition, results of operations or cash flows, as well as the trading price of our securities.

In addition, third parties may distribute and sell counterfeit (or gray market) versions of our products, which may be inferior or pose safety risks and could confuse consumers or customers, which could cause them to refrain from purchasing our brands in the future or otherwise damage our reputation. The presence of counterfeit versions of our products in the market and of prestige products in mass distribution channels could also dilute the value of our brands, force us and our distributors to compete with heavily discounted products, cause us to be in breach of contract (including license agreements), impact our compliance with distribution and competition laws in jurisdictions including the E.U. and China, or otherwise have a negative impact on our reputation and business, prospects, financial condition or results of operations.

In order to protect or enforce our intellectual property and other proprietary rights, we may initiate litigation or other proceedings against third parties, such as infringement suits, opposition proceedings or interference proceedings. Any lawsuits or proceedings that we initiate could be expensive, take significant time and divert management's attention from other business concerns, adversely impact customer relations and we may not be successful. Litigation and other proceedings may also put our intellectual property at risk of being invalidated or interpreted narrowly. The occurrence of any of these events may have a material adverse effect on our business, prospects, financial condition, results of operations or cash flows, as well as the trading price of our securities.

Our success depends on our ability to operate our business without infringing, misappropriating or otherwise violating the intellectual property of third parties.

Our commercial success depends in part on our ability to operate without infringing, misappropriating or otherwise violating the trademarks, patents, copyrights and other proprietary rights of third parties. However, we cannot be certain that the conduct of our business does not and will not infringe, misappropriate or otherwise violate such rights. Moreover, past or future acquisition targets and other businesses in which we may make strategic investments are often smaller or younger companies with less robust intellectual property clearance practices, and we may face challenges on the use of their trademarks and other proprietary rights.

If we are found to be infringing, misappropriating or otherwise violating a third-party trademark, patent, copyright or other proprietary rights, we may need to obtain a license, which may not be available in a timely manner on commercially reasonable terms or at all, or redesign or rebrand our products, which may not be possible or result in a significant delay to market or otherwise have an adverse commercial impact. We may also be required to pay substantial damages or be subject to a court order prohibiting us and our customers from selling certain products or engaging in certain activities, which could therefore have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows, as well as the trading price of our securities.

Our business includes the provision of sexually explicit content which can create negative publicity, lawsuits and boycotts.

Our business includes providing adult-oriented, sexually explicit and provocative content and products worldwide. Many people regard such business as unwholesome. Various national and local governments, along with religious and children's advocacy groups, consistently propose and enact legislation to restrict the provision of, access to, and content of such entertainment. These groups also often file lawsuits against providers of adult products and content, encourage boycotts against such providers and mount negative publicity campaigns. In this regard, some of our distribution outlets have from time-to-time been the target of groups who seek to limit the availability of our products because of their content. We expect to continue to be subject to these activities.

The adult-oriented content of our magazine and websites, including the creator platform we own, may also subject us to obscenity or other legal claims by third parties. We may also be subject to claims based upon the content that is available on our websites through links to other sites and in jurisdictions that we have not previously distributed content in. Implementing measures to reduce our exposure to this liability may require us to take steps that would substantially limit the attractiveness of our websites and other distribution channels and/or their availability in various geographic areas, which could negatively impact their ability to generate revenue.

In addition, some investors, banks, market makers, lenders and others in the investment community may refuse to participate in the market for our common stock, financings or other financial activities due to the nature of our adult business. These refusals may negatively impact our business, the value of our common stock and our opportunities to attract market support.

Companies providing products and services on which we rely have refused, and may refuse in the future, to do business with us because some of our products contain adult content.

Some companies that provide products and services we need may be concerned that associating with us could lead to their becoming the target of negative publicity campaigns by public interest groups and boycotts of their products and services. As a result of these concerns, these companies may be reluctant to enter into or continue business relationships with us. For example, we have not been able to open or maintain accounts with certain banks because of the adult nature of some of our business. There can be no assurance that we will be able to maintain our existing business relationships with the companies, domestic or international, that currently provide us with services and products. Our inability to maintain such business relationships, or to find replacement service providers, could materially adversely affect our business, financial condition and results of operations. We could be forced to enter into business arrangements on terms less favorable to us than we might otherwise obtain, which could lead to our doing business with less competitive terms, higher transaction costs and more inefficient operations than if we were able to maintain such business relationships or find replacement service providers.

If we are unable to advertise on certain platforms because of our brand or products, our revenue could be adversely impacted.

Some companies that operate websites and offline media, including search engines and social media platforms, on which we would like to advertise our products and services, and provide direct purchasing capabilities, have been, and may continue to be, reluctant or unwilling to allow such advertising due to the adult nature of certain of our products and services and the history of our brand. Our inability to access or advertise on such platforms has made, and could continue to make, it more difficult for us to reach a broad audience, which could limit sales of our products and services, and reduce the value of our brand. Our existing competitors, as well as potential new competitors, may not face such obstacles and be able to undertake more extensive marketing campaigns and reach a broader consumer base, making it more difficult for us to compete with them with similar products.

We have experienced, and may continue to experience, seasonality in our revenues, which may result in volatility in our financial results.

While we receive revenue throughout the year, our businesses have experienced, and may continue to experience, seasonality, particularly in connection with our Honey Birdette business. Our Honey Birdette direct-to-consumer business has historically experienced higher sales in the fourth quarter due to the end-of-year holiday season, but changing market conditions and demand could affect such sales. To the extent that we continue to experience seasonality, or there are material changes in our seasonal business and revenues, such factors may result in volatility in our financial results.

We have identified material weaknesses in our internal control over financial reporting. Failure to achieve and maintain effective internal controls over financial reporting could adversely affect our ability to report our results of operations and financial condition accurately and in a timely manner, which could have an adverse impact on our business.

Since becoming a public company, ensuring that we have adequate internal financial and accounting controls and procedures in place to produce accurate financial statements on a timely basis has been, and will continue to be, costly and a time-consuming effort. In addition, the rapid changes in our operations and corporate structure have created a need for additional resources within the accounting and finance functions in order to produce timely financial information and to ensure the level of segregation of duties customary for a U.S. public company.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States (“GAAP”). Our management is also required, on a quarterly basis, to evaluate the effectiveness of our internal controls and to disclose any changes and material weaknesses identified. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement in our annual or interim consolidated financial statements might not be prevented or detected on a timely basis, as occurred with certain of our interim consolidated financial statements in 2023, which were then restated and corrected in amended Quarterly Reports on Form 10-Q prior to the filing of our Annual Report on Form 10-K for 2023. As described in Item 9A of this Annual Report on Form 10-K, there were several material weaknesses identified in our internal control over financial reporting.

We are working to remediate our material weaknesses as soon as practicable. Our remediation plan, which is continuing to be developed, can only be accomplished over time, and these initiatives may not accomplish their intended effects. Failure to maintain our internal control over financial reporting could adversely impact our ability to report our financial position and results from operations on a timely and accurate basis or result in misstatements. Likewise, if our financial statements are not filed on a timely basis, we could be subject to regulatory actions, legal proceedings or investigations by Nasdaq, the SEC or other regulatory authorities, which could result in a material adverse effect on our business and/or we may not be able to maintain compliance with certain of our agreements. Ineffective internal controls could also cause investors to lose confidence in our financial reporting, which could have a negative effect on our stock price, business strategies and ability to raise capital.

Even after the remediation of our material weaknesses, our management does not expect that our internal controls will ever prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. No evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the business will have been detected.

Our use of certain tax attributes may be limited.

We had significant net operating losses (“NOLs”) as of December 31, 2025. In the U.S. we had \$378.6 million of federal NOLs available to carry forward to future periods, of which \$182.4 million will expire between 2028 and 2037, and we had \$149.1 million of state and local NOLs available to carry forward to future periods, of which \$9.4 million can be carried forward indefinitely. As of December 31, 2025, we also had Australia NOLs of \$11.9 million, United Kingdom (“U.K.”) NOLs of \$1.2 million and Hong Kong NOLs of \$0.2 million available to carry forward indefinitely. The statute of limitations for tax years 2021 and forward remains open to examination by the major U.S. taxing jurisdictions to which we are subject. The statute of limitations for tax year 2019 and forward remains open to examination in Australia. The statute of limitations for tax year 2021 and forward remains open to examinations in the U.K. And the statute of limitations for tax year 2023 and forward remains open to examinations in Hong Kong. In addition, due to NOL carryforward provisions, tax authorities continue to have the ability to adjust the amount of our carryforward. Furthermore, as discussed below, the limitations on the use of NOLs under Internal Revenue Code Section 382 could affect our ability to use NOLs to offset future taxable income.

The Tax Cuts and Jobs Act (the “Tax Act”), which was enacted on December 22, 2017, changed the rules governing U.S. federal NOL carryforwards. For federal NOL carryforwards arising in tax years beginning after December 31, 2017, the Tax Act limited a taxpayer’s ability to utilize such carryforwards to 80% of taxable income, which can be carried forward indefinitely, but carryback is generally prohibited. Federal NOL carryforwards generated by us before January 1, 2018 will continue to have a twenty-year carryforward period and will not be subject to the taxable income limitation.

We are subject to taxation related risks in multiple jurisdictions.

We are a U.S.-based multinational company subject to tax in multiple U.S. and foreign tax jurisdictions. Significant judgment is required in determining our global provision for income taxes, deferred tax assets or liabilities and in evaluating our tax positions on a worldwide basis. While we believe our tax positions are consistent with the tax laws in the jurisdictions in which we conduct our business, it is possible that these positions may be challenged by jurisdictional tax authorities, which may have a significant impact on our global provision for income taxes.

Tax laws are being re-examined and evaluated globally. New laws and interpretations of the law are taken into account for financial statement purposes in the quarter or year that they become applicable. Tax authorities are increasingly scrutinizing the tax positions of companies. Many countries in the European Union, as well as a number of other countries and organizations, such as the Organization for Economic Cooperation and Development, are actively considering changes to existing tax laws that, if enacted, could increase our tax obligations in countries where we do business. If U.S. or other foreign tax authorities change applicable tax laws, our overall taxes could increase, and our business, financial condition or results of operations may be adversely impacted.

We could be required to collect additional sales taxes or be subject to other tax liabilities that may increase the costs our customers would have to pay for our offering and adversely affect our operating results.

We collect and remit U.S. sales tax and foreign value-added tax (“VAT”) in a number of jurisdictions. It is possible, however, that we could face sales tax or VAT audits and that our liability for these taxes could exceed our estimates as state and foreign taxing authorities could still assert that we are obligated to collect additional tax amounts from our paying customers and remit those taxes to those authorities. We could also be subject to audits in states and foreign jurisdictions for which we have not accrued tax liabilities. A successful assertion that we should be collecting additional sales tax, VAT or other taxes on our services in jurisdictions where we have not historically done so and do not accrue for sales taxes and VAT could result in substantial tax liabilities for past sales or services, discourage customers from subscribing to certain of our services, or otherwise have a material adverse effect on our business, financial condition and results of operations.

Each jurisdiction has its own rules and regulations governing sales and use taxes, and these rules and regulations are subject to varying interpretations that may change over time. In addition, the application of federal, state, local and foreign tax laws to services provided electronically may be unclear with respect to certain services or products and is a continually evolving tax area. Most jurisdictions have considered or adopted laws that impose tax collection obligations on out-of-jurisdiction companies. Countries and states where we have nexus may require us to calculate, collect, and remit sales tax, use tax, VAT or other taxes on sales in their jurisdiction. Additionally, the Supreme Court of the U.S. ruled in *South Dakota v. Wayfair, Inc. et al* (“Wayfair”) that online sellers can be required to collect sales and use tax despite not having a physical presence in the buyer’s state. In response to Wayfair, or otherwise, states or local governments may enforce laws requiring us to calculate, collect, and remit taxes on sales in their jurisdictions. We may be obligated to collect and remit sales and use taxes in states where we have not collected and remitted sales and use taxes. A successful assertion by one or more jurisdictions requiring us to collect taxes where we historically have not or presently do not do so could result in substantial tax liabilities, including taxes on past sales, as well as penalties and interest.

The imposition by tax authorities of sales tax collection obligations on out-of-jurisdiction sellers could also create additional administrative burdens for us, put us at a perceived competitive disadvantage if they do not impose similar obligations on our competitors, and decrease our future sales, which could adversely affect our business and operating results.

Our digital operations are subject to systems failures and disruptions.

The uninterrupted performance of our computer systems is critical to the operations of our websites. Certain of our computer systems are located on-site and others are at external third-party sites, and, as such, may be vulnerable to fire, loss of power, telecommunications failures, cybersecurity breaches and other similar catastrophes. In addition, we may have to restrict access to our websites to solve problems caused by computer viruses, cyberattacks or other system failures. Our customers may become dissatisfied by any disruption, breach or failure of our computer systems that interrupts our ability to provide our content or products. Repeated system failures could substantially impair our operations, reduce the attractiveness of our websites and/or interfere with commercial transactions, negatively affecting our ability to generate revenues. Our websites must accommodate a high volume of traffic and transactions and deliver regularly updated content. Our computer systems have, on occasion, been subject to interference by external parties and our websites have, on occasion, experienced slow response times and network failures. While none of these types of occurrences has to date materially interrupted our operations or ability to generate revenue, such occurrences could in the future cause material disruptions to our businesses. We are also subject to risks from failures in computer systems other than our own because our customers depend on their own Internet service providers for access to our sites. Our revenues could be negatively affected by outages or other difficulties we or our customers experience in accessing our computer systems and websites due to disruptions of our systems or websites or external system failures that could impair customer access to our sites. Our insurance policies may not adequately compensate us for any losses that may occur due to any failures in our systems or the external systems used by our customers.

Any significant disruption in or unauthorized access to our computer systems or those of third parties that we utilize in our operations, including those relating to cybersecurity or arising from cyberattacks, could result in the interruption of operations, unauthorized access, disclosure or destruction of data, including customer, employee and corporate information, or theft of intellectual property, including digital assets, which could adversely impact our business.

Our computer systems and those of third parties we use in our operations are subject to constantly evolving cybersecurity threats, including cyberattacks such as computer viruses, malware, ransomware, denial of service attacks, physical or electronic break-ins, or insider threats, as well as misconfigurations in information systems, networks, software or hardware, and similar disruptions or errors. Our systems have experienced, and may continue to experience, directed attacks intended to lead to interruptions and delays in our service and operations as well as loss, misuse or theft of personal information (of third parties, employees, and our members) and other data, confidential information or intellectual property. Any compromise of our internal systems or customer-facing platforms could cause them to become unavailable or degraded or otherwise hinder our ability to deliver our products and services. Many of the third parties we work with rely on open source software and libraries that are integrated into a variety of applications, tools and systems, which may increase our exposure to vulnerabilities. Additionally, outside parties may attempt to induce or trick employees, vendors, partners, or users to disclose sensitive or confidential information in order to gain access to data. Any attempt by hackers to obtain our data (including customer, employee and corporate information) or intellectual property (including digital content assets), disrupt our service, or otherwise access our systems, or those of third parties we use, if successful, could harm our business, be expensive to remedy and damage our reputation. We have implemented certain systems and processes to thwart hackers and protect our data and systems. However, the techniques used to gain unauthorized access to data and software are constantly evolving, and we may be unable to anticipate, detect or prevent unauthorized access or address all cybersecurity incidents that occur. Because of the prominence of the Playboy and Honey Birdette brands, we (and/or third parties we use) have been and may continue to be a particularly attractive target for such attacks, and from time to time, we have experienced the unauthorized access of certain digital data. However, to date these unauthorized breaches have not had a material impact on our service, systems or business, and we do carry insurance to cover expenses related to such disruptions or unauthorized access. There is no assurance that hackers may not have a material impact on our services or systems in the future. Efforts to prevent hackers from disrupting our service or otherwise accessing our systems are expensive to develop, implement and maintain. These efforts require ongoing monitoring and updating as technologies change and efforts to overcome security measures become more sophisticated, and may limit the functionality of or otherwise negatively impact our services and systems. Any significant disruption to our services or access to our systems could result in a loss of customers and adversely affect our business and results of operation. Further, a penetration of our systems or a third-party's systems or other misappropriation or misuse of personal information could subject us to business, regulatory, litigation and reputation risk, which could have a negative effect on our business, financial condition and results of operations.

We utilize our own communications and computer hardware systems located either in our facilities or in that of a third-party provider. In addition, we utilize third-party "cloud" computing services in connection with our business operations. We also utilize our own and third-party content delivery networks. Problems faced by us or our third-party "cloud" computing or other network providers, including technological or business-related disruptions, as well as cybersecurity threats and regulatory interference, could adversely impact the experience of our customers and/or employees.

We are subject to data security and privacy risks.

We have been the target of "phishing", "spoofing", "social engineering" and other data breach attempts, including through the use of ransomware, and we expect that we may continue to be a target for unauthorized access to our systems and technology. If any such attempts are successful in the future and materially impact our business, employees and/or customers, we could be subject to liability which could negatively impact our financial condition and damage our business.

Increased scrutiny by regulatory agencies, such as the Federal Trade Commission and state agencies, of the use of employee and customer information could also result in additional expenses if we are obligated to reengineer systems to comply with new regulations or to defend investigations of our privacy practices. In addition, we must comply with increasingly complex, rigorous, and sometimes conflicting regulatory standards enacted to protect business and personal data in the United States, Europe and elsewhere. For example, the European Union adopted the GDPR, which became effective on May 25, 2018; and California passed the CCPA, which became effective on January 1, 2020. The U.S. Children's Online Privacy Protection Act ("COPPA") also regulates the collection, use and disclosure of personal information from children under 13-years of age. While none of our content is directed at children under 13-years of age, if COPPA or other age verification or limitation laws were to apply to us, failure to comply with such laws may increase our costs, subject us to expensive and distracting government investigations and could result in substantial fines. These laws impose additional obligations on companies regarding the handling of personal data and provide certain individual privacy rights to persons whose data is stored. Compliance with existing, proposed and recently enacted laws (including implementation of the privacy and process enhancements called for under GDPR and CCPA) and regulations can be costly and time consuming, and any failure to comply with these regulatory standards could subject us to legal and reputational risks.

In addition, customer interaction with our content is subject to our privacy policy and terms of service. If we fail to comply with our posted privacy policy or terms of service or if we fail to comply with existing privacy-related or data protection laws and regulations, it could result in proceedings or litigation against us by governmental authorities or others, which could result in fines or judgments against us, damage our reputation, impact our financial condition and adversely impact our business. If regulators, the media or consumers raise any concerns about our privacy and data protection or consumer protection practices, even if unfounded, this could also result in fines or judgments against us, damage our reputation, and negatively impact our financial condition and our business.

Changes in how network operators handle and charge for access to data that travel across their networks could adversely impact our business.

We rely significantly upon the ability of consumers to access our products through the Internet. If network operators block, restrict or otherwise impair access to our products over their networks, our business could be negatively affected. To the extent that network operators implement usage-based pricing, including meaningful bandwidth caps, or otherwise try to monetize access to their networks by data providers, we could incur greater operating expenses and our membership acquisition and retention could be negatively impacted. Furthermore, to the extent network operators create tiers of internet access service and either charge us for or prohibit us from being available through these tiers, our business could be negatively impacted.

Most network operators that provide consumers with access to the Internet also provide these consumers with multichannel video programming. As such, many network operators have an incentive to use their network infrastructure in a manner adverse to our continued growth and success. While we believe that consumer demand, regulatory oversight and competition will help check these incentives, to the extent that network operators are able to provide preferential treatment to their data as opposed to ours or otherwise implement discriminatory network management practices, our business could be negatively impacted. The extent to which these incentives limit operator behavior differs across markets.

We are subject to payment processing risk.

Our customers pay for our products and services using a variety of different payment methods, including credit and debit cards, gift cards, prepaid cards, direct debit, online wallets and direct carrier and partner billing. We rely on internal systems as well as those of third parties to process payment. Acceptance and processing of these payment methods are subject to certain rules and regulations, including additional authentication requirements for certain payment methods, and require payment of interchange and other fees. To the extent there are increases in payment processing fees, material changes in the payment ecosystem, such as large re-issuances of payment cards, delays in receiving payments from payment processors, changes to rules or regulations concerning payments, loss of payment partners and/or disruptions or failures in our payment processing systems, partner systems or payment products, including products we use to update payment information, our revenue, operating expenses and results of operation could be adversely impacted. In certain instances, we leverage third parties such as our cable and other partners to bill subscribers on our behalf. At times, these third parties have been unwilling or unable to continue processing payments on our behalf (and could further be unwilling or unable to do so in the future), requiring us to transition payment processing or otherwise find alternative methods of payment processing, which could adversely impact our business. In addition, from time to time, we encounter fraudulent use of payment methods, which could impact our results of operations and, if not adequately controlled and managed, could create negative consumer perceptions of our products. If we are unable to maintain our fraud and chargeback rate at acceptable levels, card networks may impose fines, our card approval rate may be impacted and we may be subject to additional card authentication requirements. The termination of our ability to process payments on any major payment method could significantly impair our ability to operate our business.

Government regulations could adversely affect our business, financial condition or results of operations.

Our businesses are regulated by governmental authorities in the countries in which we operate. Because of our international operations, we must comply with diverse and evolving regulations in many countries. Regulation relates to, among other things, licensing, access to satellite transponders, commercial advertising, subscription rates, foreign investment, internet gaming, use of confidential customer information and content, including standards of decency/obscenity. Changes in the regulation of our operations or changes in interpretations of existing regulations by courts or regulators or our inability to comply with current or future regulations could adversely affect us by reducing our revenues, increasing our operating expenses and/or exposing us to significant liabilities. While we are not able to reliably predict particular regulatory developments that could affect us adversely, those regulations related to adult content, the Internet, consumer products and commercial advertising illustrate some of the potential difficulties we face.

Adult content. Regulation of adult content could prevent us from making our content available in various jurisdictions or otherwise have a material adverse effect on our business, financial condition or results of operations. The governments of some countries, such as China and India, have sought to limit the influence of other cultures by restricting the distribution of products deemed to represent foreign or “immoral” influences. Regulation aimed at limiting minors’ access to adult content could also increase our cost of operations and introduce technological challenges, such as by requiring development and implementation of age verification systems. U.S. government officials could amend or construe and seek to enforce more broadly or aggressively the adult content recordkeeping and labeling requirements set forth in 18 U.S.C. Section 2257 and its implementing regulations in a manner that is unfavorable to our business.

Internet. Various governmental agencies have imposed and are further considering a number of laws or regulations concerning various aspects of the Internet, including online content, intellectual property rights, user privacy, taxation, access charges, liability for third-party activities and jurisdiction. Regulation of digital content and the Internet could materially adversely affect our business, financial condition or results of operations by reducing the overall use of the Internet or provision of certain digital content or services, reducing the demand for our products or increasing our cost of doing business.

Consumer products. Any attempts to limit or otherwise regulate the sale or distribution of certain consumer products sold by us or our licensees could materially adversely affect our business, financial condition or results of operations.

Our variable rate debt subjects us to interest rate risk that could cause our debt service obligations to increase significantly.

The debt under our senior secured credit facility accrues interest subject to variable rates of interest, which exposes us to interest rate risk. Reference rates used to determine the applicable interest rates for our variable rate debt began to rise significantly in the second half of fiscal year 2022 and continued through most of fiscal year 2024. The Secured Overnight Financing Rate (“SOFR”), which we use as a benchmark for establishing the interest rate applicable to our debt, was 3.7% and 4.5% as of December 31, 2025 and December 31, 2024, respectively. If interest rates were to increase again, the debt service obligations on such indebtedness would again increase, even if the amount borrowed remains the same, and our net income and cash flows, including cash available for servicing our indebtedness, would correspondingly decrease. In addition, while our senior secured debt will continue to be subject to SOFR, other factors may impact SOFR including factors causing SOFR to cease to exist, new methods of calculating SOFR to be established, or the use of an alternative reference rate. Such circumstances are not entirely predictable, but they could have an adverse impact on our financing costs and our financial results.

We are subject to risks resulting from our operations outside the U.S., and we face additional risks and challenges as we continue to expand internationally.

The international scope of our operations has contributed, and may continue to contribute, to volatile financial results and difficulties in managing our business. For the years ended December 31, 2025 and 2024, we derived approximately 67% and 52%, respectively, of our consolidated revenues from countries outside the U.S., and we continued to experience significant challenges in the China market during those years. Our international operations expose us to numerous challenges and risks, including, but not limited to, the following:

- adverse political, regulatory, legislative and economic conditions in various jurisdictions;
- costs of complying with varying governmental regulations;
- fluctuations in currency exchange rates;
- difficulties in developing, acquiring or licensing programming and products that appeal to a variety of audiences and cultures;
- global supply chain disruptions;
- scarcity of attractive licensing and joint venture partners;
- the potential need for opening and managing distribution centers abroad; and
- difficulties in protecting intellectual property rights in foreign countries.

In addition, important elements of our business strategy, including capitalizing on advances in technology, expanding distribution of our products and content and leveraging cross-promotional marketing capabilities, involve a continued commitment to expanding our business internationally. This international expansion will require considerable management and financial resources. We cannot assure you that one or more of these factors or the demands on our management and financial resources would not adversely affect any current or future international operations and our business as a whole.

We are exposed to fluctuations in currency exchange rates.

We transact business globally in multiple currencies and have foreign currency risks related to our revenue, costs of revenue and operating expenses, particularly with respect to Chinese and Australian currencies. To the extent we have significant revenues denominated in such foreign currencies, any strengthening of the U.S. dollar would tend to reduce our revenues as measured in U.S. dollars, as we have historically experienced, and are currently experiencing. In addition, a portion of our revenue, costs and expenses have been, and we anticipate will continue to be, denominated in foreign currencies. If we do not have fully offsetting revenues in the relevant currencies and if the value of the U.S. dollar depreciates significantly against these currencies, our costs as measured in U.S. dollars as a percent of our revenues will correspondingly increase and our margins will suffer. As a result, our operating results could be harmed.

Operating as a public company requires us to incur substantial costs and requires substantial management attention.

We will continue to incur significant legal, accounting and other expenses to comply with the requirements of operating as a public company. We are subject to the reporting requirements of the Exchange Act, which requires, among other things, that we file with the SEC annual, quarterly and current reports with respect to our business and financial condition. In addition, the Sarbanes-Oxley Act, as well as rules subsequently adopted by the SEC and Nasdaq to implement provisions of the Sarbanes-Oxley Act, impose significant requirements on public companies, including requiring establishment and maintenance of effective disclosure and financial controls and changes in corporate governance practices. Further, pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the SEC has adopted additional rules and regulations in these areas, such as mandatory “say on pay” voting requirements. Stockholder activism, the current political environment and the current high level of government intervention and regulatory reform may lead to substantial new regulations and disclosure obligations, including with respect to environmental, social and governance matters, which may lead to additional compliance costs and impact the manner in which we operate our business in ways we cannot currently anticipate.

The rules and regulations applicable to public companies have and are expected to continue to increase our legal and financial compliance costs and to make some corporate activities more time consuming. If these requirements divert the attention of our management and personnel from other business concerns, they could have a material adverse effect on our business, financial condition and results of operations. The increased costs could decrease our net income or increase our net loss, and may require us to reduce costs in other areas of our business. We cannot predict or estimate the amount or timing of additional costs we may incur to respond to these requirements. The impact of these requirements could also make it more difficult for us to attract and retain qualified persons to serve on our Board of Directors (the “Board”), our Board committees or as executive officers.

Any expansion into new products, technologies, and geographic regions may subject us to additional risks.

We may have limited or no experience in our newer market segments, and our customers may not adopt our product or content offerings. These offerings, which can present new and difficult technology and regulatory challenges, may subject us to claims if customers of these offerings experience service disruptions or failures or other quality issues. In addition, profitability, if any, in our newer activities may not meet our expectations, and we may not be successful enough in these newer activities to recoup our investments in them. Failure to realize the benefits of amounts we invest in new technologies, products or content could result in the value of those investments being written down or written off.

We expect to incur transaction costs in connection with our corporate transactions and strategic opportunities, which could require additional financing that may not be available to us on acceptable terms.

We have incurred and expect to continue to incur significant costs and expenses in connection with past and future corporate transactions and strategic opportunities, including with respect to acquisitions and financing transactions, for financial advisory, legal, accounting, consulting and other advisory fees and expenses, reorganization and restructuring costs, litigation defense costs, severance/employee benefit-related expenses, filing fees, printing expenses and other related charges. There are also numerous processes, policies, procedures, operations, technologies and systems that are impacted by our corporate transactions. There are many factors beyond our control that could affect the total amount or timing of expenses related to such transactions. These costs and expenses could reduce the benefits and income we expect to achieve from our corporate transactions.

We may, in the future, require additional capital to help fund all or part of potential corporate transactions and strategic opportunities. If, at the time required, we do not have sufficient cash to finance those additional capital needs, we will need to raise additional funds through equity and/or debt financing. We cannot guarantee that, if and when needed, additional financing will be available to us on acceptable terms or at all. If additional capital is needed and is either unavailable or cost prohibitive, our growth may be limited as we may need to change our business strategy to slow the rate of, or eliminate, our expansion plans. In addition, any additional financing we undertake could impose additional covenants upon us that restrict our operating flexibility, and, if we issue equity securities to raise capital, our existing stockholders may experience dilution or the new securities may have rights senior to those of our common stock.

We have entered into, and may enter into further, joint ventures and strategic partnerships, which could be adversely affected by our lack of sole decision-making authority, our reliance on our partners or disputes between us and our partners.

We previously entered into the China JV and a spirits-related joint venture, are pursuing the New China JV, and may enter into further joint ventures and strategic partnerships, in some of which we may not hold controlling interests or operating control. Even if we legally control such ventures (as was the case with the China JV, and will initially be the case for the New China JV), there may be circumstances under which we would not exercise sole decision-making authority regarding their business. Joint ventures and strategic partnerships may, under certain circumstances, involve risks that would not otherwise be present if we were in sole control or another party were involved. Joint venture and strategic partners may have economic or other business interests or goals that are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our policies or objectives. Such investments may also have the potential risk of impasses on decisions, because neither we nor the partner would have full control over the venture. Disputes between us and joint venture and strategic partners may result in legal action that would increase our expenses and divert management’s attention. In addition, we may in certain circumstances be liable for the actions of our joint venture or strategic partners.

We may seek strategic opportunities in industries or sectors that may be outside of our management's areas of expertise.

We may consider strategic opportunities outside of our management's areas of expertise if an attractive transaction or target is presented to us and we determine that it represents an advantageous opportunity for our company. Although our management will endeavor to evaluate the risks inherent in any particular opportunity, we cannot assure you that we will adequately ascertain or assess all of the significant risk factors. We also cannot assure you that an investment in our securities will not ultimately prove to be less favorable to investors than a direct investment, if an opportunity were available, in a strategic transaction counterparty.

Any expansion of our businesses may place a significant strain on our management, operational, financial, and other resources.

Any expansion of our global operations, including increasing our product and service offerings and scaling our infrastructure to support our retail and services businesses, could increase the complexity of the current scale of our business and place significant strain on our management, personnel, operations, systems, technical performance, financial resources, and/or internal financial control and reporting functions. Failure to manage growth effectively could damage our reputation, limit our growth, and negatively affect our operating results.

In pursuing strategic opportunities and corporate transactions, we may incur various costs and liabilities, and we may never realize the anticipated benefits of such opportunities.

If attractive opportunities become available, we may continue to pursue strategic transactions, products or technologies that we believe are strategically advantageous to us. Transactions of this sort could involve numerous risks, including:

- unforeseen operating difficulties and expenditures arising from the process of integrating any new business, product or technology, including related personnel;
- diversion of a significant amount of management's attention from the ongoing development of our business;
- dilution of existing stockholders' ownership interest in us;
- incurrence of additional debt;
- exposure to additional operational risk and liability, including risks arising from the operating history of any new or modified businesses;
- entry into markets and geographic areas where we have limited or no experience;
- loss of key employees;
- adverse effects on our relationships with suppliers and customers; and
- adverse effects on any existing relationships, including suppliers and customers.

Furthermore, we may not be successful in identifying appropriate strategic transaction candidates or consummating transactions on terms favorable or acceptable to us or at all.

When we pursue new strategic opportunities or corporate transactions, our due diligence reviews are subject to inherent uncertainties and may not reveal all potential risks. We may therefore fail to discover or inaccurately assess undisclosed or contingent liabilities, including liabilities for which we may have responsibility. As a successor, we may be responsible for any past or continuing violations of law by the seller or the target company, including violations of decency laws. Although we generally attempt to seek contractual protections, such as representations and warranties and indemnities, we cannot be sure that we will obtain such provisions in our transactions or that such provisions will fully protect us from all unknown, contingent or other liabilities or costs. Finally, claims against us relating to any transaction may necessitate our seeking claims against counterparties for which they may not indemnify us or that may exceed the scope, duration or amount of their indemnification obligations.

The success of our business may depend in part on achieving our strategic objectives, including through strategic transactions, dispositions and new initiatives.

Strategic transactions have been, and are expected to continue to be, part of our strategy, and may include dispositions of assets and businesses. We may not achieve expected returns and benefits in connection with this strategy as a result of various factors, including transition challenges, such as operational, personnel and technology platform changes. In addition, we may not achieve the full economic benefits anticipated to result from such transactions.

Further, dispositions and strategic transactions may distract our management's time and attention and disrupt our ongoing business operations or relationships with customers, employees, suppliers or other parties. We continue to evaluate the potential disposition of assets and businesses that may no longer help us achieve our strategic objectives, and to view strategic transactions as a key part of our growth strategy.

If we decide to sell assets or a business, we may encounter difficulty in finding attractive terms or buyers or executing alternative exit strategies on acceptable terms in a timely manner, which could delay the accomplishment of our strategic objectives. Alternatively, we may dispose of a business at a price or on terms that are less than we had anticipated, or with the exclusion of select assets. Dispositions may also involve continued financial involvement in a divested business, such as through continuing equity ownership, transition service agreements, guarantees, indemnities or other current or contingent financial obligations. Under these arrangements, performance by the acquired or divested business, or other conditions outside our control, could affect our future financial results.

We may not realize all of the anticipated benefits of our strategic opportunities or corporate transactions or those benefits may take longer to realize than expected.

Our ability to realize anticipated benefits of our strategic opportunities and corporate transactions depends, to a large extent, on our ability to implement changes that facilitate such opportunities and realize anticipated streamlining and synergies. We generally expect to benefit from streamlining, through reduced costs or outsourcing of responsibilities to third parties, and operational synergies from consolidation of capabilities and greater efficiencies from increased scale and market integration. However, this process may preclude or impede realization of the benefits expected from strategic opportunities or corporate transactions and could adversely affect our results of operations. We cannot be certain that we will not be required to implement further realignment activities, make additions or other changes to our workforce based on other cost reduction measures or changes in the markets and industry in which we compete. In addition, future business conditions and events may impact our ability to continue to realize any benefits of these initiatives. If we are not able to successfully achieve these objectives, the anticipated benefits of our transactions may not be realized fully or at all or may take longer to realize than expected.

Any future strategic opportunities or corporate transactions may not be accretive, and may be dilutive, to our earnings per share, which may negatively affect the market price of our common stock.

Future strategic opportunities or corporate transactions may not be accretive to our earnings per share. Our expectations regarding the timeframe in which such transactions may become accretive to our earnings per share may not be realized. In addition, we could fail to realize all of the benefits anticipated in such transactions or experience delays or inefficiencies in realizing such benefits. Such factors could, combined with the potential issuance of shares of our common stock in connection with any such transactions, result in them being dilutive to our earnings per share, which could negatively affect the market price of our common stock.

Our senior secured credit agreement contains various covenants, restrictions and required financial ratios and tests that limit our operating flexibility. The violation of one or more of these covenants, ratios or tests could have a material adverse effect on our business, financial condition and operating results.

Our senior secured credit agreement contains covenants that limit our actions. These covenants could materially and adversely affect our ability to finance our future operations or capital needs or to engage in other business activities that may be in our best interests. The covenants restrict our ability to, among other things:

- incur or guarantee additional indebtedness;
- make loans and investments;
- enter into agreements restricting our subsidiaries' abilities to pay dividends;
- create liens;
- sell or otherwise dispose of assets;
- enter new lines of business;
- merge or consolidate with other entities; and
- engage in transactions with affiliates.

The senior secured credit agreement, as amended to date, also contains financial covenants requiring us to maintain a specified maximum total net leverage ratio covenant beginning with the second quarter of 2026 and to maintain a minimum balance of cash and cash equivalents. Refer to Note 9, Debt, of the Notes to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K for further details.

The covenants in our senior secured credit agreement place significant restrictions on the manner in which we may operate our business, and our ability to meet these covenants may be affected by events beyond our control, such as prevailing economic conditions and changes in regulations, and if such events occur, we cannot be sure that we will be able to comply.

In addition, we are required to assess our ability to continue as a going concern as part of our preparation of financial statements at each quarter-end. This assessment includes, among other things, our ability to comply with the covenants and requirements under our senior secured credit agreement. If in future periods we are not able to demonstrate that we will be in compliance with the financial covenant requirements in our credit agreement for at least 12 months following the date of the financial statements, management could conclude there is substantial doubt about our ability to continue as a going concern, and the audit opinion that we would receive from our independent registered public accounting firm would include an explanatory paragraph regarding our ability to continue as a going concern. Such an opinion could cause us to be in breach of the covenants in our senior secured credit agreement and other of our agreements.

If we fail to satisfy any of the foregoing covenants, the lenders could declare the outstanding principal amount of our loans under our senior secured credit agreement, including accrued and unpaid interest and all other amounts owing and payable thereunder, to be immediately due and payable, which could have a material adverse effect on our business, financial condition and operating results.

A variety of uncontrollable events may reduce demand for our products, impair our ability to provide our products or increase the cost of providing our products.

Demand for our products can be significantly adversely affected in the U.S., globally or in specific regions as a result of a variety of factors beyond our control, including: adverse weather conditions arising from short-term weather patterns or long-term change, catastrophic events or natural disasters (such as excessive heat or rain, hurricanes, typhoons, floods, tsunamis and earthquakes); health concerns, such as pandemics; international, political or military developments, including wars and other armed conflicts; and terrorist attacks. These events and others, such as fluctuations in travel and energy costs and cyberattacks, intrusions or other widespread computing or telecommunications failures, may also damage our ability to provide our products or to obtain insurance coverage with respect to these events. An incident that affected our property directly would have a direct impact on our ability to provide products and content. Moreover, the costs of protecting against such incidents reduce the profitability of our operations.

In addition, we derive affiliate fees and royalties from the distribution of our programming, sales of our licensed goods and services by third parties, and the management of businesses operated under brands licensed from us, and we are therefore dependent on the success of those third parties for that portion of our revenue. A wide variety of factors could influence the success of those third parties and if negative factors significantly impacted a sufficient number of those third parties, the profitability of one or more of our businesses could be adversely affected.

We obtain insurance against the risk of losses relating to some of these events, generally including physical damage to our property and resulting business interruption, certain injuries occurring on our property and some liabilities for alleged breach of legal responsibilities. When insurance is obtained it is subject to deductibles, exclusions, terms, conditions and limits of liability. The types and levels of coverage we obtain vary from time to time depending on our view of the likelihood of specific types and levels of loss in relation to the cost of obtaining coverage for such types and levels of loss and we may experience material losses not covered by our insurance.

If we do not adequately adopt and manage our reporting and enterprise systems and processes, our ability to manage and grow our business may be adversely impacted.

We are in the process of adopting and implementing new systems and processes across our businesses, which will allow us to execute our business plan and comply with regulations. We will need to continue to improve existing and implement new operational and financial systems, procedures and controls to manage our business effectively in the future. As a result, we have licensed new enterprise systems and have begun a process to expand and upgrade our operational and financial systems. If the systems we have chosen do not fit our business appropriately or if there are material delays in the implementation of, or disruption in the transition to, our new or enhanced systems, procedures or internal controls, our ability to realize the benefits and value of the systems as anticipated, operate our business as intended, achieve accuracy in the conversion of electronic data and records, and/or report financial and management information, could be adversely affected. As a result of the conversion from prior systems and processes, data integrity problems may be discovered that if not corrected could impact our business or financial results. In addition, as we add functionality to the enterprise systems and complete implementations across our businesses, new issues could arise that we have not foreseen. Such issues could adversely affect our ability to do, among other things, the following in a timely manner: provide quotes; take customer orders; ship products; provide services and support to our customers; bill and track our customers; fulfill contractual obligations; and otherwise run our business. Failure to properly or adequately address these issues could result in the diversion of management's attention and resources, impact our ability to manage our business and negatively impact our results of operations, cash flows and stock price.

Global economic conditions could have a material adverse effect on our business, operating results and financial condition.

The uncertain state of the global economy continues to impact businesses around the world, and our business is particularly sensitive to reductions in discretionary consumer spending. If global economic and financial market conditions further deteriorate or do not improve, the following factors could have a material adverse effect on our business, operating results and financial condition:

- Our sales are impacted by discretionary spending by consumers. Declines in consumer spending may result in reduced demand for our products, increased inventories, reduced orders from retailers for our products, order cancellations, lower revenues, higher discounts and lower gross margins.
- In the future, we may be unable to access financing in the credit and capital markets at reasonable rates in the event we find it desirable to do so.
- We conduct transactions in various currencies, which creates exposure to fluctuations in foreign currency exchange rates relative to the U.S. Dollar. Continued volatility in the markets and exchange rates for foreign currencies and contracts in foreign currencies could have a significant impact on our reported operating results and financial condition.
- Adverse developments affecting economies throughout the world, including a general tightening of the availability of credit, decreased liquidity in certain financial markets, increased interest rates, foreign exchange fluctuations, increased energy costs, acts of war or terrorism, transportation disruptions, natural disasters, declining consumer confidence, sustained high levels of unemployment or significant declines in stock markets, as well as concerns regarding pandemics, epidemics and the spread of contagious diseases, could lead to a further reduction in discretionary spending.
- Continued volatility in the availability and prices for commodities and raw materials we use in our products and in our supply chain (such as cotton or petroleum derivatives) could have a material adverse effect on our costs, gross margins and profitability.
- If retailers of our licensed products experience declining revenues or experience difficulty obtaining financing in the capital and credit markets to purchase our products, this could result in late licensee payments, extended payment terms, higher accounts receivable, reduced cash flows, greater expense associated with collection efforts and increased bad debt expense.
- If licensees or retailers of our products experience severe financial difficulty, including becoming insolvent or ceasing business operations, this could negatively impact the sale of our products to consumers and the ability of such licensees or retailers to make required payments to us.
- Demand for entertainment and leisure activities can be affected by changes in the economy and consumer tastes, both of which are difficult to predict and beyond our control. Unfavorable changes in general economic conditions, including recessions, economic slowdowns, sustained high levels of unemployment, and rising prices or the perception by consumers of weak or weakening economic conditions, may reduce our users' disposable income or result in fewer individuals engaging in entertainment and leisure activities, including lifestyle experiences such as casino gaming, and lower spending on sexual wellness, apparel or beauty products. As a result, we cannot ensure that demand for our offerings will remain constant.

If contract manufacturers of our products or other participants in our supply chain experience difficulty obtaining financing in the capital and credit markets to purchase raw materials or to finance capital equipment and other general working capital needs, it may result in delays or non-delivery of shipments of our products.

We derive, and expect to continue to derive, a significant portion of our revenue from outside the United States, and our business development plans, results of operations and financial condition may be materially adversely affected by significant international political, social and economic instability. Continued economic challenges in China, or between the U.S. and China, could adversely impact our licensees in China, prospective customers, suppliers, distributors and partners of our licensees in China, which could have a material adverse effect on our results of operations and financial condition. In addition, a deterioration in trade relations between the U.S. and China or other countries, or the negative perception of U.S. brands by Chinese or other international consumers, could have a material adverse effect on our results of operations and financial condition. There is no guarantee that economic downturns, any further decrease in economic growth rates or an otherwise uncertain economic outlook for the global economy will not persist in the future, that they will not be protracted or that governments will respond adequately to control and reverse such conditions, any of which could materially and adversely affect our business, financial condition and results of operations.

We have a material amount of goodwill and other intangible assets, including our trademarks and right-of-use assets, recorded on our balance sheet. As a result of changes in market conditions and declines in the estimated fair value of these assets, we have in the past, and we may in the future, be required to further write down a portion of this goodwill and other intangible assets and such write-down could, as applicable, have a material effect on our financial results.

Under current GAAP accounting standards, goodwill and indefinite life intangible assets, including some of our trademarks, are not amortized, but instead are subject to impairment evaluation based on related estimated fair values, with such testing to be done at least annually. At the impairment date during the third quarter of 2024, as a result of ongoing impacts to our revenue, including declines in consumer demand, we recorded non-cash asset impairment charges related to the write-down of goodwill.

There can be no assurance that any future downturn in the business of any of our segments, or a continued decrease in our market capitalization, will not result in a further write-down of goodwill or other intangibles. We will review our goodwill, trademarks, right-of-use assets, digital assets and other intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Any write-down of intangible assets resulting from future periodic evaluations could, as applicable, have a material effect on our financial results.

Additional Risks Related to Our Licensing and Direct-to-Consumer Businesses

We utilize various licensing and selling models in our operations, and our success is dependent on our ability to manage these different models.

In addition to the licensing model, we operate online and brick-and-mortar retail stores for Honey Birdette which sell products directly to customers. Although we believe these various models could have certain benefits, these models could themselves be unsuccessful and our beliefs could turn out to be wrong. Moreover, our pursuit of these different models could divert management's attention and other resources, including time and capital. As a result, our future success depends in part on our ability to successfully manage these multiple models. If we are unable to do so, our performance, financial condition and prospects could be adversely impacted.

Risks that impact our business as a whole may also impact the success of our direct-to-consumer ("DTC") business.

We may not successfully execute on our DTC strategy (which is currently comprised of Honey Birdette online and brick-and-mortar retail platforms). Consumers may not be willing to pay for an expanding set of DTC products, potentially exacerbated by an economic downturn. Government regulations, including revised foreign content and ownership regulations, may impact the implementation of our DTC business plans. Poor quality internet or transportation infrastructure in certain markets may impact our customers' access to our DTC products and may diminish our customers' experience with our DTC products. These and other risks may impact the profitability and success of our DTC businesses.

The agency relationship for our consumer brands licensing business may not ultimately be successful.

We currently engage an agency to act as our products licensing agent in most countries. In the event we need to engage a new agency to act as our products licensing agent, the transition from the current licensing agent to a new products licensing agent may be subject to delays, as the new agent may lack institutional knowledge of our consumer brand licensing business, and there may be unanticipated issues arising from the new relationship and the transition. The failure of our agent to find or maintain revenue-enhancing licensing opportunities for the business could have an adverse impact on the revenue and cash flows of our consumer business.

Our growth will depend on our ability to attract and retain customers and subscribers, and the loss of customers or subscribers, failure to attract new customers and subscribers in a cost-effective manner, or failure to effectively manage our growth could adversely affect our business, financial condition, results of operations and prospects.

Our ability to achieve growth in revenue in the future will depend, in large part, upon our ability to attract new customers and subscribers to our offerings, retain existing customers and subscribers of our offerings and reactivate customers and subscribers in a cost-effective manner. Achieving such growth may require us to increasingly engage in sophisticated and costly sales and marketing efforts, some or all of which may not provide a material return on investment. We have used and expect to continue to use a variety of free and paid marketing channels, in combination with compelling offers and opportunities to achieve our objectives. For paid marketing, we intend to leverage a broad array of advertising channels, including billboards, radio, social media platforms, affiliates and paid and organic search, and other digital channels, such as search and mobile display. If the search engines and other digital platforms on which we rely modify their algorithms, change their terms, including with respect to cookies, data and/or privacy controls, or if the prices at which we use such services increase, then our costs could increase, and fewer customers and subscribers may reach or use our platforms. If links to our platforms are not displayed prominently in online search results or on social media, if fewer customers or subscribers click through to our platforms, if our other marketing campaigns are not effective, or if the costs of attracting customers and subscribers using any of our current methods significantly increase, then our ability to efficiently attract new customers and subscribers could be reduced, our revenue could decline and our business, financial condition and results of operations could be adversely impacted.

Additionally, as technological or regulatory standards change and we modify our offerings to comply with those standards, we may need customers and subscribers to take certain actions to continue accessing our platforms, such as performing age verification checks or accepting new terms and conditions. Customers and subscribers may be deterred from using our offerings at any time, including if the quality of their experience, including our support capabilities in the event of a problem, does not meet their expectations or keep pace with the quality of the customer experience generally offered by competitive offerings.

If we are unable to predict or effectively react to changes in consumer demand or shopping patterns, our sales may decline and we may write-down inventory.

Our success depends in part on our ability to anticipate and respond in a timely manner to changing consumer demand, preferences, and shopping patterns, which cannot be predicted with certainty and are subject to continual change and evolution. If we are unable to provide retail and digital experiences that align with consumer expectations and preferences, it could have an adverse impact on our revenues, business and results of operations.

We often make advance commitments to purchase products, which may make it more difficult for us to adapt to rapidly-evolving changes in consumer preferences. Our sales could decline significantly if we misjudge the market for our new merchandise, which may result in significant merchandise markdowns and lower margins, missed opportunities for other products, or inventory write-downs, and could have a negative impact on our reputation, profitability and demand. Failure to meet stockholder expectations, particularly with respect to earnings, sales, and operating margins, could also result in volatility in the market value of our stock.

We record a charge for product inventories that have become obsolete or exceed anticipated demand, or for which cost exceeds net realizable value. If we determine that an impairment has occurred, we record a write-down by the amount for which costs exceed net realizable value. No assurance can be given that we will not incur write-downs, fees, impairments and other charges given the rapid and unpredictable pace of product obsolescence in the direct-to-consumer markets in which we compete.

Our business depends on consumer purchases of discretionary goods and content, which can be negatively impacted during an economic downturn or periods of inflation. This could materially impact our sales, profitability and financial condition.

Our products and content may be considered discretionary items for consumers. Many factors impact discretionary spending, including general economic conditions, unemployment, the availability of consumer credit and inflationary pressures and consumer confidence in future economic conditions. Global economic conditions may continue to be uncertain, particularly in light of the impacts of the slowdown of the Chinese economy, ongoing international armed conflicts and geopolitical tensions, and the potential impacts of sustained inflationary pressure in the United States (our largest market) remain unknown, making trends in consumer discretionary spending unpredictable. Historically, consumer purchases of discretionary items tend to decline during recessionary periods when disposable income is lower or during other periods of economic instability or uncertainty, which may lead to declines in sales and slow our long-term growth expectations. Any near or long-term economic disruptions in markets where we sell our products and content, particularly in the United States, Australia, China or other key markets, may adversely impact our sales, profitability and financial condition and our prospects for growth. In addition, as pandemic conditions improve and restrictions ease, we are unable to predict whether consumer preferences for discretionary items will shift and the level of consumer spending within our industry will be negatively impacted for a period of time. If this were to occur, our sales and prospects for growth may be negatively impacted.

A substantial portion of our licensing revenue is concentrated with a limited number of licensees and retail partners, such that the loss of a licensee or retail partner has in the past decreased, and could in the future materially decrease, our revenue and cash flows.

Our licensing revenues are concentrated with a limited number of licensees and retail partners. For instance, during the years ended December 31, 2025 and 2024, the five largest license agreements comprised 27% and 10%, respectively, of our consolidated revenues.

In the fourth quarter of 2024, we entered into a licensing agreement with Byborg to license intellectual property and certain Playboy digital assets for \$300 million in minimum guaranteed payments over the initial 15-year term of the license, which began as of January 1, 2025. As of December 31, 2025, Byborg is our largest licensee and contributes a material amount of our consolidated revenues, with licensing revenues of \$20.0 million being recognized in 2025.

As we are dependent on these licensees for a significant portion of our revenue, if any of our material licensees have financial difficulties affecting their ability to make payments, cease operations, or if any such licensees do not renew or extend any existing agreements, or significantly reduce their sales of licensed products under any agreement, we were, and could continue to be, required to adjust how we account for revenue pursuant to such licenses, and our revenue and cash flows were, and could continue to be, reduced substantially, which has had, and could continue to have, a material adverse impact on our financial condition, results of operations and business.

Our licensing arrangements subject us to a number of risks.

We have entered into several arrangements in connection with our licensing strategy. Although we believe our licensing arrangements may have certain benefits, these arrangements are subject to a number of risks and our beliefs could turn out to be wrong. If any of these risks occur and we do not achieve the intended or expected benefits of our licensing strategy, our results of operations, and financial condition could be materially adversely affected.

The terms of our licensing arrangements vary. These different terms could have a material impact on our performance. These effects on our performance could become increasingly significant in future periods, to the extent our new licensees gain traction over time with new retailers and consumer bases and the proportion of our royalty revenues from these licensees increases, or if we pursue similar arrangements in the future.

Additionally, in licensing arrangements, we have limited ability to control various aspects of the manufacturing process, including access to raw materials, the timing of delivery of finished products, the quality of finished products and manufacturing costs. Our licensees may not be able to produce finished products of the quality or in the quantities that are sufficient to meet retailer and consumer demand in a timely manner or at all, which could result in an inability to generate revenues from any such products and loss of confidence in our brands. Interruptions or delays in the manufacturing process can occur at any time and for a variety of reasons, many of which are outside our control, including, among others, unforecasted spikes in demand, shortages of raw materials, labor disputes, backlogs, insufficient devotion of resources to the manufacture of products bearing our brands, or problems that may arise with manufacturing operations or facilities or our licensees' businesses generally. On the other hand, our licensees may produce inventory in excess of retailer and consumer demand, in which case over-supply may cause retail prices of products bearing our brands to decline. Further, we compete with other brand owners for the time and resources of our licensees, which could curtail or limit our ability to engage new or maintain relationships with existing licensee partners on acceptable terms or at all. Further, the unplanned loss of any of our wholesale licensees could lead to inadequate market coverage for retail sales of products bearing our brands, create negative impressions of us and our brands with retailers and consumers, and add downward pricing pressure on products bearing our brands as a result of liquidating a former wholesaler's inventory of such products. The occurrence of any of these risks could adversely impact our reputation, performance and financial condition.

We rely on the accuracy of our licensees' sales reports for reporting and collecting our royalty revenues, and if these reports are untimely or incorrect, our revenues could be delayed or inaccurately reported or collected.

Most of our licensing royalty revenues are generated from retailers that manufacture and sell products bearing our brands in their stores and on their websites, and from wholesalers that manufacture and distribute products bearing our brands and sell these products to retailers. Under our existing agreements, our licensees pay us fees based on their sales of products or, for some of our wholesale licensees, based on their manufacturing costs. As a result, we rely on our licensees to accurately report their sales or costs in collecting our license and design fees, preparing our financial reports, projections and budgets and directing our sales and marketing efforts. Although all of our agreements permit us to audit our licensees, if any of them understate their sales or costs, we may not collect and recognize the royalty revenues to which we are entitled on a timely basis or at all, or we may endure significant expense to obtain compliance.

The failure of licensees to adequately produce, market, import and sell products bearing Playboy's trademarks in their license categories, continue their operations, renew their license agreements or pay their obligations under their license agreements has resulted in, and could continue to result in, a decline in the results of operations of our business.

A significant part of our revenues depends on royalty payments made to us pursuant to license agreements. Although the license agreements for our trademarks usually require the advance payment of a portion of the license fees and, in most cases, provide for guaranteed minimum royalty payments to us, the failure of licensees to satisfy their obligations under these agreements, or their inability to operate successfully or at all, could result in their breach and/or the early termination of such agreements, their non-renewal of such agreements or the decision to amend such agreements to reduce the guaranteed minimum royalty payments or sales royalties due thereunder, thereby eliminating some or all of that stream of revenue.

There can be no assurances that we will not lose the licensees under our license agreements due to their failure to exercise the option to renew or extend the term of those agreements, the cessation of their business operations (as a result of their financial difficulties or otherwise) without equivalent options for replacement or termination of their license agreements for cause. Such failures by our licensees have reduced, and could continue to reduce, the revenue stream to be generated by our license agreements. In addition, the failure of licensees to meet their production, manufacturing and distribution requirements, or to be able to continue to import goods (including, without limitation, as a result of labor strikes or unrest), could cause a decline in their sales and potentially decrease the amount of royalty payments (over and above the guaranteed minimum royalty payments) due to us. A decrease in royalties for any of the above reasons has had, and could continue to have, a material and adverse impact on our financial condition, results of operations or business.

Further, the failure of licensees and/or their third party manufacturers, which we do not control, to adhere to local laws, industry standards and practices generally accepted in the United States in areas of worker safety, worker rights of association, social compliance, and general health and welfare, could result in accidents and practices that cause disruptions or delays in production and/or adversely impact the reputation of our trademarks, any of which could have a material adverse effect on the business and financial results of our business. A weak economy or softness in sectors of licensees of our consumer business could exacerbate this risk. This, in turn, could decrease our potential revenues and cash flows.

The imposition of duties, tariffs, trade barriers and retaliatory countermeasures implemented by the U.S. and other governments, and the resulting impacts on customer demand, may have a material adverse effect on our business, financial condition and results of operations.

We have significant international business operations and activity. Our Honey Birdette business relies on global sourcing of materials and manufacturing in China, and it sells its products primarily in the United States and Australia. In addition, certain of our Playboy licensees manufacture products outside the United States and sell those products in the United States, and we are pursuing a joint venture in China for the sale of Playboy-branded products. In the long-term, we anticipate that international revenues will continue to represent a material portion of our total business. However, our international business operations and activities expose us to the risks inherent in international trade, including potential changes in trade policies, increases in import duties, trade restrictions, restrictions on fund transfers, and currency fluctuations. Additionally, geopolitical instability and other geopolitical factors may further impact our ability to source and distribute products efficiently. The current political landscape has introduced greater uncertainty with respect to future income tax and trade regulations for U.S. companies with significant business and sourcing operations outside the United States.

In recent years, the U.S. government has announced changes to its trade policies, including increasing tariffs on imports, in some cases significantly, and potentially negotiating or terminating existing trade agreements. The announced tariffs apply to countries from which we and our licensees import raw materials, components and finished products, in particular China, which could significantly increase manufacturing costs for us and our licensees. The current tariff environment is dynamic and uncertain, as the U.S. government has imposed, modified and paused tariffs multiple times since the beginning of 2025. Changes to tariffs and other trade restrictions can be announced at any time with little or no notice. We cannot predict with certainty the future trade policy of the United States or other countries. Additionally, retaliatory tariffs imposed by other countries on U.S. companies or their products could adversely impact demand for our products in international markets. We are currently evaluating the potential impact of the imposition of tariffs on our business and financial condition, but do not expect them to be material. However, the ultimate impact of any announced or future tariffs will depend on various factors, including (i) whether such tariffs are ultimately implemented, (ii) the timing and duration of implementation and the amount, scope and nature of such tariffs and (iii) potential exclusions from the application of those tariffs.

The ongoing economic conflict between the United States and China and the additional tariffs announced recently have resulted in increased tariffs being imposed on goods we import to the U.S. from China. Continued changes in the trade relationship between the United States and China, including any new restrictions imposed on U.S. companies that do business in China or other changes that lead to restrictions on our ability to do business in China, may impact our business. If we or our vendors or product licensees are unable to obtain raw materials or finished goods from the countries where we or they wish to purchase them, either because of such regulatory changes or for any other reason, or if the cost of doing so should increase, it could have a material adverse effect on our results of operations and financial condition.

There can be no assurance that we or our licensees will choose to, or be able to, shift manufacturing and supply agreements to non-impacted countries, including the United States, to reduce the effects of the tariffs or other new trade policies. As a result, we may suffer margin erosion or be required to raise our prices, which may result in the loss of customers, negatively impact our results of operations, or otherwise harm our business. In addition, the imposition of tariffs on products that we export to international markets could make our products more expensive compared to those of our competitors if we pass related additional costs on to our customers, which may also result in the loss of customers, negatively impact our results of operations, or otherwise harm our business. A trade war could have a significant adverse effect on world trade and the world economy. Uncertainty surrounding international trade policy and regulations as well as disputes and protectionist measures could also have an adverse effect on consumer confidence and spending. U.S. and foreign policy changes and uncertainty about such changes has resulted in increased market volatility and currency exchange rate fluctuations. To the extent that dissatisfaction with U.S. government policy results in U.S.-based suppliers being disfavored over foreign-based alternatives, it may diminish demand for our products with such customers and cause them to find alternative sourcing or otherwise make it more difficult for us to sell more products to these customers.

As a result of these dynamics, we may find it difficult to predict the impact to our business of these and future changes to the trading relationships between the U.S. or other countries or the impact on our business of new laws or regulations adopted by the U.S. or other countries. The above factors, as well as other economic and geopolitical factors in the U.S. and abroad, could have a material adverse effect on our business, operations and financial condition.

We rely on our suppliers, and the suppliers of our licensees, to comply with our terms and conditions, regulatory requirements and the quality and delivery expectations of our customers.

Our ability, and the ability of our licensees, to deliver quality products on schedule is dependent upon a variety of factors, including execution of internal performance plans, availability of raw materials, internal and supplier produced parts and structures, conversion of raw materials into parts and assemblies, and performance of suppliers and others. We and our licensees rely on numerous third-party suppliers for the production of our direct-to-consumer and licensed products. We do not currently have the ability to manufacture such products ourselves. Consequently, we risk disruptions in our supply of key products and components if our suppliers fail or are unable to perform because of shortages in raw materials, operational problems, strikes, natural disasters, health crises or other factors. In addition, numerous jurisdictions have enacted regulations against conflict minerals, forced labor and human trafficking in supply chains. While we have policies and procedures to avoid these practices in our supply chain, we cannot guarantee that suppliers will always comply with these laws and expectations. We may face enforcement liability and reputational challenges if we are unable to sufficiently meet these expectations.

We and our licensees may also have disputes with suppliers arising from, among other things, the quality of products and services or customer concerns about the supplier. If any of our or our licensees suppliers fail to timely meet their contractual obligations or have regulatory compliance or other problems, our ability to fulfill our obligations may be jeopardized. If we or our licensees were to experience difficulty in obtaining certain products, there could be an adverse effect on our results of operations and on our customer relationships and our reputation.

Our commercial agreements, strategic alliances, and other business relationships expose us to risks.

We provide physical and e-commerce retail and other products and content to businesses through commercial agreements, strategic alliances, and business relationships. These arrangements are complex and require substantial infrastructure capacity, personnel, and other resource commitments, which may limit the amount of business we can service. We may not be able to implement, maintain, and develop the components of these commercial relationships. The amount of compensation we receive under certain of our commercial agreements is partially dependent on the volume of the other company's sales. Therefore, when the other company's offerings are not successful, the compensation we receive may be lower than expected or the agreement may be terminated. Moreover, we may not be able to enter into additional or alternative commercial relationships and strategic alliances on favorable terms. We also may be subject to claims from businesses to which we provide these products and content if we are unsuccessful in implementing, maintaining, or developing these products and content.

As our agreements terminate, we may be unable to renew or replace these agreements on comparable terms, or at all. We may in the future enter into amendments on less favorable terms or encounter parties that have difficulty meeting their contractual obligations to us, which could adversely affect our operating results.

Our present and future e-commerce services agreements, other commercial agreements, and strategic alliances create additional risks such as:

- disruption of our ongoing business, including loss of management focus on existing businesses;
- impairment of other relationships;
- variability in revenue and income from entering into, amending, or terminating such agreements or relationships; and
- difficulty integrating under the commercial agreements.

We may be subject to product liability claims when people or property are harmed by the products we sell.

Some of the products we have sold have exposed us, and products we continue to sell may further expose us, to product liability claims relating to personal injury or illness, death, or environmental or property damage, and can require product recalls or other actions. Third parties who sell products using our platforms and stores increase our exposure to product liability claims, such as when these sellers do not have sufficient protection from such claims. Although we maintain our own liability insurance and may be indemnified by our manufacturers and/or licensees, we cannot be certain that our coverage or indemnification will be adequate for liabilities actually incurred or that insurance will continue to be available to us on economically reasonable terms, or at all. Although we impose contractual terms on sellers that are intended to prohibit sales of certain types of products, we may not be able to detect, enforce, or collect sufficient damages for breaches of such agreements. In addition, some of our agreements with our vendors and sellers do not indemnify us from product liability.

Our consumer business is subject to additional risks associated with our international licensees.

Many of the licensees of our consumer business are located outside the U.S. Our consumer business and our licensees face numerous risks in doing business outside the U.S., including: (i) unusual or burdensome foreign laws or regulatory requirements or unexpected changes to those laws or requirements; (ii) tariffs, trade protection measures, import or export licensing requirements, trade embargoes, sanctions and other trade barriers; (iii) competition from foreign companies; (iv) longer accounts receivable collection cycles and difficulties in collecting accounts receivable; (v) less effective and less predictable protection and enforcement of intellectual property rights; (vi) changes in the political or economic condition of a specific country or region (including, without limitation, as a result of political unrest and wars and other armed conflicts), particularly in emerging markets or jurisdictions where political events may strongly influence consumer spending; (vii) fluctuations in the value of foreign currency versus the U.S. dollar, the cost of currency exchange and compliance with exchange controls; (viii) potentially adverse tax consequences; and (ix) cultural differences in the conduct of business. Any one or more of such factors could cause the future international sales of licensees to decline. In addition, the business practices of our consumer business in international markets are subject to the requirements of the U.S. Foreign Corrupt Practices Act and all other applicable anti-bribery laws, any violation of which could subject us to significant fines, criminal sanctions and other penalties. The occurrence of any of the above risks and uncertainties could result in a material adverse effect on our consumer business's financial condition, results of operations or business.

Additional Risks Related to Our Content-Related Offerings

Free content on the Internet and competition from free platforms and other social media and content-creator sites is increasing competition for our adult content products and creator platform and is changing the dynamics of the marketplace for our adult content products.

Demand for both our proprietary and licensed paid adult content products and our licensed creator platform is significantly impacted by the availability of free adult entertainment available on the Internet, "YouTube-like" adult video sites (commonly known as "tube sites"), as well as from social media platforms and other subscription-based content-creator sites. Such other sites and platforms feature free adult videos, some of which consist of unlicensed, or pirated, excerpts of professionally produced adult movies (including at times pirated versions of our proprietary videos). Other content-creator sites allow consumers to subscribe for content from specific creators, many of which offer adult-oriented content. The availability of these free adult videos and creator-specific subscriptions may diminish the demand for paid video offerings on our licensed platforms, including our Playboy Club, *playboy.tv* and *playboyplus.com*, and for our other content products, and has diluted the market presence of the platforms we have licensed to Byborg. The tube sites, social media platforms and other content-creator sites may materially affect the revenues we generate from our websites and other adult content offerings. It is uncertain what effect tube sites, other free internet adult websites and competing content-creator sites will have on our owned-and-operated and licensed content-related offerings and our future financial results. No assurance can be given that we will be able to effectively compete against adult content sites and other internet products.

Failure to maintain our agreements with multiple system operators ("MSOs") and direct-to-home ("DTH") operators on favorable terms could adversely affect our business, financial condition or results of operations.

We currently have agreements with many of the largest MSOs in the U.S. and internationally. Our agreements with these operators may be terminated on short notice without penalty. If one or more MSOs or DTH operators terminate or do not renew these agreements, or do not renew them on terms as favorable as those of current agreements, our business, financial condition or results of operations could be materially adversely affected.

In addition, competition among television programming providers is intense for both channel space and viewer spending. Our competition varies in both the type and quality of programming offered, but consists primarily of other premium pay platforms, such as general-interest premium channels, and other adult movie pay platforms. We compete with other pay platforms as we attempt to obtain or renew carriage with DTH operators and individual cable affiliates, negotiate fee arrangements with these operators, negotiate for video-on-demand, or VOD, and subscription video-on-demand rights and market our programming through these operators to consumers. The competition with programming providers has intensified as a result of consolidation in the DTH and cable systems industries, which has resulted in fewer, but larger, operators. Competition has also intensified with VOD's lower cost of entry for programmers compared to linear networks and with capacity constraints disappearing. The impact of industry consolidation, any decline in our access to and acceptance by DTH and/or cable systems and the possible resulting deterioration in the terms of agreements, cancellation of fee arrangements or pressure on margin splits with operators of these systems could adversely affect our business, financial condition or results of operations.

Limits on our access to satellite transponders could adversely affect our business, financial condition or results of operations.

Our cable television and DTH operations require continued access to satellite transponders to transmit programming to cable and DTH operators. Material limitations on our access to these systems or satellite transponder capacity could materially adversely affect our business, financial condition or results of operations. Our access to transponders may also be restricted or denied if:

- we or the satellite transponder providers are indicted or otherwise charged as a defendant in a criminal proceeding;

- the Federal Communications Commission issues an order initiating a proceeding to revoke the satellite owner’s authorization to operate the satellite;
- the satellite transponder providers are ordered by a court or governmental authority to deny us access to the transponder;
- we are deemed by a governmental authority to have violated any obscenity law; or
- the satellite transponder providers fail to provide the required services.

In addition to the above, the access of Playboy TV and the Playboy Channel and our other networks to transponders may be restricted or denied if a governmental authority commences an investigation or makes an adverse finding concerning the content of their transmissions. Technical failures may also affect our satellite transponder providers’ ability to deliver transmission services.

There has been a shift in consumer behavior as a result of technological innovations and changes in the distribution of content, which may affect our viewership and the profitability of our content business in unpredictable ways.

Technology and business models in the digital content industry continue to evolve rapidly. Changes to these business models include the increasing presence of user-generated content, streaming platforms and greater video consumption through time-delayed or time-shifted viewing of television programming through social media and content creation sites, streaming platforms, on-demand platforms, and digital video recorder, or DVRs. Consumer behavior related to changes in content distribution and technological innovation affect our economic model and viewership in ways that are not entirely predictable.

Consumers are increasingly viewing content on a time-delayed or on-demand basis from traditional distributors and from streaming and social media platforms, connected apps and websites and on a wide variety of screens, such as televisions, tablets, mobile phones and other devices. Additionally, devices that allow users to view television programs on a time-shifted basis and technologies that enable users to fast-forward or skip programming, including commercials, such as DVRs and portable digital devices and systems that enable users to store or make portable copies of content may affect the attractiveness of our offerings to advertisers and could therefore adversely affect our revenues. There is increased demand for short-form, user-generated and interactive content, which we are addressing through our content creator platform, the Playboy Club. Such content is different than our past content offerings. Likewise, distributors are offering smaller programming packages known as “skinny bundles” and content-creator platforms allow for a la carte consumption, both of which are delivered at a lower cost than traditional subscription offerings and sometimes allow consumers to create a customized package of content, that are gaining popularity among consumers. If the Playboy Club does not provide the on-demand content sought by consumers, our networks are not included in on-demand content packages, the relaunch of our magazine is not successful, or consumers favor alternative offerings, we may experience a decline in viewership or content consumption and ultimately the demand for our programming and content, which could lead to lower revenues.

There can be no assurance, however, that our consumers will respond to our digital or print products or that our digital strategy will be successful, particularly given the increase in digital products and platforms on the market. Each distribution model has different risks and economic consequences for us, so the rapid evolution of consumer preferences may have an economic impact that is not completely predictable. Distribution windows are also evolving, potentially affecting revenues from other windows. If we cannot ensure that our distribution methods and content are responsive to our target audiences, our business could be adversely affected.

Our digital content business involves risks of liability claims for media content, which could adversely affect our business, financial condition or results of operations.

As a distributor of media content, we may face potential liability for:

- defamation;
- invasion of privacy;
- negligence;
- copyright or trademark infringement; and
- other claims based on the nature and content of the materials distributed.

These types of claims have been brought, sometimes successfully, against broadcasters, publishers, online providers and other disseminators of media content. We could also be exposed to liability in connection with material available through our websites, including our creator platform. Any imposition of liability that is not covered by insurance or is in excess of insurance coverage could have a material adverse effect on us. In addition, measures to reduce our exposure to liability in connection with material available through our websites could require us to take steps that would substantially limit the attractiveness of our websites and/or their availability in various geographic areas, which would negatively affect their ability to generate revenues.

Risks Related to the Ownership of Our Common Stock

If we are not able to comply with the applicable continued listing requirements or standards of Nasdaq, Nasdaq could delist our common stock.

Our common stock is currently listed on Nasdaq. In order to maintain such listing, we must satisfy minimum financial and other continued listing requirements and standards, including those regarding director independence and independent committee requirements, minimum stockholders' equity, minimum share price, and certain corporate governance requirements.

On December 16, 2025, we notified Nasdaq of the Company's temporary noncompliance with the continued listing requirements as set forth in Nasdaq Listing Rules 5605(b) regarding the composition of the Board, because there is no longer a majority of independent directors on the Board due to the lack of one independent director. Following Natalia Premovic's resignation as an independent director of the Company, the Board has three independent directors, three non-independent directors and one vacant seat to be filled by a new independent director. As Ms. Premovic was not on any committees of the Board, all committees of the Board remain composed solely of independent directors.

On December 18, 2025, we received a deficiency letter (the "Nasdaq Letter") from Nasdaq, notifying the Company that it is not in compliance with Nasdaq Listing Rule 5605. The Company will rely on the cure period set forth in Nasdaq Listing Rule 5605(b)(1)(A) with respect to the composition of its Board, which cure period is expected to expire as of the date of the Company's 2026 annual meeting of stockholders. The Company is in the process of identifying a new independent director to appoint to the Board to fill the vacancy created by Ms. Premovic's resignation, and the Company anticipates appointing such replacement director within the applicable cure period under the Nasdaq rule referenced above.

There can be no assurances that we will be able to continue to comply with applicable listing standards. If we are unable to maintain compliance with Nasdaq's listing requirements, our common stock could be delisted from Nasdaq. If Nasdaq delists our common stock, we could face significant material adverse consequences, including:

- a limited availability of market quotations for our securities;
- loss of eligibility to use or rely on our existing and/or any new registration statements on Form S-3;
- a determination that our common stock is a "penny stock" which will require brokers trading in our common stock to adhere to more stringent rules and possibly resulting in a reduced level of trading activity in the secondary trading market for our common stock;
- a limited amount of news and analyst coverage for our company; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

Each of our Chairman, Suhail Rizvi, together with entities he controls ("RT"), our director György Gattyán, together with entities he controls (which are affiliates of Byborg), and our primary senior secured lender owns a significant percentage of our common stock, and they may effectively control our major corporate decisions, and their interests may conflict with each other's interests and your interests as an owner of our common stock and with our interests.

RT beneficially owned approximately 16.0% of our common stock as of March 10, 2026. Under the terms of an Investor Rights Agreement we entered into with RT, RT has the right, but not the obligation, to nominate to the Board a number of designees equal to (i) three directors, if and so long as RT and its affiliates beneficially own, in the aggregate, 50% or more of the shares of our common stock, (ii) two directors, in the event that RT and its affiliates beneficially own, in the aggregate, 35% or more, but less than 50%, of the shares of common stock and (iii) one director, in the event that RT and its affiliates beneficially own, in the aggregate, 15% or more, but less than 35%, of the shares of our common stock (in each case, subject to proportional adjustment in the event that the size of the Board is increased or decreased). RT also has the right to appoint the chairman of the Board so long as RT and its affiliates beneficially own, in the aggregate, 15% or more of the shares of common stock. We anticipate that Suhail Rizvi, our current chairman of the Board and a manager of the RT entities, will continue to serve as RT's designee on the Board and chairman of the Board.

Byborg beneficially owned approximately 13.0% of our common stock as of March 10, 2026. Under the terms of a securities purchase agreement, dated October 30, 2024 (the "Initial SPA"), entered into between us and Byborg, Byborg has the right to nominate one individual to serve on the Board, and will retain such right until such time as Byborg beneficially owns less than 7,450,000 shares of common stock.

On January 30, 2023, we entered into a standstill agreement (the “RT Standstill”) with RT in connection with the Company’s public rights offering that closed in February 2023. On October 30, 2024, we also entered into a standstill agreement (together with the RT Standstill, the “Standstill Agreements”) with Byborg. Pursuant to the Standstill Agreements, among other limitations, each of RT and Byborg and their respective affiliates agreed not to purchase shares of our common stock to the extent that each of them together with their affiliates’ ownership would exceed 29.99% of our outstanding shares of common stock in the aggregate following any acquisition of common stock during the standstill period. The standstill period for RT means any period from and after January 30, 2023 in which RT and their affiliates collectively own, beneficially or of record, more than 14.9% of the total outstanding shares of our common stock. The standstill period for Byborg means any time from and after October 30, 2024 in which Byborg and its affiliates collectively own, beneficially or of record, more than 14.9% of the total outstanding shares of our common stock.

The directors RT and Byborg designate have the authority to cause us to incur additional debt, issue or repurchase stock, declare dividends and make other decisions that could be detrimental to stockholders. Even though RT and Byborg may own or control less than a majority of our total outstanding shares of our common stock, they are able to influence the outcome of corporate actions so long as they each own a significant portion of our total outstanding shares of our common stock.

In addition, our primary senior secured lender and its affiliates (collectively, “Fortress”) beneficially owned approximately 14.4% of our common stock as of March 10, 2026. As both a significant debt holder and stockholder of the Company, they are able to exert significant influence on the corporate actions of the Company, and they may use such influence in a manner that could be detrimental to other stockholders, including other significant stockholders like RT and Byborg.

Each of RT, Byborg and Fortress may have interests that are different from yours (and which may be different from each other’s interest). Each of RT, Byborg and Fortress may vote in a way with which you disagree and that may be adverse to your interests. In addition, each of RT’s, Byborg’s and Fortress’ concentration of ownership could have the effect of delaying or preventing a change in control or otherwise discouraging a potential acquirer from attempting to obtain control of us, which could cause the market price of our common stock to decline or prevent our stockholders from realizing a premium over the market price for their common stock.

Additionally, each of RT, Byborg and Fortress is in the business of making investments in companies and may from time to time acquire and hold interests in businesses that compete directly or indirectly with us or supply us with goods and services. RT, Byborg and/or Fortress may also pursue acquisition opportunities that may be complementary to our business and, as a result, those acquisition opportunities may not be available to us. Stockholders should consider that the interests of RT, Byborg and/or Fortress may differ from their interests and the interests of the Company in material respects.

The market price of the Company’s common stock is likely to be highly volatile, and you may lose some or all of your investment.

The market price of the Company’s common stock is likely to be highly volatile and may be subject to wide fluctuations in response to a variety of factors, including the following:

- the inability to obtain or maintain the listing of our shares of common stock on Nasdaq;
- the inability to recognize the anticipated benefits of any strategic opportunities or corporate transactions, which may be affected by, among other things, competition, our ability to grow and manage growth profitably, and our ability to retain our key employees;
- changes in applicable laws or regulations;
- risks relating to the uncertainty of our projected financial information; and
- risks related to the organic and inorganic growth of our business and the timing of expected business milestones.

In addition, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors, as well as general economic, political, regulatory and market conditions, may negatively affect the market price of the Company’s common stock, regardless of the Company’s actual operating performance.

If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our share price and trading volume could decline.

The trading market for our common stock will be influenced by the research and reports that securities or industry analysts publish about us. If securities or industry analysts initiate coverage and one or more of the analysts who cover us downgrade our common stock or publish inaccurate or unfavorable research about our company, our common stock share price would likely decline. If analysts publish target prices for our common stock that are below the historical sales prices for our common stock on a securities exchange or the then-current public price of our common stock, it could cause our stock price to decline significantly. If analysts cease coverage of us and our common stock or fail to publish reports on us regularly, demand for our common stock could decrease, which might cause our common stock price and trading volume to decline.

Volatility in our share price could subject us to securities class action litigation.

In the past, securities class action litigation has often been brought against a company following a decline in the market price of its securities. If we face such litigation, it could result in substantial costs and a diversion of management's attention and resources, which could adversely impact our business.

Because we do not anticipate paying any cash dividends in the foreseeable future, capital appreciation, if any, would be your sole source of gain.

We currently anticipate we will retain future earnings for the development, operation and expansion of our business and do not anticipate declaring or paying any cash dividends for the foreseeable future. As a result, capital appreciation, if any, of our shares of common stock would be your sole source of gain on an investment in such shares for the foreseeable future.

Sales of a substantial number of shares of our common stock in the public market could cause the price of our common stock to decline.

On June 10, 2022, the SEC declared effective our resale registration statement on Form S-3 (File No. 333-264515), pursuant to which certain existing stockholders of the Company are able to sell up to 30,534,974 shares of common stock in the public market.

On February 11, 2025, the SEC declared effective our resale registration statement on Form S-3 (File No. 333-284632), pursuant to which certain existing stockholders of the Company are able to sell up to 25,494,268 shares of common stock in the public market (which aggregate total includes 2,581,218 shares which were previously registered under the above-referenced Form S-3, File No. 333-264515, but were moved under this resale registration statement).

On August 1, 2025, the SEC declared effective our shelf registration statement on Form S-3 (File No. 333-288774), pursuant to which we registered up to \$250 million of primary issuances of certain securities listed in such registration statement. On August 1, 2025, we took down \$15 million of the shelf registration for an at-the-market offering ("ATM"). In 2025, we sold a total of 5,253,769 shares of our common stock pursuant to the ATM for net proceeds of \$10.3 million. On February 23, 2026, we increased the availability under our ATM to \$200,000,000 worth of our common stock.

We also have registered on Forms S-8 a total of 21,450,197 shares of common stock underlying awards that we have issued, or may in the future issue, under our employee equity incentive plans, of which only 9,282,200 shares remain reserved for the issuance and/or settlement for such awards. The shares registered on Forms S-8 may be sold freely in the public market upon issuance, or pursuant to the reoffer prospectus in the Forms S-8, as applicable, subject to existing lock-up agreements and relevant vesting schedules, and applicable securities laws. Promptly following the filing of this Annual Report on Form 10-K, we intend to register more than 4.5 million new shares of common stock and over 447,000 shares of common stock that were returned to our equity incentive plans (due to their cancellation or forfeiture, which may be reissued under such plans) on another Form S-8 for future issuances under our equity incentive plans, in accordance with the terms thereof. Refer to Note 11, Stockholders Equity—Common Stock, of the Notes to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K for additional information regarding our common stock reserved for future issuance as of December 31, 2025.

The presence of these shares of common stock trading in the public market may have an adverse effect on the market price of our common stock. Sales of a substantial number of shares of our common stock in the public market or the perception that these sales might occur could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities. We are unable to predict the effect that sales may have on the prevailing market price of our common stock. In addition, the sale of substantial amounts of our common stock could adversely impact its price.

Future sales of shares of our common stock may depress our stock price.

Future sales of a substantial number of shares of our common stock in the public market, or the perception that such sales might occur, could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities.

You may experience future dilution as a result of future equity offerings or other issuances of our shares of common stock.

In order to raise additional capital, we may in the future offer additional shares of our common stock or securities convertible into or exchangeable for our common stock at prices that may not be the same as the price you paid for your shares. We may sell shares or other securities in any other offering at a price per share that is less than the price per share paid by you, and investors purchasing shares or other securities in the future could have rights superior to those purchased by you. Sales of additional shares of our common stock or securities convertible into shares of common stock will dilute our stockholders' ownership in us.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our amended and restated certificate of incorporation provides that, 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: (a) any derivative action or proceeding brought on behalf of the Company, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Company to the Company or the Company's stockholders, (c) any action asserting a claim against the Company, its directors, officers or employees arising pursuant to any provision of the DGCL or our amended and restated certificate of incorporation or our bylaws, or (d) any action asserting a claim related to or involving the Company that is governed by the internal affairs doctrine except for, as to each of (a) through (d) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. Our amended and restated certificate of incorporation also provides that the federal district courts of the United States will be the exclusive forum for the resolution of any complaint asserting a cause of action against us or any of our directors, officers, employees or agents and arising under the Securities Act of 1933, as amended (the "Securities Act").

The choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and other employees. Alternatively, if a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could adversely impact our business. The choice of forum provision requiring that the Court of Chancery of the State of Delaware be the exclusive forum for certain actions would not apply to suits brought to enforce any liability or duty created by the Exchange Act.

General Risk Factors

Any inability to identify, fund investment in and commercially exploit new technology could have a material adverse impact on our business, financial condition or results of operations.

We are engaged in businesses that have experienced significant technological changes over the past several years and are continuing to undergo technological changes. Our ability to implement our business plan and to achieve the results projected by management will depend on management's ability to anticipate technological advances and implement strategies to take advantage of future technological changes. Any inability to identify, fund investment in and commercially exploit new technology or the commercial failure of any technology that we pursue, such as Internet and mobile, could result in our businesses becoming burdened by obsolete technology and could have a material adverse impact on our business, financial condition or results of operations.

We will need to generate profits or obtain additional capital to fund our operations in the future. If we are unsuccessful in generating profits or obtaining new capital, we may not be able to continue operations or may be forced to sell assets to do so. Alternatively, capital may not be available to us on favorable terms, or if at all. If available, financing terms may lead to significant dilution of our stockholders' equity.

We are not profitable and have had negative cash flow from operations since becoming a public company in February 2021. To fund our operations and develop and commercialize our products, we have relied primarily on equity and debt financings. We expect our capital expenditures and working capital requirements in 2026 to be largely consistent with 2025.

Although consequences of ongoing macroeconomic uncertainty could adversely affect our liquidity and capital resources in the future, and cash requirements may fluctuate based on the timing and extent of many factors, such as those discussed above, we believe our existing sources of liquidity will be sufficient to meet our obligations as they become due under the A&R Credit Agreement (as defined herein) for our senior secured debt and our other obligations for at least one year following the date of the filing of this Annual Report on Form 10-K. We may seek additional equity or debt financing in the future to satisfy capital requirements, respond to adverse changes in our circumstances or unforeseen events, or fund growth opportunities.

Even if capital is available, it might be available only on unfavorable terms. Any additional equity or convertible or in-kind debt financing into which we enter could be dilutive to our existing stockholders. Any future debt financing into which we enter may impose covenants upon us that restrict our operations, including limitations on our ability to incur liens or additional debt, pay dividends, repurchase our stock, make certain investments and engage in certain merger, consolidation or asset sale transactions. Any debt financing or additional equity capital that we raise may contain terms that are not favorable to us or our stockholders. If we raise additional funds through collaboration, joint venture or licensing arrangements with third parties, we may need to relinquish rights to certain intellectual property or grant licenses on terms that are not favorable to us. If access to sufficient capital is not available as and when needed, our business may be materially impaired, and we may be required to cease operations, curtail one or more business segments, scale back or eliminate the development of business opportunities, or significantly reduce expenses, sell assets, seek a merger or joint venture partner, file for protection from creditors or liquidate all of our assets. Any of these factors could harm our financial results.

We may not realize the expected financial benefits from our disposition of assets, transition of owned-and-operated businesses to licensing arrangements and/or our cost reductions, including within the anticipated timelines.

Our strategic initiatives include identifying and implementing actions designed to shift to a more capital-light business model and significantly reduce our expenses. In the fourth quarter of 2024, we entered into a licensing agreement with Byborg to license intellectual property and certain Playboy digital assets for operation of our digital businesses by Byborg, as of January 1, 2025. Transitioning business operations to licensing arrangements is intended to reduce our operational expenses, but the exact timing and extent of such reductions may not be fully realized by the Company as expected, or at all. We continue to review the cost structure of our businesses and additional cost rationalization.

We may not be able to fully implement all asset dispositions, business transitions or intended cost reduction actions or realize their benefits, including within the anticipated timeline, nor may we be able to identify and/or implement additional asset dispositions or cost reduction actions necessary to achieve positive cash flows, including potentially as a result of factors outside of our control. In addition, the implementation of these dispositions, business transitions, cost reduction actions and changes to our workforce could have unintended consequences to us, including negatively impacting our sales, diversion of management attention, employee attrition beyond workforce reductions, and lower employee morale among our current employees. If we are not able to fully achieve the expected financial benefits of our asset dispositions, business transitions and cost reduction actions within the anticipated timelines, we may not be able to effectively mitigate the negative impacts of the current ongoing negative macroeconomic conditions on our business, which in turn, could weaken our ability to support our ongoing operations, satisfy covenants under our A&R Credit Agreement and otherwise meet our obligations as they become due, and further, cause management to change its assessment of our liquidity (refer to Note 1, Basis of Presentation and Summary of Significant Accounting Policies, of the Notes to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K for further discussion of management's most recent assessment).

Our failure to fully realize the expected financial benefits from our asset dispositions, business transitions and cost reduction actions could also lead to the implementation of additional restructuring-related activities in the future, which could exacerbate these risks or introduce new risks which could materially adversely affect our business, financial position, liquidity and results of operations.

We are subject to periodic claims and litigation that could result in unexpected expenses and could ultimately be resolved against us.

From time to time, we are involved in litigation and other proceedings and litigation arising in the ordinary course of business, such as the matters described in "Item 3, Legal Proceedings" of this Annual Report on Form 10-K. Defending these claims, even those without merit, could cause us to incur significant legal expenses and divert financial and management resources. These claims could also result in significant settlement amounts, damages, fines or other penalties. An unfavorable outcome of any particular proceeding could exceed the limits of our insurance policies or the carriers may decline to fund such final settlements and/or judgments and could have an adverse impact on our business, financial condition, and results of operations. In addition, an adverse resolution of any lawsuit or claim against us could negatively impact our reputation and our brand image and could have a material adverse effect on our business.

In addition, we rely on our employees, consultants and sub-contractors to conduct our operations in compliance with applicable laws and standards. Any violation of such laws or standards by these individuals, whether through negligence, harassment, discrimination or other misconduct, could result in significant liability for us and adversely affect our business. For example, negligent operations by employees could result in serious injury or property damage, and sexual harassment or racial and gender discrimination could result in legal claims and adversely impact our reputation.

If we are unable to attract and retain key employees and hire qualified management and personnel our ability to compete could be adversely impacted.

We believe that our ability to successfully implement our business strategy and to operate profitably depends, in part, on our ability to retain our key personnel. If key personnel become unable or unwilling to continue in their present positions, our business, financial condition or results of operations could be materially adversely affected. Our success also depends, in part, on our continuing ability to identify, hire, attract, train and develop other highly qualified personnel, including appropriate technical and engineering employees to support our expanding digital platforms. Competition for these employees can be intense, and our ability to hire, attract and retain them depends on our ability to provide competitive compensation. We may not be able to attract, assimilate, develop or retain qualified personnel in the future, and our failure to do so could adversely affect our business, including the execution of our global business strategy. Any failure by our management team to perform as expected may have a material adverse effect on our business, prospects, financial condition and results of operations.

Geopolitical risks, such as those associated with Russia's war with Ukraine, war in the Middle East, other armed conflicts around the world and the imposition of tariffs, could result in a decline in the outlook for the U.S. and global economies.

The uncertain nature, magnitude, and duration of hostilities stemming from Russia's ongoing war with Ukraine, war in the Middle East, armed conflicts in various parts of the world, the imposition of tariffs and sanctions, retaliatory attacks (including cyberattacks) and trade disruptions on the world economy and markets, have contributed to increased market volatility and uncertainty, and such geopolitical risks could have an adverse impact on macroeconomic factors which affect our assets and businesses.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Risk Management and Strategy

We understand our responsibility to assess, identify, and manage material risks associated with cybersecurity threats and incidents, as such terms are defined in Item 106(a) of Regulation S-K. Such risks include, among other things: operational disruptions, intellectual property theft, fraud, extortion, harm to employees or customers and violation of data privacy and/or security laws.

Identifying, assessing and managing cybersecurity risk is part of our overall risk management strategy. Cybersecurity risks related to our business, technical operations, privacy and compliance requirements are identified and addressed through third party consultants and security software, information technology (IT) security protocols, governance oversight, and risk and compliance reviews. To defend, detect and respond to cybersecurity incidents, we (with the assistance of IT consultants) conduct routine privacy and cybersecurity reviews of systems and applications, monitor emerging laws and regulations related to data protection and information security and implement changes as necessary.

Our cybersecurity program is primarily overseen by an independent contractor, Auxis Managed Solutions, LLC ("Auxis"), a Grant Thornton U.S. company, which works closely with our internal professionals and our senior management to develop and advance our cybersecurity strategy, as well as to respond to cybersecurity incidents. Auxis reports to our Chief Operating Officer and General Counsel on cybersecurity matters and collaborates with stakeholders across our business units to assess risks and implement strategies.

With the assistance of Auxis and third-party software, including appropriate firmware, we manage cybersecurity risk through establishing defenses against incidents, detecting and reporting cybersecurity incidents, analyzing and assessing incidents and potential responses, implementing applicable containment, eradication and recovery actions, and understanding the reasons leading to a cybersecurity incident and appropriate changes to avoid further incidents. We perform periodic reviews of our service providers for third-party risk management, and we routinely push out security updates across our business.

Our cybersecurity measures are intended to protect against unauthorized access to information, and they include authentication technology, entitlement management, access control, anti-malware software, and transmission of data firewalls. We describe whether and how risks from identified cybersecurity threats, including as a result of any previous cybersecurity incidents, have materially affected or are reasonably likely to materially affect us, including our business strategy, results of operations, or financial condition, in our risk factor disclosures in Item 1A of this Annual Report on Form 10-K. During the years ended December 31, 2025 and 2024, we did not, to our knowledge, experience any cybersecurity incidents or breaches that materially impacted our business, performance or results.

Governance

Our Board has overall responsibility for risk oversight, with its committees assisting the Board in performing this function based on their respective areas of expertise. Our Board has delegated primary oversight of risks related to cybersecurity to the Audit Committee of the Board, which reports on its activities and findings to the full Board as appropriate. The Audit Committee is charged with reviewing our cybersecurity processes for assessing key strategic, operational, and compliance risks. Our General Counsel and/or Chief Operating Officer (as applicable) provide information to the Audit Committee on cybersecurity risks from time to time or as needed. These briefings include assessments of cybersecurity risks, information regarding any incidents, and cybersecurity risk management needs. Auxis is a leading consulting services provider of information technology and data security services, whose professionals hold industry-standard certifications and have extensive experience in cybersecurity, including implementing security frameworks, compliance policies, and risk management strategies across multiple organizations, and applying that experience to cloud security, endpoint security and network security. Auxis and our internal team are committed to safeguarding organizational assets and mitigating cybersecurity risks effectively while efficiently leveraging cloud technologies to meet the needs of our business. In the event of a potentially material cybersecurity event, the Chair of the Audit Committee is notified and briefed, and meetings of the Audit Committee and/or full Board would be held, as appropriate.

Item 2. Properties

Our corporate headquarters is located in Los Angeles, California, where we lease approximately 45,000 square feet of office space, out of which we sublease 37,000 square feet and occupy 8,000 square feet. Our Direct-to-Consumer and Licensing segments both use our corporate headquarters.

Through Honey Birdette, we also have over 15,000 square feet of leased office and warehouse space in the Sydney, Australia area. As of December 31, 2025, Honey Birdette operated 51 retail locations in Australia, the U.S. and the U.K., ranging in size between approximately 400 and 1,200 square feet per location. The Honey Birdette properties are used by our Direct-to-Consumer segment.

We believe our properties are suitable for the purposes for which they are being used and fit our needs.

Item 3. Legal Proceedings

From time to time, we may become involved in additional legal proceedings arising in the ordinary course of our business. Except for the proceedings below, we are not currently a party to any other legal proceedings the outcome of which, if determined adversely to us, would individually or in the aggregate have a material adverse effect on our business, financial condition, and results of operations.

AVS Case

In March 2020, our subsidiary Playboy Enterprises International, Inc. (together with its subsidiaries, “PEII”) terminated its license agreement with a licensee, AVS Products, LLC (“AVS”), for AVS’s failure to make required payments to PEII under the agreement, following notice of breach and an opportunity to cure. On February 6, 2021, PEII received a letter from counsel to AVS alleging that the termination of the contract was improper, and that PEII failed to meet its contractual obligations, preventing AVS from fulfilling its obligations under the license agreement.

On February 25, 2021, PEII brought suit against AVS in Los Angeles Superior Court to prevent further unauthorized sales of Playboy-branded products and for disgorgement of unlawfully obtained funds. On March 1, 2021, PEII also brought a claim in arbitration against AVS for outstanding and unpaid license fees. PEII and AVS subsequently agreed that the claims PEII brought in arbitration would be alleged in the Los Angeles Superior Court case instead, and on April 23, 2021, the parties entered into and filed a stipulation to that effect with the court. On May 18, 2021, AVS filed a demurrer, asking for the court to remove an individual defendant and dismiss PEII’s request for a permanent injunction. On June 10, 2021, the court denied AVS’s demurrer. AVS filed an opposition to PEII’s motion for a preliminary injunction to enjoin AVS from continuing to sell or market Playboy-branded products on July 2, 2021, which the court denied on July 28, 2021.

On August 10, 2021, AVS filed a cross-complaint for breach of contract, breach of the implied covenant of good faith and fair dealing, quantum meruit and declaratory relief. As in its February 2021 letter, AVS alleges its license was wrongfully terminated and that PEII failed to approve AVS’ marketing efforts in a manner that was either timely or that was commensurate with industry practice. AVS is seeking to be excused from having to perform its obligations as a licensee, payment of the value for services rendered by AVS to PEII outside of the license, and damages to be proven at trial. The court heard PEII’s motion for summary judgment on June 6, 2023, and dismissed six out of 10 of AVS’ causes of action. AVS’ contract-related claims remain to be determined at trial, which has been rescheduled for August 10, 2026. In addition, PEII filed a complaint against Sunrise Brands based on their participation in AVS’s misconduct, as well as their own direct misconduct. Both cases have been related together by the court and will be tried together, for both pretrial and trial purposes. We believe AVS’ remaining claims and allegations are without merit, and we will defend this matter vigorously.

New Handong Arbitration

On February 8, 2024, PEII and certain of its subsidiaries initiated arbitration in the Hong Kong International Arbitration Centre (the “Arbitration”) against PEII’s terminated China licensee, New Handong Investment (Guangdong) Co., Ltd. (“New Handong”). In October 2023, PEII’s subsidiary terminated its license agreement with New Handong due to ongoing, uncured material breaches by New Handong. PEII and its subsidiaries are seeking damages, including the payment of outstanding guaranteed minimum royalties, the payment of all guaranteed minimum royalties for the remainder of the term of the agreement, and other contractual damages for a variety of breaches. Such breaches included unauthorized sales of products, underpayment of earned royalties, failure to use approved trademarks and affix official holograms to all products, and the use of unapproved sublicensees. PEII and certain of its subsidiaries also sought a declaration that the termination of the agreement was lawful and valid and the issuance of a legal order to require New Handong to refrain from any further manufacture, sale, distribution or other use of any Playboy intellectual property or products.

On September 5, 2025, PEII received the decision of the Arbitration tribunal (the “Tribunal”), which found in favor of PEII in connection with its claims, and as a result ordered, among other things, that: (i) the termination notice issued by PEII to New Handong was found to be lawful and effective, (ii) New Handong must cease any further use of Playboy property and materials, including but not limited to the production, sale, or distribution of Playboy-branded products, (iii) New Handong is required to make payments to PEII for guaranteed royalties outstanding at the time of termination, a termination fee, and unpaid marketing expenses, plus interest thereon, and certain other fees and expenses, totaling approximately \$81 million, and (iv) all of New Handong’s counterclaims were dismissed. In addition, per the terms of the Tribunal’s decision, as payment of the amounts awarded to PEII were not made in full to PEII by September 20, 2025, interest has been accruing on the amounts owed from the award date to the date of payment at an annual rate of 8.25%. The decision of the Tribunal is final; however, as New Handong has not complied with the requirements of such decision. PEII and the Company are now seeking enforcement of the Arbitration award in China through the Chinese courts. There can be no assurance that New Handong will comply with a Chinese court’s actions in the future, including making the required monetary payments to PEII and the Company.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

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

Market Information

Playboy’s common stock trades on the Nasdaq Global Market under the symbol “PLBY”.

Holders

As of March 10, 2026, there were 77 holders of record of our outstanding common stock. In addition to holders of record of our common stock, there are a substantially greater number of “street name” holders or beneficial holders whose common stock is held of record by banks, brokers and other financial institutions.

Dividend Policy

The Company has not paid any cash dividends on our common stock to date. The payment of cash dividends is subject to the discretion of our Board and may be affected by various factors, including our future earnings, financial condition, capital requirements, share repurchase activity, current and future planned strategic growth initiatives, levels of indebtedness, and other considerations our Board deems relevant. In addition, the terms of the credit agreement for our senior secured debt also restrict our ability to pay dividends, and we may also enter into credit agreements or other borrowing arrangements in the future that may restrict our ability to declare or pay cash dividends on our capital stock. We currently anticipate we will retain future earnings for the development, operation and expansion of our business and do not anticipate declaring or paying any cash dividends for the foreseeable future.

Securities Authorized for Issuance Under Equity Compensation Plans

Refer to Part III, Item 12 of this Annual Report on Form 10-K and Note 13, Stock-Based Compensation, of the Notes to the Consolidated Financial Statements included herein for additional information required.

Recent Sales of Unregistered Securities

Pursuant to an Exchange Agreement, dated November 11, 2024 (the “Exchange Agreement”), between us and our senior secured lenders (the “Investors”), we issued to the Investors an aggregate of 28,000.00001 shares of Series B Convertible Preferred Stock on November 13, 2024, in exchange for an aggregate reduction by the Investors of approximately \$65.3 million of the outstanding principal under our senior secured debt. The offer and sale of the shares of Series B Convertible Preferred Stock through the Exchange Agreement was made in reliance upon an exemption from registration under the Securities Act, pursuant to Section 4(a)(2) thereof.

On January 29, 2025, we completed the conversion (the “Conversion”) of 7,000 shares of our 28,000.00001 outstanding shares of Series B Convertible Preferred Stock into 3,784,688 shares of our common stock, at a conversion price of \$1.84956 per share, in accordance with the terms of the Series B Convertible Preferred Stock. As a result of the Conversion, we reduced the number of shares of Series B Convertible Preferred Stock outstanding to 21,000.00001 shares. Holders of the Series B Convertible Preferred Stock had their shares converted to common stock on a pro rata basis. We did not receive any proceeds in connection with the Conversion. The common stock issued in the Conversion was issued as restricted stock and in reliance upon the exemption from registration in Section 3(a)(9) of the Securities Act.

On August 22, 2025, we completed the conversion of all remaining 21,000.00001 outstanding shares of Series B Convertible Preferred Stock into 12,439,730 shares of the Company’s common stock, at a conversion price of \$1.74448 per share (the “Second Conversion”), in accordance with the terms of the Series B Convertible Preferred Stock. As of the Second Conversion, we no longer had any shares of preferred stock outstanding. The common stock issued in the Second Conversion was issued as restricted stock and in reliance upon the exemption from registration in Section 3(a)(9) of the Securities Act.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

During the year ended December 31, 2025, we did not repurchase any shares of our common stock.

Item 6. [Reserved]

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

The following discussion should be read in conjunction with the consolidated financial statements and accompanying notes included in Part II, Item 8 of this Annual Report on Form 10-K. This section of this Annual Report on Form 10-K generally discusses 2025 and 2024 items and year-to-year comparisons between 2025 and 2024. In addition to historical information, the following discussion and analysis contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results and the timing of events could differ materially from those anticipated in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed in Item 1A. Risk Factors.

Unless otherwise indicated or the context otherwise requires, references to the “Company”, “Playboy”, “we”, “us”, “our” and other similar terms refer to Playboy, Inc. and its consolidated subsidiaries.

Business Overview

We are a global consumer lifestyle company marketing our brands through a wide range of licensing initiatives, direct-to-consumer products, *Playboy* magazine, digital subscriptions and content, and online and location-based entertainment. As of January 1, 2025, we licensed certain intellectual property and our Playboy Plus, Playboy TV (online and linear) and Playboy Club digital businesses to Byborg pursuant to a License & Management Agreement. As a result, we have two reportable segments: Direct-to-Consumer and Licensing. Our Direct-to-Consumer segment derives revenue from sales of consumer products sold by Honey Birdette online or at its brick-and-mortar stores, with 51 stores in three countries as of December 31, 2025. Our Licensing segment derives revenue from trademark licenses for third-party consumer products, primarily for various apparel and accessories categories, hospitality, digital gaming and location-based entertainment businesses, and starting January 1, 2025, revenue from licensing our digital subscriptions and content operations to Byborg.

Key Factors and Trends Affecting Our Business

We believe that our performance and future success depends on several factors that present significant opportunities for us but also pose risks and challenges, including those discussed below and in the section of this Annual Report on Form 10-K titled “*Risk Factors*.”

Pursuing a More Capital-Light Business Model

We continue to pursue a commercial strategy that relies on a more capital-light business model focused on revenue streams with higher margin, lower working capital requirements and higher growth potential. We are doing this by leveraging our flagship Playboy brand to attract best-in-class operators. We also use our licensing business as a marketing tool and brand builder, including through high profile collaborations and our large-scale strategic partnerships.

In the fourth quarter of 2024, we entered into the LMA with Byborg to license intellectual property and select Playboy digital assets for \$300.0 million in minimum guaranteed payments over the initial 15-year term of the license, which began January 1, 2025.

After having stabilized Playboy’s China business in 2024 and 2025, in the fourth quarter of 2025, we mutually agreed with CTL to terminate our joint venture arrangement with respect to Playboy’s China licensing business. On February 9, 2026, we then entered into the Purchase Agreement with UTG for the New China JV in which UTG would ultimately own a 50% interest and operate Playboy’s China licensing business. The initial closing pursuant to the Purchase Agreement is expected to occur, and the New China JV is expected to be established, by March 31, 2026. We expect our licensing business in China to continue to represent a material part of our overall business. Our licensing revenues from China as a percentage of our total revenues were 10% for each of the years ended December 31, 2025 and 2024. Refer to “*Item 1. Business—Our Corporate History—Recent Developments*” for more information about the New China JV deal.

We are focused on strategically expanding our Playboy licensing business into new categories and territories with high quality strategic partners and supporting them with brand marketing in the form of content, experiences and editorial works, including through our re-launch of *Playboy* magazine in 2025.

Impairments

Our indefinite-lived intangible assets, including trademarks and goodwill, that are not amortized, and the carrying amounts of our long-lived assets, including property and equipment, acquired intangible assets and right-of-use operating lease assets, may continue to be subject to impairment testing and impairments which reduce their value on our balance sheet. We periodically review for impairments whenever events or changes in our circumstances indicate that such assessment would be appropriate. During the years ended December 31, 2025 and 2024, we recorded non-cash impairment charges of \$0.5 million and \$3.8 million on our artwork held for sale and \$1.5 million and \$0.6 million on our corporate leases, respectively.

During the year ended December 31, 2024, we experienced declines in revenue and profitability, which caused us to test the recoverability of our indefinite-lived and certain long-lived assets. As a result, we recognized \$4.7 million of impairment charges related to the write-off of internally developed software and \$17.0 million of impairment charges related to the write-down of goodwill during the year ended December 31, 2024. No such impairments were recorded in 2025. However, if we experience declines in revenue or profitability, which could occur upon further declines in consumer demand, we may record further non-cash asset impairment charges as of the applicable impairment testing date.

Recent Trade Developments

We continue to monitor ongoing changes in U.S. trade policies, including increasing tariffs on imports, in some cases significantly, and changes to existing international trade agreements. These actions have prompted retaliatory tariffs and other measures by a number of countries. Starting in the second quarter of 2025, actions were taken by the U.S. and certain other countries to modify the timing, rates and/or other aspects of certain of these tariffs. However, some of the new tariffs remain in effect, including tariffs between the U.S. and China, where we source the manufacturing of our Honey Birdette products and where many of our licensees source their products. While the impact of such trade policies on our business remains uncertain, we continue to closely monitor such matters and potential impacts, including increased production costs and higher pricing to our customers, either of which could negatively affect our business, results of operations and financial condition.

Seasonality of Our Consumer Product Sales

While we receive revenue throughout the year, our Honey Birdette direct-to-consumer business has experienced, and may continue to experience, seasonality. Historical seasonality of revenues may be subject to change as increasing pressure from competition and economic conditions impact our licensees and consumers. The further transition of our business to a capital-light business model may further impact the seasonality of our business in the future.

How We Assess the Performance of Our Business

In assessing the performance of our business, we consider a variety of performance and financial measures. The key indicators of the financial condition and operating performance of the business are revenues, salaries and benefits, and selling and administrative expenses. To help assess performance with these key indicators, we use EBITDA and Adjusted EBITDA as non-GAAP financial measures. We believe these non-GAAP measures provide useful information to investors and expanded insight to measure revenue and cost performance as a supplement to the GAAP consolidated financial statements. Refer to the “*EBITDA and Adjusted EBITDA*” section below for reconciliations of EBITDA and Adjusted EBITDA to net loss, the closest GAAP measure.

Components of Results of Operations

Revenues

We generate revenue from sales of consumer products sold through our Honey Birdette retail stores or online directly to customers, trademark licenses for third-party consumer products and online and location-based entertainment businesses, and starting January 1, 2025, licensing the operation of our digital subscriptions and content businesses, which were owned and operated by us in the prior year comparative period.

Consumer Products

Revenue from sales of online apparel and accessories is recognized upon delivery of the goods to the customer. Revenue from sales of apparel at our retail stores is recognized at the time of transaction. Revenue is recognized net of incentives and estimated returns. We periodically offer promotional incentives to customers, which include basket promotional code discounts and other credits, which are recorded as a reduction of revenue.

Licensing

We license trademarks under multi-year arrangements to consumer products and online and location-based entertainment businesses. Typically, the initial contract term ranges between one to 15 years. Renewals are separately negotiated through amendments. Under these arrangements, we generally receive an annual or quarterly non-refundable minimum guarantee that is recoupable against a sales-based royalty generated during the license year. Earned royalties received in excess of the minimum guarantee (“Excess Royalties”) are typically payable quarterly. We recognize revenue for the total minimum guarantee specified in the agreement on a straight-line basis over the term of the agreement and recognize Excess Royalties only when the annual minimum guarantee is exceeded. Generally, Excess Royalties are recognized when they are earned. In the event that the collection of any royalty becomes materially uncertain or unlikely, we recognize revenue from our licensees up to the cash we have received.

Starting January 1, 2025, we licensed the operation of our Playboy Plus, Playboy TV (online and linear) and Playboy Club digital businesses, which was previously owned and operated by us and included in our Digital Subscriptions and Content reportable segment in the prior year comparative period, to Byborg pursuant to the LMA.

Prior to January 1, 2025, digital subscription revenue was derived from subscription sales of *playboyplus.com* and *playboy.tv*, which are online content platforms. We received fixed consideration shortly before the start of the subscription periods from these contracts, which were primarily sold in monthly, annual, or lifetime subscriptions. Revenues from lifetime subscriptions were recognized ratably over a five-year period, representing the estimated period during which the customer accesses the platforms. Revenues from digital subscriptions were recognized ratably over the subscription period. Revenues generated from the sales of creator content offerings and memberships to consumers via our Playboy Club creator platform were recognized at the point in time when the sale is processed. Revenues generated from subscriptions to our creator platform are recognized ratably over the subscription period.

Prior to January 1, 2025, we also licensed programming content to certain cable television operators and direct-to-home satellite television operators who paid royalties based on monthly subscriber counts and pay-per-view and video-on-demand buys for the right to distribute our programming under the terms of affiliation agreements. Royalties were generally collected monthly and recognized as revenue as earned.

Cost of Sales

Cost of sales primarily consist of merchandise costs, warehousing and fulfillment costs, agency and commission fees, website expenses, marketplace traffic acquisition costs, digital platform expenses (prior to January 1, 2025), transition expenses per the TSA (commencing January 1, 2025 through June 30, 2025), credit card processing fees, personnel and affiliate costs, including stock-based compensation, costs associated with branding activities, customer shipping and handling expenses, fulfillment activity costs and freight-in expenses.

Selling and Administrative Expenses

Selling and administrative expenses primarily consist of corporate office and retail store occupancy costs, personnel costs, including stock-based compensation, transition expenses per the TSA (commencing January 1, 2025 through June 30, 2025), brand marketing costs, and contractor fees for accounting/finance, legal, human resources, information technology and other administrative functions, general marketing and promotional activities and insurance.

Impairments

Impairments consist of the impairments of our artwork held for sale, right-of-use assets related to our corporate leases, internally developed software and goodwill.

Other Operating Expense, Net

Other operating income (expense), net consists primarily of gains and losses on disposal of assets and other miscellaneous items.

Nonoperating (Expense) Income

Interest expense

Interest expense consists of interest on our long-term debt and the amortization of deferred financing costs and debt premium/discount.

Other Income (Expense), Net

Other income (expense), net consists primarily of other miscellaneous nonoperating items, such as nonrecurring transaction fees, foreign exchange realized and unrealized transaction gains or losses, debt related costs, bank charges and interest income.

Benefit (expense) from Income Taxes

Benefit (expense) from income taxes consists of an estimate for U.S. federal, state, and foreign income taxes based on enacted rates, as adjusted for allowable credits, deductions, uncertain tax positions, changes in deferred tax assets and liabilities, and changes in the tax law. Due to cumulative losses, we maintain a valuation allowance against our U.S. federal and state deferred tax assets, as well as Australia, U.K. and China deferred tax assets.

Results of Operations

Comparison of Fiscal Years Ended December 31, 2025 and 2024

The following table summarizes key components of our results of operations for the periods indicated (in thousands, except percentages):

	Year Ended December 31,		\$ Change	% Change
	2025	2024		
Net revenues	\$ 120,928	\$ 116,135	\$ 4,793	4 %
Costs and expenses:				
Cost of sales	(35,077)	(41,780)	6,703	(16)
Selling and administrative expenses	(91,029)	(98,716)	7,687	(8)
Impairments	(2,087)	(26,078)	23,991	(92)
Other operating expense, net	(763)	(399)	(364)	91
Total operating expense	(128,956)	(166,973)	38,017	(23)
Operating loss	(8,028)	(50,838)	42,810	(84)
Nonoperating (expense) income:				
Interest expense	(8,225)	(23,689)	15,464	(65)
Other income (expense), net	2,355	(1,722)	4,077	(237)
Total nonoperating expense	(5,870)	(25,411)	19,541	(77)
Loss before income taxes	(13,898)	(76,249)	62,351	(82)
Benefit (expense) from income taxes	1,226	(3,148)	4,374	(139)
Net loss	(12,672)	(79,397)	66,725	(84)
Net loss attributable to Playboy, Inc.	\$ (12,672)	\$ (79,397)	\$ 66,725	(84)%

The following table sets forth our consolidated statements of operations data expressed as a percentage of total revenue for the periods indicated:

	Year Ended December 31,	
	2025	2024
Net revenues	100 %	100 %
Costs and expenses:		
Cost of sales	(29)	(36)
Selling and administrative expenses	(75)	(85)
Impairments	(2)	(22)
Other operating expense, net	(1)	—
Total operating expense	(107)	(143)
Operating loss	(7)	(43)
Nonoperating (expense) income:		
Interest expense	(7)	(20)
Other income (expense), net	2	(1)
Total nonoperating expense	(5)	(21)
Loss before income taxes	(12)	(64)
Benefit (expense) from income taxes	1	(3)
Net loss	(11)	(67)
Net loss attributable to Playboy, Inc.	(11)%	(67)%

Net Revenues

The following table sets forth net revenues by reportable segment (in thousands):

	Year Ended December 31,		\$ Change	% Change
	2025	2024		
Direct-to-consumer	\$ 70,854	\$ 69,729	\$ 1,125	2 %
Licensing	46,406	24,802	21,604	87
Corporate	1,315	662	653	99
All other	2,353	20,942	(18,589)	(89)
Total	\$ 120,928	\$ 116,135	\$ 4,793	4 %

Direct-to-Consumer

The increase in direct-to-consumer net revenues, compared to the prior year comparative period, was primarily due to continued improvement in consumer perception of the Honey Birdette brand, which resulted in increased sales of full-price products, partly offset by lower sales of discounted products.

Licensing

The increase in licensing net revenues, compared to the prior year comparative period, was primarily due to \$20.0 million of minimum guaranteed royalties recognized pursuant to the LMA, and a \$2.9 million increase in royalties recognized from other licensing partners, out of which \$2.2 million pertained to a licensing agreement with one of our Chinese licensees signed in the second quarter of 2024, partly offset by \$1.3 million of revenue from an inventory sale to a licensee in the prior year comparative period that did not recur in 2025.

Corporate

The increase in corporate revenues, compared to the prior year comparative period, was primarily due to an increase in corporate branding initiatives, including magazine sales and activities related to promotions for our magazine.

All Other

The decrease in all other net revenues, compared to the prior year comparative period, was primarily due to the licensing of our digital subscriptions and content operations to Byborg pursuant to the LMA, effective as of January 1, 2025. As a result, our previously reported Digital Subscriptions and Content operating and reportable segment was eliminated and its operations in the prior year comparative period were recast to be included in "All Other" for comparative purposes. "All Other" net revenues for the year ended December 31, 2025 related to the amortization of deferred revenue balances that existed as of December 31, 2024 (prior to the LMA effective date of January 1, 2025) that pertain to our previously reported digital subscriptions and content operations.

Cost of Sales and Gross Margin

The following table sets forth cost of sales and gross margin by reportable segment (in thousands):

	Year Ended December 31,		\$ Change	% Change
	2025	2024		
Direct-to-consumer	\$ (28,461)	\$ (30,345)	\$ 1,884	(6)%
Licensing	(4,536)	(2,310)	(2,226)	96
Corporate	(128)	—	(128)	100
All other	(1,952)	(9,125)	7,173	(79)
Total cost of sales	\$ (35,077)	\$ (41,780)	\$ 6,703	(16)%
Direct-to-consumer gross profit	\$ 42,393	\$ 39,384	\$ 3,009	8 %
Direct-to-consumer gross margin	60 %	56 %		
Licensing gross profit	\$ 41,870	\$ 22,492	\$ 19,378	86 %
Licensing gross margin	90 %	91 %		
Corporate gross profit	\$ 1,187	\$ 662	\$ 525	79 %
Corporate gross margin	90 %	100 %		
Other gross profit	\$ 401	\$ 11,817	\$ (11,416)	(97)%
Other gross margin	17 %	56 %		
Total gross profit	\$ 85,851	\$ 74,355	\$ 11,496	15 %
Total gross margin	71 %	64 %		

Direct-to-Consumer

The decrease in direct-to-consumer cost of sales and the increase in gross margin, compared to the prior year comparative period, was primarily due to a \$2.3 million decrease in Honey Birdette's product, shipping and fulfillment costs due to lower sales of discounted products. The increase in gross profit and gross margin was due to continued improvement in consumer demand at Honey Birdette, which resulted in increased sales of full-price products at a higher margin.

Licensing

The increase in licensing cost of sales and the decrease in gross margin, compared to the comparable prior year period, was primarily due to a \$2.2 million increase in licensing commission expense, net, reflecting a one-time settlement amount of \$2.4 million to pay current and future commissions to a licensing agent. Without such settlement, licensing gross margin would have increased to 95%.

Corporate

Corporate gross profit during the years ended December 31, 2025 and 2024 primarily related to brand related initiatives in the fourth quarter of 2025, payments for access to our *iPlayboy* archives, brand related activities, including for *Playboy* magazine, events and sponsorships.

All Other

The decrease in all other cost of sales and the increase in gross margin, compared to the prior year comparative period, was primarily related to the licensing of our digital subscriptions and content operations to Byborg pursuant to the LMA, effective as of January 1, 2025.

Selling and Administrative Expenses

The decrease in selling and administrative expenses, compared to the prior year comparative period, was primarily due to a \$1.6 million decrease in technology costs, a \$1.5 million decrease in depreciation, a decrease in various professional services of \$2.0 million, lower rent expense of \$1.6 million primarily due to sublease income, lower payroll expense of \$4.3 million, due to the transition of our digital operations into a licensing model, and a \$1.9 million decrease in stock-based compensation expense, partly offset by \$3.0 million of additional legal expenses related to ongoing litigations and an increase in severance compensation and related health insurance benefits of \$1.8 million due to the transition of our digital operations into a licensing model.

Impairments

The decrease in impairments, compared to the prior year comparative period, was primarily due to impairment charges recognized in the prior year comparative period of \$17.0 million related to our goodwill and \$4.7 million related to our internally developed software, as well as a decrease of \$3.3 million in impairment charges on our artwork held for sale, partly offset by a \$0.9 million increase in impairment charges on our right-of-use assets related to our corporate leases.

Other Operating Expense, Net

The increase in other operating expense, net, compared to the prior year comparative period, was primarily due to the write off of certain property, plant and equipment items in the second quarter of 2025 as a result of our decision to sublease certain of our office space.

Nonoperating (Expense) Income

Interest Expense

The decrease in interest expense, compared to the prior year comparative period, was primarily due to a reduction of our debt balance and amortization of debt premium in connection with the A&R Third Amendment in 2024.

Other Income (Expense), Net

The change in other income (expense), net, from net expense in 2024 to net income in 2025, was primarily due to unrealized foreign exchange income in relation to Honey Birdette's foreign operations as well as certain of our Chinese licenses denominated in foreign currency.

Benefit (Expense) from Income Taxes

The change from expense from income taxes to income tax benefit as compared to the prior year comparative period was primarily driven by a change in valuation allowance due to a reduction in net indefinite-lived deferred tax liabilities in the year ended December 31, 2025.

Non-GAAP Financial Measures

In addition to our results being determined in accordance with GAAP, we believe the following non-GAAP measure is useful in evaluating our operational performance. We use the following non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that non-GAAP financial information, when taken collectively, may be helpful to investors in assessing our operating performance.

EBITDA and Adjusted EBITDA

"EBITDA" is defined as net income or loss before interest, income tax expense or benefit, and depreciation and amortization. "Adjusted EBITDA" is defined as EBITDA adjusted for stock-based compensation and other special items determined by management. Adjusted EBITDA is intended as a supplemental measure of our performance that is neither required by, nor presented in accordance with, GAAP. We believe that the use of EBITDA and Adjusted EBITDA provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing our financial measures with those of comparable companies, which may present similar non-GAAP financial measures to investors. However, investors should be aware that when evaluating EBITDA and Adjusted EBITDA, we may incur future expenses similar to those excluded when calculating these measures. In addition, our presentation of these measures should not be construed as an inference that our future results will be unaffected by unusual or nonrecurring items. Our computation of Adjusted EBITDA may not be comparable to other similarly titled measures computed by other companies, because not all companies may calculate Adjusted EBITDA in the same fashion.

In addition to adjusting for non-cash stock-based compensation, non-cash charges for the fair value remeasurements of certain liabilities and non-recurring non-cash impairments, asset write-downs and inventory reserve charges, we typically adjust for nonoperating expenses and income, such as nonrecurring special projects, including related consulting expenses, transition expenses, settlements, nonrecurring gain or loss on the sale of assets, expenses associated with financing activities, and reorganization and severance expenses that result from the elimination or rightsizing of specific business activities or operations.

Because of the limitations described above, EBITDA and Adjusted EBITDA should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using EBITDA and Adjusted EBITDA on a supplemental basis. Investors should review the reconciliation of net loss to EBITDA and Adjusted EBITDA below and not rely on any single financial measure to evaluate our business.

The following table reconciles net loss to EBITDA and Adjusted EBITDA (in thousands):

	Year Ended December 31,	
	2025	2024
Net loss	\$ (12,672)	\$ (79,397)
Adjusted for:		
Interest expense	8,225	23,689
(Benefit) expense from income taxes	(1,226)	3,148
Depreciation and amortization	3,038	7,007
EBITDA	(2,635)	(45,553)
Adjusted for:		
Licensing commissions settlement	2,400	—
Transition expenses	5,000	—
Severance	2,713	886
Stock-based compensation	4,715	7,311
Impairments	2,087	26,078
Adjustments	2,758	5,025
Adjusted EBITDA	\$ 17,038	\$ (6,253)

- Licensing commissions settlement for the year ended December 31, 2025 represents a one-time settlement amount of \$2.4 million to pay current and future commissions to a licensing agent, which were fully paid by the end of 2025.
- Transition expenses for the year ended December 31, 2025 represent costs associated with the digital operations licensed to Byborg, solely during the transition period pursuant to the terms of a related Transition Service Agreement (the “TSA”).
- Severance expenses for the year ended December 31, 2025 were primarily due to the reduction of headcount related to the transition of our digital subscriptions and content operations into a licensing model.
- Impairments for the year ended December 31, 2025 relate to impairment charges on our artwork held for sale and our right-of-use assets related to our corporate leases.
- Impairments for the year ended December 31, 2024 relate to impairment charges on our artwork held for sale, right-of-use assets related to our corporate leases and assets related to our former Digital Subscriptions and Content segment.
- Adjustments for the year ended December 31, 2025 are primarily related to non-cash fair value change related to contingent liabilities fair value remeasurement with respect to potential shares issuable for our 2021 acquisition of GlowUp Digital, Inc. that remained unsettled as of December 31, 2025, as well as consulting, advisory and other costs relating to corporate transactions.
- Adjustments for the year ended December 31, 2024 are primarily related to non-cash fair value change related to contingent liabilities fair value remeasurement with respect to potential shares issuable for our 2021 acquisition of GlowUp Digital, Inc. that remained unsettled as of December 31, 2024, loss on the sale of artwork, consulting, advisory and other costs relating to corporate transactions and other strategic opportunities as well as reorganization and severance costs resulting in the elimination or rightsizing of specific business activities or operations.

Non-GAAP Segment Information

Our Chief Executive Officer is our Chief Operating Decision Maker (“CODM”). Segment information is presented in the same manner that our CODM reviews the operating results in assessing performance and allocating resources. Total asset information is not included in the tables below as it is not provided to and reviewed by our CODM. The “All Other” columns relate to the previously identified operating and reportable segment, Digital Subscriptions and Content, which was eliminated upon its transition into a licensing model under the LMA. The “Corporate” column in the tables below includes certain operating revenues associated with *Playboy* magazine, events and sponsorships and expenses that are not allocated to the reportable segments presented to our CODM. Such expenses include legal, human resources, information technology and facilities, accounting/finance and brand marketing costs. Expenses associated with *Playboy* magazine, events and sponsorships are included in brand marketing costs. The accounting policies of the reportable segments are the same as those described in Note 1, Basis of Presentation and Summary of Significant Accounting Policies, of the Notes to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

“Adjusted Operating Income (Loss)” is defined as operating income or loss adjusted for stock-based compensation and other special items determined by management. Adjusted operating income (loss) is intended as a supplemental measure of our performance that is neither required by, nor presented in accordance with, GAAP. We believe that the use of adjusted operating income (loss) provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing our financial measures with those of comparable companies, which may present similar non-GAAP financial measures to investors. However, investors should be aware that when evaluating adjusted operating income (loss), we may incur future expenses similar to those excluded when calculating these measures. In addition, our presentation of these measures should not be construed as an inference that our future results will be unaffected by unusual or nonrecurring items. Our computation of adjusted operating income (loss) may not be comparable to other similarly titled measures computed by other companies, because not all companies may calculate adjusted operating income (loss) in the same fashion.

In addition to adjusting for non-cash stock-based compensation, non-cash charges for the fair value remeasurements of certain liabilities, nonrecurring non-cash impairments and asset write-downs, we typically adjust for nonrecurring special projects, including for related consultant expenses, nonrecurring gain on the sale of assets, expenses associated with financing activities, and reorganization and severance expenses that result from the elimination or rightsizing of specific business activities or operations.

Because of the limitations described above, adjusted operating income (loss) should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using adjusted operating income (loss) on a supplemental basis. Investors should review the reconciliation of operating loss to adjusted operating income (loss) below and not rely on any single financial measure to evaluate our business.

The following table reconciles Operating Income (Loss) to Adjusted Operating Income (Loss) by reportable segment (in thousands):

	Year Ended December 31, 2025				
	Direct-to- Consumer	Licensing	Corporate	All Other	Total
Operating income (loss)	\$ 294	\$ 31,822	\$ (35,652)	\$ (4,492)	\$ (8,028)
Adjusted for:					
Depreciation and amortization	2,329	—	709	—	3,038
Licensing commissions settlement	—	2,400	—	—	2,400
Transition expenses	—	—	—	5,000	5,000
Severance	82	147	1,296	1,188	2,713
Stock-based compensation	—	—	4,715	—	4,715
Impairments	—	—	2,087	—	2,087
Adjustments	—	—	2,434	324	2,758
Adjusted operating income (loss)	<u>\$ 2,705</u>	<u>\$ 34,369</u>	<u>\$ (24,411)</u>	<u>\$ 2,020</u>	<u>\$ 14,683</u>

	Year Ended December 31, 2024				
	Direct-to- Consumer	Licensing	Corporate	All Other	Total
Operating (loss) income	\$ (2,286)	\$ 14,646	\$ (35,148)	\$ (28,050)	\$ (50,838)
Adjusted for:					
Depreciation and amortization	3,583	—	719	2,705	7,007
Severance	36	—	245	605	886
Stock-based compensation	—	—	3,688	3,623	7,311
Impairments	—	—	4,372	21,706	26,078
Adjustments	1,362	152	3,396	115	5,025
Adjusted operating income (loss)	<u>\$ 2,695</u>	<u>\$ 14,798</u>	<u>\$ (22,728)</u>	<u>\$ 704</u>	<u>\$ (4,531)</u>

Refer to “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Financial Measures” for descriptions of the adjustments to reconcile net income to Adjusted EBITDA, certain of which adjustments are listed in the table above and the descriptions used for the reconciliation of net income to Adjusted EBITDA are also applicable for the table above.

Direct-to-Consumer

Net Revenues and Gross Margin: Refer to “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations” for a discussion of changes in net revenues and gross profit in our Direct-to-Consumer segment from 2024 to 2025.

Operating Income (Loss): The change from operating loss to operating income, compared to the prior year comparative period, was primarily due to a \$3.0 million increase in Honey Birdette’s gross profit as a result of the continued improvement in consumer perception of the Honey Birdette brand, which resulted in increased sales of full-price products.

Adjusted Operating Income: The increase in adjusted operating income, compared to the prior year comparative period, was immaterial.

Licensing

Net Revenues and Gross Margin: Refer to “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations” for a discussion of changes in net revenues and gross profit in our Licensing segment from 2024 to 2025.

Operating Income: The increase in operating income, compared to the prior year comparative period, was primarily due to a \$19.4 million increase in licensing gross profit, primarily as a result of higher revenues resulting from the LMA, and a \$0.5 million decrease in China operating expenses, partly offset by a \$3.1 million increase in legal expenses.

Adjusted Operating Income: Adjustments to licensing operating income in 2025 primarily related to a one-time settlement amount of \$2.4 million to pay current and future commissions to a licensing agent. Adjustments to licensing operating income in 2024 related to the write-off of receivables resulting from a terminated licensing agreement.

Corporate

The increase in operating loss, compared to the prior year comparative period, was primarily due to an increase in severance and employee benefits expense of \$1.1 million related to headcount reductions as a result of shifting to a capital-light business model, a \$0.9 million increase in impairment charges on our right-of-use assets related to our corporate leases, a \$1.5 million increase in payroll expense, a \$1.2 million increase in stock-based compensation expense and brand marketing expenses of \$2.1 million, partly offset by a \$0.7 million increase in corporate revenue, a \$3.3 million decrease in impairment charges on our artwork held for sale, a \$1.3 million decrease in rent expense primarily due to sublease income, a \$0.9 million decrease in insurance expense and a \$0.7 million decrease in technology costs.

The increase in adjusted operating loss, compared to the prior year comparative period, was primarily due to lower insurance costs and a decrease in audit and consulting expenses, reflecting ongoing cost rationalization.

All Other

Net Revenues and Gross Margin: Refer to “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations” for a discussion of changes from 2024 to 2025 in net revenues and gross profit classified as All Other.

Operating Loss: The decrease in operating loss, compared to the prior year comparative period, was due to the transition of our digital operations into a licensing model pursuant to the LMA and non-cash impairments charges attributable to goodwill and certain long-lived assets in 2024 that did not recur in 2025.

Adjusted Operating Income: The change from adjusted operating loss to adjusted operating income, compared to the prior year comparative period, was due to lower expenses related to our digital operations as a result of its transition into a licensing model pursuant to the LMA.

Liquidity and Capital Resources

Sources of Liquidity

Our sources of liquidity are cash generated from operating activities, which primarily includes cash derived from revenue generating activities, from financing activities, including proceeds from our issuance of debt and stock offerings (as described further below), and from investing activities, which included the sale of assets (as described further below). As of December 31, 2025, our principal source of liquidity was unrestricted cash in the amount of \$37.8 million, which is primarily held in operating and deposit accounts.

In 2025, we sold shares of our common stock pursuant to our previously registered and announced ATM offering, selling a total of 5,253,769 shares for net proceeds of \$10.3 million. As of December 31, 2025, we had \$4.2 million of remaining capacity under the ATM. On February 23, 2026, we increased the availability under our ATM to \$200,000,000 worth of our common stock.

On November 5, 2024, we issued 14,900,000 unregistered shares of our common stock in a private placement to The Million S.a.r.l., at a price of \$1.50 per share, for total proceeds to us of \$22.4 million.

Pursuant to the LMA entered into in December 2024, Byborg agreed to operate our Playboy Plus, Playboy TV (online and linear) and Playboy Club businesses and to license the right to use certain Playboy trademarks and other intellectual property for related businesses and certain other categories. Pursuant to the LMA, Byborg was also granted exclusive rights to use Playboy trademarks for certain new adult content services and digital products to be developed. The LMA has an initial term of 15 years, with the operations and license rights pursuant to the LMA commencing as of January 1, 2025, and the possibility for up to nine renewal terms of 10 years each, subject to the terms and conditions set forth in the LMA. Pursuant to the LMA, starting in 2025, Playboy will receive minimum guaranteed royalties of \$20 million per year of the term, to be paid in installments during each year. In addition, Byborg has prepaid the minimum guaranteed amount for the second half of year 15 of the initial term of the LMA. Playboy is also entitled to receive Excess Royalties from the businesses licensed and operated by Byborg, on the terms and conditions set forth in the LMA.

In the fourth quarter of 2023, we began the sale of our art assets, and we continued the sale of our art assets in 2024 and 2025.

Since going public in 2021, we have yet to generate operating income from our core business operations and have incurred significant operating losses, including \$8.0 million of operating losses for the year ended December 31, 2025. We expect our capital expenditures and working capital requirements in 2026 to be largely consistent with 2025.

Although consequences of ongoing macroeconomic uncertainty could adversely affect our liquidity and capital resources in the future, and cash requirements may fluctuate based on the timing and extent of many factors, such as those discussed above, we believe our existing sources of liquidity will be sufficient to meet our obligations as they become due under the A&R Credit Agreement and our other obligations for at least one year following the date of the filing of this Annual Report on Form 10-K. We may seek additional equity or debt financing in the future to satisfy capital requirements, respond to adverse changes in our circumstances or unforeseen events, or fund growth opportunities. However, in the event that additional financing is required from third-party sources, we may not be able to raise it on acceptable terms or at all.

Debt

On March 27, 2024, we entered into Amendment No. 2 (the “A&R Second Amendment”) to our Amended and Restated Credit and Guaranty Agreement, dated as of May 10, 2023 (as amended on November 2, 2023, the “A&R Credit Agreement”), which provided for, among other things:

- (a) the amendment of the Total Net Leverage Ratio covenant to (i) suspend testing of such covenant until the quarter ending June 30, 2026, (ii) adjust the Total Net Leverage Ratio financial covenant levels once the covenant testing is resumed, and (iii) add a mechanism for the Total Net Leverage Ratio to be eliminated permanently upon the satisfaction of certain prepayment-related conditions (the date upon which such prepayment-related conditions are satisfied, the “Financial Covenant Sunset Date”);
- (b) the addition of a covenant to maintain a \$7.5 million minimum balance of unrestricted cash and cash equivalents (on a consolidated basis), subject to periodic testing and certification, as well as the ability to cure a below-minimum balance, and which covenant will be in effect (i) from March 27, 2024 until March 31, 2026 and (ii) from and after the Financial Covenant Sunset Date; and
- (c) that assignments of commitments or loans under the A&R Credit Agreement from existing lenders to certain eligible assignees under the A&R Credit Agreement (i.e. a commercial bank, insurance company, investment or mutual fund or other entity that is an “accredited investor” (as defined in Regulation D under the Securities Act of 1933) and which extends credit or buys loans in the ordinary course of business) shall not require consent from us while the minimum cash balance financial covenant is in effect.

The other terms of the A&R Credit Agreement prior to the A&R Second Amendment remained substantially unchanged.

On November 11, 2024, we entered into the A&R Third Amendment, which provides for, among other things:

- reducing the outstanding aggregate A&R Term Loan amounts under the A&R Credit Agreement from approximately \$218.4 million to approximately \$153.1 million in exchange for \$28 million of Series B Convertible Preferred Stock, which was issued pursuant to the Exchange Agreement between the Company and the lenders party to the A&R Third Amendment;

- resetting the interest rate margin for both tranche A term loans under the A&R Credit Agreement (“Tranche A”) and tranche B term loans under the A&R Credit Agreement (“Tranche B”, and together with Tranche A, the “A&R Term Loans”) to the same SOFR, plus a 0.10% credit spread adjustment, plus 6.25% (with corresponding changes necessary so that all but 1.00% of the interest rate margin can be paid in-kind); and
- applying amortization of 1% per year to all loans under the A&R Credit Agreement, which is to be paid quarterly starting in the fourth quarter of 2025.

The other terms of the A&R Credit Agreement prior to the A&R Third Amendment remain substantially unchanged, and the new terms were effective as of November 13, 2024 (the date 28,000.00001 shares were issued to the lenders in exchange for the debt reduction pursuant to the closing of the Exchange Agreement). The Series B Convertible Preferred Stock includes a 12% annual dividend rate, which will commence accruing as of May 13, 2025, and which dividends are payable in cash or in-kind, solely at our discretion. We have the right to redeem for cash (at any time) or convert the Series B Convertible Preferred Stock at any time, provided that the five-day volume-weighted average price of PLBY common stock is \$1.50 or above, with a conversion price floor of \$1.50 and a cap of \$4.50. As a result of conversions of the Series B Convertible Preferred Stock in January and August of 2025, all outstanding shares of the Series B Convertible Preferred Stock were converted to common stock, and we no longer had any shares of preferred stock outstanding as of August 22, 2025. Refer to Note 12, Convertible Preferred Stock, of the Notes to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K for further information on our Series B Convertible Preferred Stock and its conversion resulting in the elimination of all outstanding shares of our Series B Convertible Preferred Stock as of August 22, 2025.

We performed an assessment of the A&R Third Amendment, on a lender-by-lender basis, and determined that the transaction met the criteria for a troubled debt restructuring (“TDR”) under ASC 470-60, Troubled Debt Restructurings by Debtors (“ASC 470-60”), as we were experiencing financial constraints and the lenders granted a concession. However, the total future cash payments under the new terms exceeded the carrying amount of our senior secured debt at the date of transaction, therefore, no adjustment to the carrying amount of the debt was made. Instead, we calculated a new effective interest rate (“EIR”) based on the revised terms of the debt. The senior secured debt is then amortized over the remaining term of the debt using the new EIR, with interest expense recognized based on such rate in future periods. Third party fees of \$0.5 million incurred in connection with the A&R Third Amendment were recorded in Other (expense) income, net in the consolidated statements of operations for the year ended December 31, 2024.

On March 12, 2025, we entered into Amendment No. 4 to the A&R Credit Agreement (the “A&R Fourth Amendment”). The A&R Fourth Amendment sets the total net leverage ratio levels applicable under the A&R Credit Agreement, once net leverage testing is resumed as of the quarter ending June 30, 2026. For the quarter ending June 30, 2026, the total net leverage ratio will be initially set at 9.00:1.00, reducing over time until the ratio reaches 7.75:1.00 for the quarter ending June 30, 2027 and any subsequent quarter. In the event we prepay more than \$15 million of the principal debt under the A&R Credit Agreement, the total net leverage ratio levels are reduced such that they would be initially set at 7.75:1.00 for the quarter ending June 30, 2026, and would reduce over time until the ratio reaches 6.50:1.00 for the quarter ending June 30, 2027 and any subsequent quarter.

On August 11, 2025, we entered into Amendment No. 5 to the A&R Credit Agreement (the “A&R Fifth Amendment”). The A&R Fifth Amendment revises the definition of Consolidated EBITDA in the A&R Credit Agreement to allow for \$2.4 million of non-cash rent expense related to our Miami Beach office lease to be added back when calculating such Consolidated EBITDA for applicable periods. The other terms of the A&R Credit Agreement prior to the A&R Fifth Amendment remain substantively unchanged.

On November 10, 2025, the Company entered into Amendment No. 6 to the A&R Credit Agreement (the “A&R Sixth Amendment”). The A&R Sixth Amendment, among other things, (i) extended the maturity of the A&R Credit Agreement to May 25, 2028, (ii) provided that the cash interest rate would be reduced by 0.15% or 0.50% in the event of certain prepayments of \$25 million and \$50 million, respectively, and (iii) provided that upon the first such prepayment made on the terms and conditions set forth in the A&R Sixth Amendment, the total net leverage ratio would have been set at 9.00:1.00 for the quarter ending June 30, 2026, and step down over time until the ratio reaches 7.25:1.00 for the quarter ending December 31, 2027 and any subsequent quarter. Pursuant to the A&R Sixth Amendment, we also paid a fee of \$0.4 million to our lenders. The other terms of the A&R Credit Agreement prior to the A&R Sixth Amendment remain substantively unchanged. No prepayments were made in the fourth quarter of 2025 or January 2026.

On February 9, 2026, we entered into Amendment No. 7 of the A&R Credit Agreement (“Amendment No. 7”) to, substantially concurrently with the initial closing of the New China JV transaction, amend the terms of the A&R Credit Agreement, to, among other things: (i) permit the New China JV transaction, (ii) permit the contribution of certain intellectual property from us to the New China JV at the second closing pursuant to the Purchase Agreement, and (iii) provide for additional representations, covenants, and mandatory prepayments related to the New China JV transaction (including the entire \$45,000,000 purchase price for the New China JV transaction and an additional \$6.666 million from us). The other terms of the A&R Credit Agreement prior to Amendment No. 7 remain substantively unchanged.

The stated interest rate of each of Tranche A and Tranche B of the A&R Term Loans as of December 31, 2025 was 10.08%. The stated interest rate of each of Tranche A and Tranche B of the A&R Term Loans as of December 31, 2024 was 11.01%. The effective interest rate of Tranche A and Tranche B A&R Term Loans as of December 31, 2025 was 3.88% and 6.34%, respectively. The effective interest rate of Tranche A and Tranche B A&R Term Loans as of December 31, 2024 was 1.05% and 4.93%, respectively.

We were in compliance with applicable financial covenants under the terms of the A&R Credit Agreement and its amendments as of December 31, 2025 and 2024.

Leases

Our principal lease commitments are for office space and operations under several noncancellable operating leases with contractual terms expiring from 2026 to 2037. Some of these leases contain renewal options and rent escalations. As of December 31, 2025 and 2024, our fixed lease obligations were \$22.2 million and \$25.5 million, respectively, with \$7.4 million and \$6.6 million due in the next 12 months, respectively.

On August 11, 2025, through our wholly-owned subsidiary, Playboy Enterprises, Inc., we entered into a triple net lease (the “Lease”) with RK Rivani LLC, a Florida limited liability company (the “Landlord”), pursuant to which, among other matters and on the terms and subject to the conditions set forth in the Lease, we leased from the Landlord approximately 20,169 square feet of office space in Miami Beach, Florida, for a term of 11 years, with lease payments commencing in August 2026, following renovations of the office space. As we did not take possession of the office space as of December 31, 2025, the Lease is not reflected in our condensed consolidated financial statements. We expect to account for the Lease as an operating lease under Accounting Standards Codification, Topic 842, Leases. The future undiscounted fixed non-cancelable payment obligation pertaining to the Lease is approximately \$27.1 million. For further information on our lease obligations, refer to Note 14, Commitments and Contingencies, of the Notes to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Cash Flows

The following table summarizes our cash flows for the periods indicated (in thousands):

	Year Ended December 31,		\$ Change	% Change
	2025	2024		
Net cash provided by (used in):				
Operating activities	\$ 18	\$ (19,139)	\$ 19,157	(100)%
Investing activities	550	(318)	868	(273)
Financing activities	8,589	21,595	(13,006)	(60)

Cash Flows from Operating Activities

The change from net cash used to net cash provided in operating activities for year ended December 31, 2025 over the prior year comparable period was due to a \$66.7 million decrease in net loss, partly offset by changes in assets and liabilities that had a current period cash flow impact, such as \$1.6 million of net changes in working capital and \$49.2 million of changes in non-cash charges. The change in assets and liabilities as compared to the prior year comparable period was primarily driven by a \$8.0 million change in deferred revenues due to the timing of revenue recognition, a \$4.4 million increase in accounts payable due to the timing of payments, a \$1.0 million increase in operating lease liabilities, a \$1.7 million increase in other liabilities and accrued expenses, and a \$0.9 million decrease in accounts receivable due to the timing of royalty collections, partly offset by a \$7.6 million lower decrease in inventories, net due to higher inventory turnover in the prior year comparative period as a result of a large sale in March 2024 that did not recur in 2025, an increase of \$3.8 million in prepaid expenses primarily due to the timing of payments, a \$2.0 million decrease in other assets and liabilities, and a \$0.7 million increase in contract assets, primarily due to the nonrecurring impairment, modification or termination of certain trademark licensing contracts in the prior year comparative period. The change in non-cash charges compared to the change in the prior year comparable period was primarily driven by a \$24.0 million decrease in non-cash impairment charges, primarily due to impairment charges recognized in the prior year comparative period of \$17.0 million related to our goodwill and \$4.7 million related to our internally developed software, as well as a decrease of \$3.3 million in impairment charges on our artwork held for sale, a \$11.5 million decrease in the amortization of debt premium/discount and issuance costs due to the A&R Third Amendment, a \$4.9 million decrease in deferred income taxes, a \$4.0 million decrease in depreciation and amortization, primarily due to the write-off of our internally developed software in 2024, a \$1.7 million decrease in the amortization of right of use assets, and a \$2.6 million decrease in stock-based compensation expense.

Cash Flows from Investing Activities

The change from net cash used in investing activities to net cash provided by investing activities for the year ended December 31, 2025 over the prior year comparable period was due to a \$1.2 million decrease in purchases of property and equipment, offset by lower proceeds from the sale of our artwork of \$0.4 million.

Cash Flows from Financing Activities

The decrease in net cash provided by financing activities for the year ended December 31, 2025 over the prior year comparable period was primarily due to lower proceeds from sale of common stock, offset by higher repayment of long-term debt.

Critical Accounting Estimates

Our consolidated financial statements have been prepared in accordance with GAAP. Preparing consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Critical accounting estimates are those estimates that involve a significant level of estimation uncertainty and could have a material impact on our financial condition or results of operations. Estimates and judgments used in the preparation of our consolidated financial statements are, by their nature, uncertain and unpredictable, and depend upon, among other things, many factors outside of our control, such as demand for our products, economic conditions and other current and future events, such as the impact of international armed conflicts and geopolitical tensions. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following accounting estimates to be the most critical in understanding the judgments and estimates we use in preparing our consolidated financial statements.

Licensing Revenue Recognition

We license trademarks under multi-year arrangements with consumer products, online and location-based entertainment businesses. The performance obligation is a license of symbolic IP that provides the customer with a right to access the IP, which represents a stand-ready obligation that is satisfied over time. Under these arrangements, we generally receive an annual nonrefundable minimum guarantee that is recoupable against a sales-based royalty generated during the license year. We recognize Excess Royalties only when the annual minimum guarantee is exceeded. Generally, Excess Royalties are recognized when they are earned. Excess Royalties are payable quarterly. As the sales reports from licensees are typically not received until after the close of the reporting period, we follow the variable consideration framework and constraint guidance to estimate the underlying sales volume to recognize Excess Royalties based on historical experience and general economic trends. Historical adjustments to recorded estimates have not been material. We adjust how we account for revenue pursuant to licenses, if collectability on their related billings becomes improbable.

Goodwill and Other Intangible Assets, Net

Goodwill and certain other intangible assets deemed to have indefinite useful lives are not amortized. Rather, goodwill and indefinite-lived intangible assets are assessed for impairment at least annually. Finite-lived intangible assets are amortized over their respective estimated useful lives and, along with other long-lived assets, are evaluated for impairment periodically whenever events or changes in circumstances indicate that their carrying values may not be fully recoverable.

We perform annual impairment test on goodwill in the fourth quarter of each fiscal year or when events occur or circumstances change that would, more likely than not, reduce the fair value of a reporting unit below its carrying value. We may first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we determine it is more likely than not that the fair value of the reporting unit is greater than its carrying amount, an impairment test is unnecessary. If an impairment test is necessary, we will estimate the fair value of a related reporting unit.

Impairment of Long-Lived Assets

The carrying amounts of long-lived assets, including property and equipment, acquired intangible assets and right-of-use operating lease assets are periodically reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable or that the useful life is shorter than originally estimated. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate over its remaining life. If such review indicates that the carrying amount of intangible assets is not recoverable, the carrying amount of such assets is reduced to the fair value.

Inventory

Inventories consist primarily of finished goods and are stated at the lower of cost or net realizable value. Inventory reserves are recorded for excess and slow-moving inventory. Our analysis includes a review of inventory quantities on hand at period-end in relation to year-to-date sales, existing orders from customers and projections for sales in the foreseeable future. The net realizable value is determined based on historical sales experience on a style-by-style basis. The valuation of inventory could be impacted by changes in public and consumer preferences, demand for product, changes in the buying patterns of both retailers and consumers and inventory management of customers.

Income Taxes

We record income taxes under the asset and liability method, whereby deferred tax assets and liabilities are recognized based on the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and attributable to operating loss and tax credit carryforwards. The carrying amounts of deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that such assets will not be realized. Accordingly, the need to establish valuation allowances for deferred tax assets is assessed periodically based on the more-likely-than-not realization threshold. This assessment considers, among other matters, the nature, frequency, and severity of current and cumulative losses, the duration of statutory carryforward periods, and tax planning alternatives. We use a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals and litigation processes, if any. The second step is to measure the largest amount of tax benefit as the largest amount that is more likely than not to be realized upon settlement. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

Recent Accounting Pronouncements

Refer to Note 1, Basis of Presentation and Summary of Significant Accounting Policies, of the Notes to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K for more information about recent accounting pronouncements, the timing of their adoption, and our assessment, to the extent we have made one, of their potential impact on our financial condition and results of operations.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to a variety of market and other risks, including the effects of changes in interest rates, inflation, and foreign currency exchange rates, as well as risks to the availability of funding sources, hazard events, and specific asset risks.

Interest Rate Risk

The market risk inherent in our financial instruments and our financial position represents the potential loss arising from adverse changes in interest rates. As of December 31, 2025 and 2024, we had cash of \$37.8 million and \$30.9 million, respectively, primarily held in interest-bearing deposit accounts for which the fair market value would be affected by changes in the general level of U.S. interest rates. As of December 31, 2025 and 2024, we had restricted cash of \$5.0 million and \$2.4 million, respectively, of which \$0.7 million and \$0.6 million, respectively, was held in interest-bearing deposit accounts. However, an immediate 10% change in interest rates would not have a material effect on the fair market value of our cash and restricted cash and cash equivalents.

In order to maintain liquidity and fund business operations, our long-term A&R Term Loans are subject to a variable interest rate based on prime, federal funds, or SOFR. The nature and amount of our long-term debt can be expected to vary as a result of future business requirements, market conditions, and other factors. We may elect to enter into interest rate swap contracts to reduce the impact associated with interest rate fluctuations, but as of December 31, 2025, we had not entered into any such contracts.

As of December 31, 2025 and December 31, 2024, we had outstanding debt obligations of \$159.9 million and \$153.1 million, respectively, which accrued interest at a rate of 10.08% for Tranche A and Tranche B A&R Term Loans as of December 31, 2025. Based on the balance outstanding under our A&R Term Loans at December 31, 2025, we estimate that a 0.5% or 1% increase or decrease in underlying interest rates would increase or decrease annual interest expense by \$0.8 million or \$1.6 million, respectively, in any given fiscal year. See also our “Risk Factors—Risks Related to Our Business and Industry—*Our variable rate debt subjects us to interest rate risk that could cause our debt service obligations to increase significantly.*” included in Item 1A of this Annual Report on Form 10-K filed.

Foreign Currency Risk

We transact business in various foreign currencies and have significant international revenues, as well as costs denominated in foreign currencies other than the U.S. dollar, primarily the Australian dollar and Chinese renminbi. Accordingly, changes in exchange rates, and in particular a strengthening of the U.S. dollar, have in the past, and may in the future, negatively affect our revenue and other operating results as expressed in U.S. dollars. For the years ended December 31, 2025 and 2024, we derived approximately 67% and 52%, respectively, of our revenue from international customers, out of which 44% was denominated in foreign currency during both years. We expect the percentage of revenue derived from outside the United States to increase in future periods as we continue to expand globally. Revenue and related expenses generated from our international operations (other than most international licenses) are denominated in the functional currencies of the corresponding country. The functional currency of our subsidiaries that either operate in or support these markets is generally the same as the corresponding local currency. The majority of our international licenses are denominated in U.S. dollars. The results of operations of, and certain of our intercompany balances associated with, our international operations are exposed to foreign exchange rate fluctuations. Upon consolidation, as exchange rates vary, our revenue and other operating results may differ materially from expectations, and we may record significant gains or losses on the remeasurement of intercompany balances. We do not have an active foreign exchange hedging program.

There are numerous factors impacting the amount by which our financial results are affected by foreign currency translation and transaction gains and losses resulting from changes in currency exchange rates, including, but not limited to, the volume of foreign currency-denominated transactions in a given period. Foreign currency transaction exposure from a 10% movement of currency exchange rates would have a material impact on our results, assuming no foreign currency hedging. For the year ended December 31, 2025, we recorded an unrealized gain of \$0.7 million, which is included in accumulated other comprehensive loss as of December 31, 2025. This was primarily related to the change in the U.S. dollar against the Australian dollar during the year ended December 31, 2025.

Inflation Risk

Inflationary factors such as increases in the cost of our product and overhead costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations in recent periods, a high rate of inflation in the future may have an adverse effect on our ability to maintain or improve current levels of revenue, gross margin and selling and administrative expenses, or the ability of our customers to make discretionary purchases of our goods and services. See our “Risk Factors—Risks Related to Our Business and Industry—*Our business depends on consumer purchases of discretionary goods and content, which can be negatively impacted during an economic downturn or periods of inflation. This could materially impact our sales, profitability and financial condition,*” included in Item 1A of this Annual Report on Form 10-K.

Item 8. Financial Statements and Supplementary Data

Playboy, Inc. Index to Consolidated Financial Statements

Years Ended December 31, 2025 and 2024

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Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors

Playboy, Inc.

Los Angeles, California

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Playboy, Inc. (the “Company”) as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive loss, mezzanine equity and stockholders’ equity (deficit), and cash flows for each of the years then ended, and the related notes and schedule (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2025 and 2024, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 16, 2026 expressed an adverse opinion thereon.

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 audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the 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 consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the 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 audits 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 audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue Recognition from Licensing Agreements

As described in Notes 1 and 3 to the Company’s consolidated financial statements, revenue from licensing agreements totaled \$46.4 million for the year ended December 31, 2025. Under these licensing agreements, the Company receives an annual nonrefundable minimum guarantee that is recoupable against a sales-based royalty generated during the license year. Excess royalties are earned royalties in excess of the minimum guarantee. The Company recognizes revenue for the total minimum guarantee specified in the agreement on a straight-line basis over the term of the agreement and recognizes excess royalties only when the annual minimum guarantee is exceeded. Generally, excess royalties are recognized when they are earned.

We identified the auditing of revenue recognition from licensing agreements as a critical audit matter because it involved especially challenging judgments due to a high degree of auditor effort required in performing audit procedures.

The primary procedures we performed to address this critical audit matter included:

- Evaluating revenue transactions on a sample basis by inspecting source documents such as contracts, invoices, and sales reports from the Company's licensees and recomputing revenue to determine that it was recorded accurately and in the appropriate period.
- Evaluating the completeness and accuracy of the Company's schedules used in revenue recognition from licensing arrangements.
- Evaluating the completeness and accuracy of the terms and conditions in certain customer contracts, including confirming the terms and conditions of contracts and payments made to the Company.

/s/ BDO USA, P.C.

We have served as the Company's auditor since 2021.

Los Angeles, California

March 16, 2026

Playboy, Inc.
Consolidated Statements of Operations
(in thousands, except share and per share amounts)

	Year Ended December 31,	
	2025	2024
Net revenues	\$ 120,928	\$ 116,135
Costs and expenses:		
Cost of sales	(35,077)	(41,780)
Selling and administrative expenses	(91,029)	(98,716)
Impairments	(2,087)	(26,078)
Other operating expense, net	(763)	(399)
Total operating expense	<u>(128,956)</u>	<u>(166,973)</u>
Operating loss	(8,028)	(50,838)
Nonoperating (expense) income:		
Interest expense	(8,225)	(23,689)
Other income (expense), net	2,355	(1,722)
Total nonoperating expense	<u>(5,870)</u>	<u>(25,411)</u>
Loss before income taxes	(13,898)	(76,249)
Benefit (expense) from income taxes	1,226	(3,148)
Net loss	<u>(12,672)</u>	<u>(79,397)</u>
Net loss attributable to Playboy, Inc.	\$ (12,672)	\$ (79,397)
Net loss per share, basic and diluted	<u>\$ (0.13)</u>	<u>\$ (1.04)</u>
Weighted average shares, basic and diluted	<u>100,264,706</u>	<u>76,048,609</u>

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

Playboy, Inc.
Consolidated Statements of Comprehensive Loss
(in thousands)

	Year Ended December 31,	
	2025	2024
Net loss	\$ (12,672)	\$ (79,397)
Other comprehensive income (loss):		
Foreign currency translation adjustment	739	(2,545)
Other comprehensive income (loss)	739	(2,545)
Comprehensive loss	\$ (11,933)	\$ (81,942)

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

Playboy, Inc.
Consolidated Balance Sheets
(in thousands, except share and per share amounts)

	December 31,	
	2025	2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 37,801	\$ 30,904
Restricted cash	100	100
Receivables, net of \$0.7 million and \$0.5 million of allowance for credit losses as of December 31, 2025 and 2024, respectively	4,120	7,271
Inventories, net	12,934	8,922
Prepaid expenses and other current assets	7,425	5,472
Assets held for sale, current	3,088	4,835
Total current assets	65,468	57,504
Restricted cash	4,920	2,318
Property and equipment, net	4,227	4,871
Operating right-of-use assets	16,019	19,468
Goodwill	37,467	36,007
Other intangible assets, net	155,882	155,973
Contract assets, net of current portion	7,467	7,848
Other noncurrent assets	922	715
Total assets	\$ 292,372	\$ 284,704
Liabilities, Mezzanine Equity and Stockholders' Equity (Deficit)		
Current liabilities:		
Accounts payable	\$ 11,930	\$ 10,672
Deferred revenues, current portion	11,015	9,693
Operating lease liabilities, current portion	7,406	6,624
Long-term debt, current portion	1,524	381
Other current liabilities and accrued expenses	31,919	28,474
Total current liabilities	63,794	55,844
Deferred revenues, net of current portion	14,252	5,762
Deferred tax liabilities, net	6,418	10,302
Operating lease liabilities, net of current portion	14,770	18,843
Long-term debt, net of current portion	172,645	176,194
Other noncurrent liabilities	2,326	1,837
Total liabilities	274,205	268,782
Commitments and contingencies (Note 14)		
Mezzanine equity:		
Series B convertible preferred stock, \$0.0001 par value per share, 28,001 shares authorized, 0 issued and outstanding as of December 31, 2025; 28,001 shares authorized, 28,000.00001 issued and outstanding as of December 31, 2024	—	23,861
Redeemable noncontrolling interest	(208)	(208)
Stockholders' equity (deficit):		
Common stock, \$0.0001 par value per share; 400,000,000 shares authorized, 115,069,810 shares issued and 112,819,881 shares outstanding at December 31, 2025; 92,110,964 shares issued and 89,861,035 shares outstanding at December 31, 2024	11	9
Treasury stock, at cost: 2,249,929 shares as of December 31, 2025 and 2024	(5,445)	(5,445)
Additional paid-in capital	757,441	718,797
Accumulated other comprehensive loss	(26,716)	(27,455)
Accumulated deficit	(706,916)	(693,637)
Total stockholders' equity (deficit)	18,375	(7,731)
Total liabilities, mezzanine equity and stockholders' equity (deficit)	\$ 292,372	\$ 284,704

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

Playboy, Inc.
Consolidated Statements of Mezzanine Equity and Stockholders' Equity (Deficit)
(in thousands, except share amounts)

	Mezzanine Equity		Stockholders' (Deficit) Equity							
	Series B Convertible Preferred Stock		Common stock					Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit
	Shares	Amount	Shares	Amount	Treasury Stock					
Balance at December 31, 2024	28,000.00001	\$ 23,861	89,861,035	\$ 9	\$ (5,445)	\$ 718,797	\$ (27,455)	\$ (693,637)	\$ (7,731)	
Shares issued in connection with equity incentive plans	—	—	1,480,659	—	—	—	—	—	—	
Stock-based compensation	—	—	—	—	—	4,715	—	—	4,715	
Conversion of convertible preferred stock	(28,000)	(26,577)	16,224,418	1	—	26,576	—	—	26,577	
Preferred stock accretion	—	2,716	—	—	—	(2,716)	—	—	(2,716)	
Sale of common stock	—	—	5,253,769	1	—	10,269	—	—	10,270	
China JV related activity	—	—	—	—	—	(200)	—	(607)	(807)	
Other comprehensive income	—	—	—	—	—	—	739	—	739	
Net loss	—	—	—	—	—	—	—	(12,672)	(12,672)	
Balance at December 31, 2025	—	\$ —	112,819,881	\$ 11	\$ (5,445)	\$ 757,441	\$ (26,716)	\$ (706,916)	\$ 18,375	

	Mezzanine Equity		Stockholders' Equity (Deficit)							
	Series B Convertible Preferred Stock		Common stock					Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit
	Shares	Amount	Shares	Amount	Treasury Stock					
Balance at December 31, 2023	—	\$ —	72,533,754	\$ 7	\$ (5,445)	\$ 690,055	\$ (24,910)	\$ (613,814)	\$ 45,893	
Issuance of common stock in private placement	—	—	14,900,000	1	—	22,248	—	—	22,249	
Shares issued in connection with preferred shares agreement	28,000.00001	23,044	—	—	—	—	—	—	—	
Shares issued in connection with equity incentive plans	—	—	2,427,281	1	—	—	—	—	1	
Stock-based compensation expense and vesting of restricted stock units	—	—	—	—	—	7,311	—	—	7,311	
Preferred stock accretion	—	817	—	—	—	(817)	—	—	(817)	
China JV related activity	—	—	—	—	—	—	—	(426)	(426)	
Other comprehensive loss	—	—	—	—	—	—	(2,545)	—	(2,545)	
Net loss	—	—	—	—	—	—	—	(79,397)	(79,397)	
Balance at December 31, 2024	28,000.00001	\$ 23,861	89,861,035	\$ 9	\$ (5,445)	\$ 718,797	\$ (27,455)	\$ (693,637)	\$ (7,731)	

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

Playboy, Inc.
Consolidated Statements of Cash Flows
(in thousands)

	Year Ended December 31,	
	2025	2024
Cash Flows From Operating Activities		
Net loss	\$ (12,672)	\$ (79,397)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	3,038	7,007
Stock-based compensation	4,715	7,311
Impairments	2,087	26,078
Amortization of right of use assets	5,313	7,037
Deferred income taxes	(3,885)	968
Amortization of debt premium/discount and issuance costs	(8,752)	2,706
Capitalized paid-in-kind interest	7,235	6,971
Other, net	(630)	197
Changes in operating assets and liabilities:		
Receivables, net	1,914	994
Inventories	(2,975)	4,587
Contract assets	192	884
Prepaid expenses and other assets	(1,712)	2,124
Accounts payable	1,015	(3,336)
Accrued agency fees and commissions	(574)	(215)
Other liabilities and accrued expenses	3,697	2,022
Deferred revenues	9,747	1,702
Operating lease liabilities	(6,851)	(7,892)
Other, net	(884)	1,113
Net cash provided by (used in) operating activities	18	(19,139)
Cash Flows From Investing Activities		
Purchases of property and equipment	(1,024)	(2,262)
Proceeds from sale of artwork	1,574	1,944
Net cash provided by (used in) investing activities	550	(318)
Cash Flows From Financing Activities		
Proceeds from issuance of common stock in private placement, net	—	22,249
Payment of financing costs	(508)	—
Repayment of long-term debt	(381)	(228)
Proceeds from sale of common stock, net	10,270	—
Other	(792)	(426)
Net cash provided by financing activities	8,589	21,595
Effect of exchange rate changes on cash and cash equivalents	342	(492)
Net increase in cash and cash equivalents and restricted cash	9,499	1,646
Balance, beginning of year	33,322	31,676
Balance, end of year	\$ 42,821	\$ 33,322
Cash and Cash Equivalents and Restricted Cash Consist of:		
Cash and cash equivalents	\$ 37,801	\$ 30,904
Restricted cash	5,020	2,418
Total	\$ 42,821	\$ 33,322
Supplemental Disclosures		
Cash paid for income taxes	\$ 1,170	\$ 2,046
Cash paid for interest	\$ 13,197	\$ 13,033
Supplemental Disclosure of Non-cash Activities		
Issuance of common stock in relation to the conversion of preferred stock	\$ 26,577	\$ —
Exchange of debt for Series B convertible preferred stock	\$ —	\$ 23,044
Preferred stock accretion to redemption value	\$ 2,716	\$ 817
Accrued financing fees	\$ —	\$ 250
Sale of artwork	\$ —	\$ 751
Purchases of property and equipment	\$ 83	\$ 20
Right-of-use assets in exchange for lease liabilities	\$ 3,854	\$ 2,312
Reduction in right-of-use assets in relation to a lease of a formerly disposed of business	\$ 870	\$ —

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

Playboy, Inc.

Notes to Consolidated Financial Statements

1. Basis of Presentation and Summary of Significant Accounting Policies

Description of Business

Playboy, Inc. (formerly known as PLBY Group, Inc. from February 10, 2021 through June 24, 2025, the “Company”, “we”, “our” or “us”), together with its subsidiaries through which it conducts business, is a global consumer lifestyle company marketing the *Playboy* brand through a wide range of direct-to-consumer products, *Playboy* magazine, licensing initiatives, digital subscriptions and content, and online and location-based entertainment, in addition to the sale of direct-to-consumer products through its *Honey Birdette* brand.

In the fourth quarter of 2024, our wholly-owned subsidiary, Playboy Enterprises, Inc. (“PEI”), entered into a License & Management Agreement (the “LMA”) with Byborg Enterprises SA (“Byborg”), pursuant to which Byborg agreed, that as of January 1, 2025, Byborg would operate our Playboy Plus, Playboy TV (online and linear) and Playboy Club digital businesses and license the right to use certain Playboy trademarks and other intellectual property for related businesses and certain other categories. Such digital operations were previously part of our Digital Subscriptions and Content operating and reportable segment. As a result, effective January 1, 2025, we have two reportable segments: Direct-to-Consumer and Licensing. Refer to Note 20, Segments.

Basis of Presentation

The consolidated financial statements and accompanying notes were prepared in accordance with accounting principles generally accepted in the United States (“GAAP”).

Principles of Consolidation

The consolidated financial statements include our accounts and all majority-owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

The Company follows a monthly reporting calendar, with its fiscal year ending on December 31.

Reclassifications

Certain prior period amounts in the consolidated statements of cash flows and certain notes to consolidated financial statements have been reclassified to conform with the current period presentation.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

We regularly assess these estimates, including but not limited to, valuation of our trademarks and trade names; valuation of our contingent consideration liabilities; valuation of our income taxes; valuation of our only authorized and issued preferred stock; pay-per-view and video-on-demand buys, and monthly subscriptions to our television and digital content; the adequacy of reserves associated with accounts receivable and inventory; unredeemed gift cards and store credits; licensing commission accruals; and stock-based compensation expense. We base these estimates on historical experience and on various other market-specific and relevant assumptions that we believe to be reasonable under the circumstances. Actual results could differ from these estimates and such differences could be material to the financial position and results of operations.

Concentrations of Business and Credit Risk

We maintain certain cash balances in excess of Federal Deposit Insurance Corporation insured limits. We periodically evaluate the credit worthiness of the financial institutions with which we maintain cash deposits. We have not experienced any losses in such accounts and do not believe that there is any material credit risk to our cash. Concentration of credit risk with respect to accounts receivable is limited due to the wide variety of customers to whom our products are sold and/or licensed.

The following table represents revenue from our customers exceeding 10% of our total revenue:

Customer	Year Ended December 31,	
	2025	2024
Customer A ⁽¹⁾	17 %	*

(1) The agreement with this licensee was entered into in the fourth quarter of 2024 and went into effect as of January 1, 2025. Refer to Note 19, Related Party Transactions for details.

*Indicates revenues for the customer did not exceed 10% of our total for the year ended December 31, 2024.

The following table represents accounts receivable from our customers exceeding 10% of our total accounts receivable:

Customer	December 31, 2025	December 31, 2024
Customer B	14 %	*
Customer C	12 %	*
Customer D	12 %	*

*Indicates the receivables for the customer did not exceed 10% of our total as of December 31, 2024.

Cash Equivalents

Cash equivalents are temporary cash investments with an original maturity of three months or less at the date of purchase and are stated at cost, which approximates fair value.

Restricted Cash

At December 31, 2025 and 2024, restricted cash was primarily related to cash collateralized letters of credit we maintained in connection with the lease of our Los Angeles headquarters, a cash collateralized letter of credit in relation to the lease of office space in Miami Beach, and Honey Birdette's term deposit in relation to its Sydney office lease.

Liquidity Assessment

The macroeconomic factors that adversely impacted our business since the second quarter of 2022 have begun to subside in 2025, and our financial performance has improved as we become a more capital-light enterprise. Our net revenues for the year ended December 31, 2025 increased by \$4.8 million, compared to the year ended December 31, 2024, and this increase, coupled with a \$22.0 million decrease in expenses related to the revamp of our digital business and lower non-cash asset impairment charges of \$24.0 million, drove a decrease in our operating loss and net loss in 2025 compared to 2024. For the year ended December 31, 2025, we reported an operating loss of \$8.0 million, and positive operating cash flows of \$0.02 million. As of December 31, 2025, we had approximately \$37.8 million in unrestricted cash and cash equivalents. We expect our capital expenditures and working capital requirements in 2026 to be largely consistent with 2025.

As of December 31, 2025, we were in compliance with the covenants under our senior secured credit agreement (including through there being no testing of our Total Net Leverage Ratio (as defined in the A&R Credit Agreement) until the quarter ending June 30, 2026). However, due to ongoing negative macroeconomic factors and their uncertain impacts on our business, results of operations and cash flows, we could experience material decreases to net sales and operating cash flows and materially higher operating losses, and could experience difficulty remaining in compliance with such covenants. Refer to Note 9, Debt, for further details regarding the terms of our A&R Credit Agreement and the A&R Term Loans (as such terms are defined in such Note 9).

The accompanying consolidated financial statements are prepared in accordance with GAAP applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Although consequences of ongoing macroeconomic uncertainty could adversely affect our liquidity and capital resources in the future, and cash requirements may fluctuate based on the timing and extent of many factors, such as those discussed above, we believe our existing sources of liquidity will be sufficient to meet our obligations as they become due under the A&R Credit Agreement and our other obligations for at least one year following the date of the filing of this Annual Report on Form 10-K. We may seek additional equity or debt financing in the future to satisfy capital requirements, respond to adverse changes in our circumstances or unforeseen events, or fund growth opportunities. However, in the event that additional financing is required from third-party sources, we may not be able to raise it on acceptable terms or at all.

Accounts Receivable, Net

Trade receivables are reported at their outstanding unpaid balances, less allowances for expected credit losses. The allowances for expected credit losses are increased by the recognition of bad debt expense and decreased by charge-offs (net of recoveries) or by reversals to income. In determining expected credit losses, we consider our historical level of credit losses, current economic trends, and reasonable and supportable forecasts that affect the collectability of the future cash flows. A receivable balance is written off when we deem the balance to be uncollectible.

Inventories

Inventories consist primarily of finished goods and are stated at the lower of cost, using the first-in, first-out (“FIFO”) method, and net realizable value. Inventory reserves are recorded for excess and slow-moving inventory. Our analysis to determine reserves includes a review of inventory quantities on hand at period-end in relation to year-to-date sales, existing orders from customers and projections for sales in the foreseeable future. The net realizable value is determined based on historical sales experience on a style-by-style basis. The valuation of inventory could be impacted by changes in public and consumer preferences, demand for product, changes in the buying patterns of both retailers and consumers and inventory management.

Property and Equipment, Net

Property and equipment are stated at cost, less accumulated depreciation, except for assets acquired in connection with our business combinations, which are reflected at fair value at the date of combination. Costs incurred for computer software developed or obtained for internal use are capitalized for application development activities and are immediately expensed for preliminary project activities or post-implementation activities. Depreciation is recorded using the straight-line method over the estimated useful lives of the assets. The useful life for furniture and equipment ranges from three to seven years and software from two to three years. Leasehold improvements are amortized using the straight-line method over the shorter of their estimated useful lives or the terms of the related leases. The amortization of leasehold improvements is included in depreciation expense. Repair and maintenance costs are expensed as incurred and major betterments are capitalized. Sales and retirements of property and equipment are recorded by removing the related cost and accumulated depreciation from the accounts, after which any related gains or losses are recognized.

Long-Lived Assets, Indefinite-lived Intangible Assets and Goodwill

Long-Lived Assets

The carrying amounts of long-lived assets, including property and equipment, stores, internally developed software, acquired definite-lived intangible assets and right-of-use operating lease assets are periodically reviewed for indicators of impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable or that the useful life is shorter than originally estimated.

Definite-lived intangible assets include distribution agreements and trade names, which we recognized in connection with our business combinations. Because these assets were recognized as identifiable intangible assets in connection with our previous business combinations, we do not incur costs to renew or extend their terms. All of our definite-lived intangible assets are amortized using the straight-line method over their estimated useful lives.

Indefinite-lived Intangible Assets and Goodwill

Indefinite-lived intangible assets that are not amortized but subject to annual impairment testing consist of Playboy-branded trademarks. Our indefinite-lived Playboy-branded trademarks are periodically reviewed for indicators of impairment whenever events or changes in circumstances indicate that the value of these assets may not be recoverable or that the useful life is shorter than originally estimated.

We evaluate the indefinite-lived Playboy-branded trademarks for impairment using the discounted cash flow and relief from royalty method. This valuation approach requires that we make a number of assumptions to estimate fair value, including projections of future revenues, market royalty rates, tax rates, discount rates and other relevant variables. The projections we use in the model are updated annually or more frequently if an impairment triggering event has been identified and will change over time based on the historical performance and changing business conditions. If the carrying value of the trademark exceeds its estimated fair value, an impairment charge is recognized for the excess amount.

In the third quarter of 2024, we had impairment indicators with respect to our indefinite-lived Playboy-branded trademarks, causing us to perform a quantitative impairment test on our indefinite-lived Playboy-branded trademarks as of September 30, 2024. The quantitative test indicated that their carrying value was less than their fair value, thus, no impairment charges to our Playboy-branded trademarks were recognized. No impairment charges to our indefinite-lived Playboy-branded trademarks were recorded during the year ended December 31, 2024.

During the year ended December 31, 2025, there were no impairment indicators pertaining to our indefinite-lived Playboy-branded trademarks.

We perform annual impairment testing on goodwill in the fourth quarter of each fiscal year or when events occur or circumstances change that would, more likely than not, reduce the fair value of a reporting unit below its carrying value. We may first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we determine it is more likely than not that the fair value of the reporting unit is greater than its carrying amount, an impairment test is unnecessary. If an impairment test is necessary, we will estimate the fair value of a related reporting unit. If the carrying value of a reporting unit exceeds its fair value, the goodwill of that reporting unit is determined to be impaired, and we will proceed with recording an impairment charge equal to the excess of the carrying value over the related fair value. If we determine it is more likely than not that goodwill is not impaired, a quantitative test is not necessary.

In the second quarter of 2024, we had impairment indicators to our direct-to-consumer business, causing us to perform a quantitative impairment test for our indefinite-lived and amortizable intangibles, including goodwill, as of June 30, 2024. The quantitative impairment test for indefinite-lived and amortizable intangibles, including goodwill, indicated that their carrying values were less than the fair values, therefore, there were no impairment charges to be recognized on our intangibles, including goodwill during the second quarter of 2024.

In the third quarter of 2024, we had declines in our future projected cash flows for Digital Subscriptions and Content, causing us to test our goodwill for impairment as of September 30, 2024. Utilizing the income approach, we performed a quantitative impairment test on goodwill using a discounted cash flow analysis, which determined that the fair value of certain of our reporting units was less than their carrying value. As a result, we recorded \$17.0 million of impairment charges to our goodwill at the impairment date in the third quarter of 2024.

No impairment charges to our goodwill were recognized during the year ended December 31, 2025.

Assets and Liabilities Held for Sale

We classify assets and liabilities as held for sale, collectively referred to as a “disposal group”, when management commits to a formal plan to actively market the assets for sale at a price reasonable in relation to fair value, it is unlikely that significant changes will be made to the plan, the assets are available for immediate sale in their present condition, an active program to locate a buyer and other actions required to complete the sale have been initiated, and the sale of the assets is expected to be completed within one year. A disposal group that is classified as held for sale is initially measured at the lower of its carrying value or fair value less any costs to sell. Any loss resulting from this measurement is recognized in the period in which the held for sale criteria are met. Conversely, gains are not recognized on the sale of a disposal group until the date of sale. The fair value of a disposal group less any costs to sell is assessed each reporting period it remains classified as held for sale and any subsequent changes are reported as an adjustment to the carrying value of the disposal group, as long as the new carrying value does not exceed the carrying value of the asset at the time it was initially classified as held for sale. Assets are not depreciated or amortized while they are classified as held for sale.

Leases

We determine if an arrangement is a lease at inception. We determine the classification of the lease, whether operating or financing, at the lease commencement date, which is the date the leased assets are made available for use. We use the non-cancelable lease term when recognizing the right-of-use (“ROU”) assets and lease liabilities, unless it is reasonably certain that a renewal or termination option will be exercised. We account for lease components and non-lease components as a single lease component. Modifications are assessed to determine whether incremental differences result in new contract terms and should be accounted for as a new lease or whether the additional right of use should be included in the original lease and continue to be accounted for with the remaining ROU asset.

Operating lease ROU assets and liabilities are recognized at the lease commencement date based on the present value of the lease payments over the lease term. Lease payments consist of the fixed payments under the arrangement, less any lease incentives. Variable costs, such as common area maintenance costs and additional payments for percentage rent, are not included in the measurement of the ROU assets and lease liabilities, but are expensed as incurred. As the implicit rate of the leases is not determinable, we use an incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments in determining the present value of the lease payments. Lease expenses are recognized on a straight-line basis over the lease term. We do not recognize ROU assets on lease arrangements with a term of 12 months or less.

For operating subleases, sublease income is recognized on a straight-line basis over the sublease term. We continue to account for the head lease right-of-use assets and related liabilities as we did prior to the related sublease. Sublease income is presented separately from lease expense in our consolidated statements of operations and is not netted against lease expense.

Treasury Stock

Treasury stock is stated at cost.

Revenue Recognition

We recognize revenue when we transfer promised goods or services in an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. This is determined by following a five-step process which includes (1) identifying the contract with a customer, (2) identifying the performance obligations in the contract, (3) determining the transaction price, (4) allocating the transaction price and (5) recognizing revenue when or as we satisfy a performance obligation. We apply judgment to determine the nature of the promises within a revenue contract and whether those promises represent distinct performance obligations. In determining the transaction price, we do not include amounts subject to uncertainties unless it is probable that there will be no significant reversal of cumulative revenue when the uncertainty is resolved. We evaluate the nature of the license as to whether it provides a right to access or right to use the intellectual property (“IP”), which then determines whether the revenue is recognized over time or at a point in time. Sales or usage-based royalties received in exchange for licenses of IP are recognized at the later of when (1) the subsequent sale or usage occurs or (2) the performance obligation to which some or all of the sales or usage-based royalty has been allocated is satisfied.

Direct-To-Consumer Products

We generate revenue from the sale of intimates and other apparel and accessories, primarily through our direct-to-consumer channels (e-commerce sites and brick-and-mortar retail stores). We recognize e-commerce revenue upon delivery of the purchased goods to the buyer as our performance obligation, consisting of the sale of goods, is satisfied at this point in time when control is transferred, and the payment is due when an e-commerce order is made. We recognize retail store revenue at a point in time when a store satisfies a performance obligation and transfers control of the product to the customer, and the payment is due when a store order is made. Our revenue is recognized net of incentives and estimated returns. We periodically offer promotional incentives to customers, including basket promotional code discounts and other credits, that are treated as a reduction of revenue.

A portion of consumer product sales is generated through third-party sellers, who list the product on their websites. These sales are either fulfilled by us or through the third-party seller’s fulfillment services. We recognize the fees retained by the third-party sellers as expenses in cost of sales for inventory provided through drop-shipment arrangements. Such arrangements ended in the first half of 2025.

We charge shipping fees to customers. Since control transfers to the customer after the shipping and handling activities, we account for these activities as fulfillment activities. All outbound shipping and handling costs are accounted for as fulfillment costs in cost of sales at the time revenue is recognized.

Licensing

We license trademarks under multi-year arrangements with consumer products, online and location-based entertainment businesses. Typically, the initial contract term ranges between one to 15 years. Renewals are separately negotiated through amendments. Under these arrangements, we generally receive an annual nonrefundable minimum guarantee that is recoupable against a sales-based royalty generated during the license year. Annual minimum guarantee amounts are billed quarterly, semi-annually, or annually in advance and these payments do not include a significant financing component. Earned royalties in excess of the minimum guarantee (“Excess Royalties”) are payable quarterly. The performance obligation is a license of symbolic IP that provides the customer with a right to access the IP, which represents a stand-ready obligation that is satisfied over time. We recognize revenue for the total minimum guarantee specified in the agreement on a straight-line basis over the term of the agreement and recognize Excess Royalties only when the annual minimum guarantee is exceeded. Generally, Excess Royalties are recognized when they are earned and the payment is usually due 30 days after the end of each reporting period. In the event that the collection of any royalty becomes materially uncertain or unlikely, we recognize revenue from our licensees up to the cash we have received. As the sales reports from licensees are typically not received until after the close of the reporting period, we follow the variable consideration framework and constraint guidance using the expected value method to estimate the underlying sales volume to recognize Excess Royalties based on historical experience and general economic trends. Historical adjustments to recorded estimates have not been material.

Digital Subscriptions and Content

Starting January 1, 2025, we licensed the operation of our Playboy Plus, Playboy TV (online and linear) and Playboy Club digital businesses, which were previously owned and operated by us and included in our former Digital Subscriptions and Content reportable segment in the prior year comparative period, to Byborg pursuant to the LMA. Revenues received pursuant to the LMA are recognized in accordance with our licensing revenue recognition policy.

Prior to January 1, 2025, digital subscription revenue was derived from subscription sales of *playboyplus.com* and *playboy.tv*, which are online content platforms. Digital subscriptions represent stand-ready obligations to provide continuous access to our platforms, and they are satisfied ratably over the term of such subscriptions. We received fixed consideration shortly before the start of the subscription periods from these contracts, which were primarily sold in monthly, annual, or lifetime subscriptions. Revenues from lifetime subscriptions were recognized ratably over a five-year period, representing the estimated period during which the customer accesses the platforms. Revenues from digital subscriptions were recognized ratably over the subscription period. Revenues generated from the sales of creator content offerings and memberships to consumers via our Playboy Club creator platform were recognized at the point in time when the sale is processed. Revenues generated from subscriptions to our creator platform were recognized ratably over the subscription period.

Prior to January 1, 2025, revenues generated from the sales of creator content offerings to consumers on our Playboy Club creator platform were recognized at the point in time when the sale was processed, and the payment was due upon sale. Revenues generated from subscriptions to our creator platform and memberships to consumers were recognized ratably over the applicable subscription/membership period. We received fixed consideration shortly before the start of such subscription/membership periods, which were monthly, quarterly or annual.

Revenues generated from events and sponsorships are recognized when the event occurs, and the payment terms vary on a contract by contract basis and are usually based on contract milestones. Revenues generated from magazine sales and related promotional activities are recognized at the point in time when control is transferred to the customer, and the payment is due when a purchase is made. Effective January 1, 2025, such revenues and expenses, which were previously included in our Digital Subscriptions and Content segment, were presented in our corporate revenue and expense allocations as activities associated with brand marketing and awareness. Our prior year comparative period segment reporting recast such revenues and expenses to conform to our current period segment presentation for comparative purposes.

Prior to January 1, 2025, we also licensed programming content to certain cable television operators and direct-to-home satellite television operators who paid royalties based on monthly subscriber counts and pay-per-view and video-on-demand buys for the right to distribute our programming under the terms of affiliation agreements. The distinct performance obligations under such affiliation agreements included (i) a continuous transmission service to deliver live linear feeds and (ii) licenses to our functional intellectual property that are provided over the contract term that provide the operators the right to use our content library as it exists at a point in time. For both performance obligations, our intellectual property was the predominant or sole item to which the royalties relate. Royalties were generally collected monthly and recognized as revenue as earned. The amount of royalties due to us was reported by operators based on actual subscriber and transaction levels. Such information was generally not received until after the close of the reporting period. In these cases, we followed the variable consideration framework and constraint guidance to estimate the number of subscribers and transactions to recognize royalty amounts based on historical experience. Historical adjustments to recorded estimates have been immaterial. We offered sales incentives through various programs, consisting primarily of co-op marketing. We recorded advertising with customers as a reduction to revenue unless we received a distinct benefit in exchange for credits claimed by the customer and could reasonably estimate the fair value of the distinct benefit received, in which case we recorded it as a marketing expense.

Contract Assets and Contract Liabilities

The timing of revenue recognition may differ from the timing of invoicing to customers. We record a receivable when we have an unconditional right to consideration which will become due solely due to the passage of time. We record a contract asset when revenue is recognized prior to invoicing or payment is contingent upon transfer of control of an unsatisfied performance obligation. We record a contract liability (deferred revenue) when revenue is recognized subsequent to cash collection. For long-term non-cancelable contracts whereby we have begun satisfying the performance obligation, we will record contract assets for the unbilled consideration which is contingent upon our future performance. Contract assets and contract liabilities are netted on a contract-by-contract basis.

Gift Card Liabilities

We account for gift cards sold to customers by recording a liability in other current liabilities and accrued expenses in our consolidated balance sheets at the time of sale, which is recognized as revenue when redeemed or when we have determined the likelihood of redemption to be remote, referred to as gift card breakage. Depending on the jurisdiction in which we operate, gift cards sold to customers have expiration dates from three to five years from the date of sale, or they do not expire and may be subject to escheatment rights. Our gift card liability totaled \$1.6 million, \$1.7 million and \$1.6 million as of December 31, 2025, 2024 and 2023, respectively. Revenue recognized from unredeemed gift card beginning balances was immaterial in 2025 and 2024.

Cost of Sales

Cost of sales primarily consist of merchandise costs, warehousing and fulfillment costs, agency and commission fees, website expenses, marketplace traffic acquisition costs, digital platform expenses (prior to January 1, 2025), transition expenses per the Transition Service Agreement (the “TSA”) (commencing January 1, 2025 through June 30, 2025), credit card processing fees, personnel and affiliate costs, including stock-based compensation, costs associated with brand related initiatives, customer shipping and handling expenses, fulfillment activity costs and freight-in expenses, offset by a reversal of related selling and administrative expenses due to settlement at a discount of certain payable balances in 2024.

Selling and Administrative Expenses

Selling and administrative expenses primarily consist of corporate office and retail store occupancy costs, personnel costs, including stock-based compensation, transition expenses per the TSA (commencing January 1, 2025 through June 30, 2025), brand marketing costs, including magazine related and promotional activities, contractor fees for accounting/finance, legal, human resources, insurance, information technology and other administrative functions.

Advertising Costs

We expense advertising costs as incurred. Advertising expenses were \$5.1 million and \$4.9 million for the years ended December 31, 2025 and 2024, respectively. Prior to January 1, 2025, we also had various arrangements with customers pursuant to which we reimbursed them for a portion of their advertising costs in the form of cooperative marketing, which provided advertising benefits to us. The costs that we incur for such advertising costs are recorded as a reduction of revenue.

Stock-Based Compensation

We measure compensation expense for all stock-based payment awards, including stock options, restricted stock units and performance stock units granted to employees, directors, and non-employees, based on the estimated fair value of the awards on the date of grant. Compensation expense is recognized ratably in earnings, generally over the period during which the recipient is required to provide service. Forfeitures are recognized when they occur.

Our stock options vest ratably over their contractual vesting period, which is generally three to four years, and the fair value of the awards is estimated on the date of grant using a Black-Scholes option pricing model. The expected term of the stock options is estimated using the simplified method, as we have limited historical information from which to develop reasonable expectations about future exercise patterns and post-vesting employment termination behavior for our stock option grants. The expected term represents an estimate of the time options are expected to remain outstanding.

Our restricted stock units vest ratably over the contractual vesting period and the fair value of the awards is estimated on the date of grant as the underlying value of the award. Awards with graded vesting features are recognized over the requisite service period for the entire award. Our performance-based restricted stock units (“PSUs”) vest ratably over the derived requisite service period, which is generally two years, or upon achieving one of certain Playboy’s performance milestones during the contractual vesting period, with certain awards vesting fully upon change in control of the Company or upon sale of the majority of the assets of the Company.

Troubled Debt Restructuring

As per Accounting Standards Codification (“ASC”) subtopic 470-60, “Troubled Debt Restructuring by Debtors” (“ASC 470-60”), a Troubled Debt Restructuring refers to a situation where the creditor grants concessions to a borrower experiencing financial difficulties. A lender is deemed to have granted a concession if the borrower’s effective interest rate on the restructured debt is less than the effective interest rate of the old debt immediately before the restructuring. Such restructuring is done with the intent to provide relief to the borrower and to maximize the potential for payable recovery by the lender.

In accordance with ASC 470-60, when the total future cash payments under the new terms are less than the carrying amount of the payable at the date of restructuring, the difference between the carrying amount and the total future cash payments is recognized as a gain on troubled debt restructuring in the consolidated financial statements. This gain is recorded immediately in the period the restructuring occurs. If the total future cash payments under the new terms exceed the carrying amount of the debt at the date of restructuring, no adjustment to the carrying amount of the debt is made. Instead, the Company calculates a new effective interest rate (“EIR”) based on the revised terms of the restructured debt. The debt is then amortized over the remaining term of the debt using the new EIR, with interest expense recognized based on such rate in future periods.

Income Taxes

We record income taxes under the asset and liability method, whereby deferred tax assets and liabilities are recognized based on the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and attributable to operating loss and tax credit carryforwards. The carrying amounts of deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that such assets will not be realized. Accordingly, the need to establish valuation allowances for deferred tax assets is assessed periodically based on the more-likely-than-not realization threshold. This assessment considers, among other matters, the nature, frequency, and severity of current and cumulative losses, the duration of statutory carryforward periods, and tax planning alternatives. We use a two-step approach in recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals and litigation processes, if any. The second step is to measure the largest amount of tax benefit as the largest amount that is more likely than not to be realized upon settlement. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

Significant management judgment is required in determining provision for income taxes, deferred tax assets and liabilities, tax contingencies, unrecognized tax benefits, and any required valuation allowance, including taking into consideration the probability of the tax contingencies being incurred. Management assesses this probability based upon information provided by its tax advisers, its legal advisers and similar tax cases. If at a later time the assessment of the probability of these tax contingencies changes, accrual for such tax uncertainties may increase or decrease.

The Company has a valuation allowance due to management's overall assessment of risks and uncertainties related to its future ability in the U.S. to realize and, hence, utilize certain deferred tax assets, primarily consisting of net operating losses ("NOLs"), carry forward temporary differences and future tax deductions.

The effective tax rate for annual and interim reporting periods could be impacted if uncertain tax positions that are not recognized are settled at an amount which differs from the Company's estimate. Finally, if the Company is impacted by a change in the valuation allowance resulting from a change in judgment regarding the realizability of deferred tax assets, such effect will be recognized in the interim period in which the change occurs.

Comprehensive Loss

Comprehensive loss consists of net loss and other gains and losses affecting stockholders' equity that, under GAAP, are excluded from net loss. Our other comprehensive income represents foreign currency translation adjustment attributable to Honey Birdette operations. Refer to Consolidated Statements of Comprehensive Loss. Total foreign currency transaction gains and losses were \$1.9 million of net gain and \$1.6 million of net loss for the years ended December 31, 2025 and 2024, respectively.

Mezzanine Equity

Equity instruments that are redeemable for cash or other assets are classified as temporary equity if the instrument is redeemable, at the option of the holder, at a fixed or determinable price on a fixed or determinable date or upon the occurrence of an event that is not solely within the control of the issuer. Redeemable equity instruments are initially carried at the fair value of the equity instrument at the issuance date, which is subsequently adjusted to its redemptions value at each balance sheet date if the instrument is currently redeemable, or probable of becoming redeemable. Prior to August 22, 2025 our Series B Convertible Preferred Stock, par value \$0.0001 per share, issued in connection with the Exchange Agreement, as described in Note 9, Debt, and Note 12, Convertible Preferred Stock, was classified as mezzanine equity in our accompanying consolidated financial statements. We elected the accreted redemption value method under which the Series B Convertible Preferred Stock accretes changes in redemption value over the period from the date of issuance (November 13, 2024) to the potential redemption date (December 31, 2027) using the effective interest method. Such adjustments are included in preferred stock accretion on the Series B Convertible Preferred Stock in our Consolidated Statements of Mezzanine Equity and Stockholders' Equity (Deficit) and treated similarly to a dividend on preferred stock in accordance with U.S. GAAP. On August 22, 2025, we completed the conversion of all remaining outstanding shares of Series B Convertible Preferred Stock into shares of our common stock in accordance with the terms of the Series B Convertible Preferred Stock. As of the date of such conversion, we no longer had any shares of preferred stock outstanding. See Note 12, Convertible Preferred Stock, for further details regarding our Series B Convertible Preferred Stock.

Net Loss Per Share

Basic net loss per share is calculated by dividing the net loss attributable to Playboy, Inc. stockholders by the weighted-average number of shares of common stock outstanding for the period. The diluted net loss per share is computed by giving effect to all potentially dilutive securities outstanding for the period. In calculating basic and diluted earnings per share, the Company must allocate earnings to its participating securities with a corresponding reduction in the earnings attributable to common shares under the two-class method. Losses are only allocated to participating securities when the security holders have a contractual obligation to share in the losses of the Company with common stockholders. Because the holders of the Series B Convertible Preferred Stock do not have a contractual obligation to share in the Company's losses with its common stockholders, the full amount of the Company's losses for the year ended December 31, 2024 was attributed to the shares of common stock. Thus, the Series B Convertible Preferred Stock discussed in Note 12, Convertible Preferred Stock, has not been included in the diluted earnings per share for the year ended December 31, 2024. In calculating diluted earnings per share, the weighted-average number of shares outstanding for the period is increased to include all potentially dilutive securities. For periods in which we report net losses, diluted net loss per share is the same as basic net loss per share because potentially dilutive common shares are not assumed to have been issued if their effect is anti-dilutive.

Recently Adopted Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2023-08, Intangibles—Goodwill and Other—Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets, which addresses the accounting and disclosure requirements for certain crypto assets. This ASU requires entities to subsequently measure certain crypto assets at fair value, with changes in fair value recorded in net income in each reporting period. In addition, entities are required to provide additional disclosures about the holdings of certain crypto assets. The ASU's amendments are effective for all entities holding assets that meet certain scope criteria for fiscal years beginning after December 15, 2024, including interim periods within those years. Early adoption is permitted for both interim and annual periods. If an entity adopts the amendments in an interim period, it must adopt them as of the beginning of the fiscal year that includes that interim period. We adopted this ASU in the first quarter of 2025. This ASU did not have a material impact on our disclosures or our consolidated financial statements, as recognized losses related to the fair value remeasurement of our crypto assets during the year ended December 31, 2025 were immaterial, and the fair value of our crypto assets was immaterial as of December 31, 2025 and 2024.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. Under this ASU, public entities must annually (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than five percent of the amount computed by multiplying pretax income or loss by the applicable statutory income tax rate). This ASU's amendments are effective for all entities that are subject to Topic 740, Income Taxes, for annual periods beginning after December 15, 2024, with early adoption permitted. We adopted this ASU on a retrospective basis, and prior period income tax disclosures have been updated to conform to the new requirements. The adoption did not have a material impact on our consolidated financial statements; however, our income tax disclosures have been expanded. Refer to Note 16, Income Taxes, for further information.

Pronouncements Issued but Not Yet Adopted

In November 2024, FASB issued ASU 2024-03, Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures (Subtopic 220-40), which requires entities to disaggregate any relevant expense caption presented on the face of the income statement within continuing operations into the following required natural expense categories, as applicable: (1) purchases of inventory, (2) employee compensation, (3) depreciation, (4) intangible asset amortization, and (5) depreciation, depletion, and amortization recognized as part of oil- and gas-producing activities or other depletion expenses. An entity's share of earnings or losses from investments accounted for under the equity method is not a relevant expense caption that requires disaggregation. Such ASU's amendments are effective for all public business entities for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. In January 2025, FASB issued ASU 2025-01, which revises the effective date of ASU 2024-03 to clarify that all public business entities are required to adopt the guidance in annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027. Early adoption of ASU 2024-03 is permitted. We are currently evaluating the anticipated impact of this pronouncement on our disclosures and our consolidated financial statements.

In July 2025, FASB issued ASU 2025-05, Measurement of Credit Losses for Accounts Receivable and Contract Assets, which provides simplified guidance on measuring credit losses for current accounts receivable and contract assets. It offers a practical expedient for all entities and an accounting policy election for non-public business entities to ease the process of estimating expected credit losses under ASC 326-20. The amendments are effective for annual periods beginning after December 15, 2025, with early adoption permitted. We are currently evaluating the anticipated impact of this pronouncement on our disclosures and our consolidated financial statements.

In September 2025, FASB issued ASU 2025-06, Intangibles — Goodwill and Other — Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software. The ASU is intended to modernize and clarify the accounting for internal-use software, including updates to the capitalization guidance that removes references to project stages and replaces them with the concept of a probable-to-complete recognition threshold. ASU 2025-06 is effective for fiscal years beginning after December 15, 2027, and early adoption is permitted as of the beginning of an annual period. We are currently evaluating the anticipated impact of this pronouncement on our disclosures and our consolidated financial statements.

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270), which is intended to improve the navigability of the required interim disclosures and clarifies when the guidance is applicable, as well as provides additional guidance on what disclosures should be provided in interim reporting periods. The amendments in this ASU are effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods beginning after December 15, 2028. We are currently evaluating the anticipated impact of this pronouncement on our disclosures and our consolidated financial statements.

In December 2025, the FASB issued ASU 2025-12, Codification Improvements, which is intended to address suggestions received from stakeholders regarding the Accounting Standards Codification and makes other incremental improvements to U.S. GAAP. The update represents changes to the Codification that clarify, correct errors in or make other improvements to a variety of topics that are intended to make it easier to understand and apply. ASU 2025-12 is effective for fiscal years beginning after December 15, 2026 and interim periods within those fiscal years. Entities will be required to apply the amendments to ASC 260 retrospectively. All other amendments may be applied prospectively or retrospectively. Early adoption is permitted. We are currently evaluating the anticipated impact of this pronouncement on our disclosures and our consolidated financial statements.

2. Fair Value Measurements

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (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. We apply the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 inputs: Based on unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 inputs: Based on observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 inputs: Based on unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities, and typically reflect management’s estimates of assumptions that market participants would use in pricing the asset or liability.

For cash equivalents, receivables and certain other current assets and liabilities at December 31, 2025 and 2024, the amounts reported approximate fair value (Level 1) due to their short-term nature. For debt, based upon the refinancing of our senior secured debt in May 2021, its restatement in 2023 and subsequent amendments in 2023, 2024 and 2025, we believe that its carrying value as of December 31, 2025 and 2024 approximates fair value, as our debt is variable-rate debt that reprices to current market rates frequently. Refer to Note 9, Debt, for additional disclosures about our debt. Our debt is classified within Level 2 of the valuation hierarchy.

The fair value of our artwork is based on Level 2 inputs, which include market prices obtained from recent auctions of similar works of art, or management’s judgment as to their salable value.

Assets and Liabilities Measured and Recorded at Fair Value on a Recurring Basis

The following table summarizes the fair value of our financial liabilities measured at fair value on a recurring basis by level within the fair value hierarchy (in thousands):

	December 31, 2025			
	Level 1	Level 2	Level 3	Total
Liabilities				
Contingent consideration liability	\$ —	\$ —	\$ (618)	\$ (618)

	December 31, 2024			
	Level 1	Level 2	Level 3	Total
Liabilities				
Contingent consideration liability	\$ —	\$ —	\$ (513)	\$ (513)

There were no transfers of Level 3 financial instruments during the periods presented.

Contingent consideration liability relates to the contingent consideration recorded in connection with our 2021 acquisition of GlowUp Digital Inc. (“GlowUp”), which was acquired to build our creator platform, and represents the fair value for shares which may be still be issued and cash which may be paid to the GlowUp sellers, subject to certain indemnification obligations that remained unsettled as of December 31, 2025 and 2024.

We recorded the acquisition-date fair value of these contingent liabilities as part of the consideration transferred. The fair value option was elected for these contingent liabilities, as we believe fair value best reflects the expected future economic value. The fair value of contingent and deferred consideration was estimated using either (i) a Monte Carlo simulation analysis in an option pricing framework, using revenue projections, volatility and stock price as key inputs or (ii) a scenario-based valuation model using probability of payment, certain cost projections, and either discounting (in the case of cash-settled consideration) or stock price (for share-settled consideration) as key inputs. The analysis approach was chosen based on the terms of the purchase agreement and our assessment of appropriate methodology. The contingent payments and value of stock issuances are subsequently remeasured to fair value each reporting date using the same fair value estimation method originally applied with updated estimates and inputs as of December 31, 2025. Fair value change as a result of contingent liabilities fair value remeasurement in 2025 and 2024 was immaterial. We classified financial liabilities associated with the contingent consideration as Level 3 due to the lack of relevant observable inputs. Changes in key inputs described above could have an impact on the payout of contingent consideration.

The following table provides a roll-forward of the fair value of the liabilities categorized as Level 3 for the year ended December 31, 2025 (in thousands):

	Contingent Consideration
Balance at December 31, 2024	\$ 513
Change in fair value and other	105
Balance at December 31, 2025	<u>\$ 618</u>

The increase in the fair value of the contingent consideration for the year ended December 31, 2025 was primarily due to the increase in the price per share of our common stock.

The fair value of our digital assets held, the cryptocurrency “Ethereum”, is based on Level 1 inputs. Recognized losses related to the fair value remeasurement of our digital assets during the year ended December 31, 2025 were immaterial, and the fair value of our digital assets was immaterial as of December 31, 2025 and 2024. Periods prior to December 31, 2025 include digital assets at cost, net of impairment losses incurred since their acquisition, which were immaterial for the year ended December 31, 2024.

Assets Measured and Recorded at Fair Value on a Nonrecurring Basis

In addition to liabilities that are recorded at fair value on a recurring basis, the Company records assets and liabilities at fair value on a nonrecurring basis. Generally, the Company’s non-financial instruments, which primarily consist of goodwill, intangible assets, right-of-use assets and property and equipment, are not required to be measured at fair value on a recurring basis and are reported at carrying value. However, on a periodic basis whenever events or changes in circumstances indicate that their carrying value may not be fully recoverable (and at least annually for goodwill and indefinite-lived intangible assets), non-financial instruments are assessed for impairment and, if applicable, written-down to and recorded at fair value, considering market participant assumptions.

We use an income approach, using discounted cash flow and relief from royalty valuation models with Level 3 inputs to measure the fair value of our non-financial assets, including goodwill, indefinite-lived trademarks and definite-lived trade names, and liabilities. With respect to goodwill, key assumptions applied in an income approach using the discounted cash flow valuation model include revenue growth rates and discount rates. With respect to indefinite-lived trademarks, key assumptions used in the income approach and the relief from royalty valuation model include revenue growth rates, royalty rates, and discount rates. With respect to the definite-lived trade names, key assumptions used in the relief from royalty valuation model include revenue growth rates, royalty rates and discount rates. Our cash flow projections represent management’s most recent planning assumptions, which are based on a combination of industry outlooks, views on general economic conditions, our expected pricing plans and expected future savings. Terminal values are determined using a common methodology of capturing the present value of perpetual cash flow estimates beyond the last projected period assuming a constant weighted-average cost of capital and long-term growth rates. Changes in key assumptions, namely discount rates, royalty rates and growth rates, could have an impact on the fair value of our non-financial assets and liabilities. At the impairment date in the third quarter of 2024, we recorded non-cash asset impairment charges related to the write-down of goodwill of \$17.0 million. There were no impairment charges on our goodwill during the year ended December 31, 2025.

In the third quarter of 2024, we had impairment indicators with respect to our Playboy Club creator digital platform associated with a decrease in its revenue projections, and we determined that its carrying value was not recoverable as of September 30, 2024. As a result, we recorded \$4.7 million of impairment charges related to the write-off of its internally developed software during the year ended December 31, 2024. There were no such impairment charges during the year ended December 31, 2025.

During the year ended December 31, 2025, we recorded impairment charges of \$1.5 million on our right-of-use assets related to our corporate leases and wrote off certain of our property, plant and equipment items in the aggregate amount of \$0.4 million due to our decision to sublease certain of our corporate office space. Impairment charges on right-of-use assets pertaining to our corporate leases during the year ended December 31, 2024 were \$0.6 million.

The following table provides information regarding significant unobservable inputs used in the valuation of our goodwill measured and recorded at fair value at the impairment date (dollar amounts in thousands):

	Fair Value	Valuation Technique	Unobservable Inputs	Range
September 30, 2024				
Goodwill	\$ 16,084	Discounted cash flow	Revenue growth rate	3.0% - 25.4%
			Discount rate	19.0 %

Assets Held for Sale

In the fourth quarter of 2023, in connection with our transition to a more capital-light business model and to release additional working capital, we initiated the sale of certain pieces of our artwork at auction, but they were not fully disposed of as of December 31, 2025 or 2024. As of December 31, 2025 and 2024, unsold artwork assets met the criteria discussed in Note 1, Basis of Presentation and Summary of Significant Accounting Policies, to be classified as current assets held for sale in our consolidated balance sheets as of December 31, 2025 and 2024.

During the year ended December 31, 2025 and 2024, we sold certain pieces of our artwork held for sale for \$0.8 million and \$2.7 million, respectively, recording a \$0.4 million loss on sale in each of the years of 2025 and 2024.

Additionally, we recorded \$0.5 million and \$3.8 million of impairment charges on our artwork in 2025 and 2024, respectively. Artwork classified as current assets held for sale in our accompanying consolidated balance sheets totaled \$3.1 million and \$4.8 million as of December 31, 2025 and 2024, respectively.

The assumptions used in measuring fair value of our artwork held for sale are considered Level 2 inputs, which include market prices obtained from recent auctions of similar works of art, or management’s judgment as to their salable value.

Series B Convertible Preferred Stock

On November 13, 2024, pursuant to the Exchange Agreement (as defined in Note 9 below), we issued an aggregate of 28,000.00001 shares of a newly created series of our preferred stock, par value \$0.0001 per share, designated as “Series B Convertible Preferred Stock” (the “Series B Convertible Preferred Stock”), as consideration in exchange for approximately \$6.4 million of Tranche A loans and approximately \$58.9 million of Tranche B loans under the A&R Credit Agreement (as such terms are defined in Note 9, Debt, refer to such Note 9, Debt, for additional details).

The fair value of our only currently authorized (but no longer issued or outstanding as of December 31, 2025) preferred stock (our “Series B Convertible Preferred Stock”), initially measured as of November 13, 2024 (the initial issuance date), was estimated using a binomial lattice model in a risk-neutral framework (a special case of the income approach). Considering the conversion feature was out-of-the-money as of the issuance date and the Series B Convertible Preferred Stock is redeemable by us without penalty, we valued the Series B Convertible Preferred Stock as a non-convertible callable note. Specifically, our future yield is modeled using the Black-Derman-Toy interest rate model in a risk-neutral framework. For each modeled future yield, the value of the Series B Convertible Preferred Stock was calculated incorporating any optimal early prepayment/redemption. The value of the Series B Convertible Preferred Stock was then calculated as the probability-weighted present value over all future modeled payoffs.

Our Series B Convertible Preferred Stock is classified as mezzanine equity in our consolidated balance sheets as of December 31, 2025 and December 31, 2024. No subsequent fair value remeasurement is required. We classified our Series B Convertible Preferred Stock as Level 3 due to the lack of relevant observable inputs. Refer to Note 12, Convertible Preferred Stock, for further information on our Series B Convertible Preferred Stock and its conversion resulting in the elimination of all outstanding shares of our Series B Convertible Preferred Stock as of August 22, 2025.

The following table provides information regarding significant unobservable inputs used in the valuation of our Series B Convertible Preferred Stock measured and recorded at fair value at the measurement date:

	Fair Value per Share	Unobservable Inputs	Value
November 13, 2024	\$823	Yield volatility	40.0%
		Risk-free rate	4.30%
		Credit spread	11.0%

3. Revenue Recognition

Contract Balances

Our contract assets relate to our trademark licensing revenue stream where arrangements are typically long-term and non-cancelable. Contract assets are reclassified to accounts receivable when the right to bill becomes unconditional. Our contract liabilities consist of billings or payments received in advance of revenue recognition and are recognized as revenue when transfer of control to customers has occurred. Contract assets and contract liabilities are netted on a contract-by-contract basis. Contract liabilities are classified as deferred revenue in the consolidated balance sheets as of December 31, 2025 and 2024.

The following table summarizes our contract assets and certain contract liabilities (in thousands):

	December 31,		
	2025	2024	2023
Accounts receivable, net	\$ 4,120	\$ 7,271	\$ 7,496
Contract Balances:			
Contract assets, current portion	\$ 1,733	\$ 1,531	\$ 1,547
Contract assets, net of current portion	7,467	7,848	8,716
Contract liabilities, current portion	(11,015)	(9,693)	(9,205)
Contract liabilities, net of current portion	(14,252)	(5,762)	(4,641)
Contract liabilities, net	<u>\$ (16,067)</u>	<u>\$ (6,076)</u>	<u>\$ (3,583)</u>

The following table provides a roll-forward of our netted contract assets and contract liabilities (in thousands):

	Contract Liabilities, Net
Balance at December 31, 2023	\$ (3,583)
Revenues recognized that were included in gross contract liabilities at December 31, 2023	25,977
Contract assets reclassified to accounts receivable in 2024	(25,111)
Cash received in advance since prior year and remained in net contract liabilities at December 31, 2024	(3,936)
Billed but unearned revenue that remained in net contract liabilities at December 31, 2024	(110)
Contract impairments, modifications and terminations in 2024	687
Balance at December 31, 2024	\$ (6,076)
Revenues recognized that were included in gross contract liabilities at December 31, 2024	27,580
Contract assets reclassified to accounts receivable in 2025	(20,259)
Cash received in advance since prior year and remained in net contract liabilities at December 31, 2025	(17,552)
Contract modifications and terminations in 2025	240
Balance at December 31, 2025	\$ (16,067)

Future Performance Obligations

As of December 31, 2025, unrecognized revenue attributable to unsatisfied and partially unsatisfied performance obligations under our long-term contracts was \$348.1 million, of which \$343.1 million related to trademark licensing, including minimum guaranteed royalties from licensed digital operations per the LMA, \$2.4 million pertained to December 31, 2024 deferred revenue balances from our legacy digital subscriptions and products operations and \$2.6 million related to direct-to-consumer products.

Unrecognized revenue of the trademark licensing revenue stream will be recognized over the next 14 years, of which 47% will be recognized in the first five years. Such unrecognized revenue does not include variable consideration determined based on the customer's subsequent sale or usage. Unrecognized revenue of the digital subscriptions and products revenue stream, which pertains to related deferred revenue balances as of December 31, 2024, will be recognized over the next four years, of which 52% will be recognized in the first year.

Disaggregation of Revenue

The following table disaggregates revenue by type (in thousands):

	Year Ended December 31, 2025				
	Licensing	Direct-to- Consumer	Corporate	Other	Total
Consumer products	\$ —	\$ 70,854	\$ 118	\$ —	\$ 70,972
Trademark licensing	46,406	—	—	—	46,406
Digital subscriptions and products	—	—	961	2,353	3,314
Events and sponsorships	—	—	236	—	236
Total revenues	\$ 46,406	\$ 70,854	\$ 1,315	\$ 2,353	\$ 120,928

	Year Ended December 31, 2024				
	Licensing	Direct-to- Consumer	Corporate	Other	Total
Consumer products	\$ —	\$ 69,729	\$ —	\$ —	\$ 69,729
Trademark licensing	24,802	—	—	—	24,802
Digital subscriptions and products	—	—	264	14,154	14,418
Events and sponsorships	—	—	398	—	398
TV and cable programming	—	—	—	6,788	6,788
Total revenues	\$ 24,802	\$ 69,729	\$ 662	\$ 20,942	\$ 116,135

The following table disaggregates revenue by point in time versus over time (in thousands):

	Year Ended December 31,	
	2025	2024
Point in time	\$ 71,956	\$ 76,150
Over time	48,972	39,985
Total revenues	<u>\$ 120,928</u>	<u>\$ 116,135</u>

4. Inventories, Net

The following table sets forth inventories, net, which are stated at the lower of cost (first-in, first-out) and net realizable value (in thousands):

	December 31,	
	2025	2024
Editorial and other pre-publication costs	\$ —	\$ 59
Merchandise finished goods	12,934	8,863
Total	<u>\$ 12,934</u>	<u>\$ 8,922</u>

At December 31, 2025 and 2024, reserves for slow-moving and obsolete inventory amounted to \$3.3 million and \$4.2 million, respectively.

5. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets are set forth in the table below (in thousands):

	December 31,	
	2025	2024
Contract assets, current portion	\$ 1,733	\$ 1,531
Prepaid inventory and production costs	984	600
Prepaid insurance	1,406	772
Prepaid taxes	440	—
Prepaid software	308	689
Prepaid fees and commissions	327	34
Other	2,227	1,846
Total	<u>\$ 7,425</u>	<u>\$ 5,472</u>

6. Property and Equipment, Net

Property and equipment, net is set forth in the table below (in thousands):

	December 31,	
	2025	2024
Software ⁽¹⁾	\$ 7,636	\$ 7,479
Leasehold improvements	10,174	9,759
Equipment	3,660	3,743
Furniture and fixtures ⁽²⁾	28	1,810
Construction in progress	667	260
Total property and equipment, gross	22,165	23,051
Less: accumulated depreciation	(17,938)	(18,180)
Total	<u>\$ 4,227</u>	<u>\$ 4,871</u>

⁽¹⁾ The net book value of our software was \$0.5 million and \$0.3 million as of December 31, 2025 and 2024, respectively, and primarily related to certain portions of our *playboy.com* website.

⁽²⁾ The decrease in furniture and fixtures is due to the write-off of certain of our property, plant and equipment items as a result of our decision to sublease certain of our corporate office space during the second quarter of 2025, which resulted in a \$0.4 million loss on disposal of assets for the year ended December 31, 2025.

The aggregate depreciation expense related to property and equipment, net was \$1.6 million and \$5.5 million for the years ended December 31, 2025 and 2024, respectively.

7. Intangible Assets and Goodwill

Intangible Assets

Our indefinite-lived intangible assets that are not amortized but subject to annual impairment testing consist of \$146.3 million and \$145.7 million of Playboy-branded trademarks as of December 31, 2025 and 2024, respectively. Capitalized trademark costs include costs associated with the acquisition, registration and/or renewal of our trademarks. We expense certain costs associated with the defense of our trademarks. Registration and renewal costs capitalized during the years ended December 31, 2025 and 2024 were immaterial.

The table below summarizes our intangible assets, net (in thousands):

	December 31,	
	2025	2024
Digital assets, net	\$ 2	\$ 5
Total amortizable intangible assets, net	9,565	10,316
Total indefinite-lived intangible assets	146,315	145,652
Total	<u>\$ 155,882</u>	<u>\$ 155,973</u>

Impairment charges related to our digital assets, comprised of the cryptocurrency “Ethereum”, were immaterial for the years ended December 31, 2025 and 2024.

Our amortizable intangible assets consisted of the following (in thousands):

	Weighted- Average Life (Years)	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairments	Net Carrying Amount
December 31, 2025					
Trade names	12	\$ 71,124	\$ (10,775)	\$ (50,825)	\$ 9,524
Distribution agreements	15	3,720	(3,679)	—	41
Total		<u>\$ 74,844</u>	<u>\$ (14,454)</u>	<u>\$ (50,825)</u>	<u>\$ 9,565</u>

	Weighted- Average Life (Years)	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairments	Net Carrying Amount
December 31, 2024					
Trade names	12	\$ 69,709	\$ (8,857)	\$ (50,825)	\$ 10,027
Distribution agreements	15	3,720	(3,431)	—	289
Total		<u>\$ 73,429</u>	<u>\$ (12,288)</u>	<u>\$ (50,825)</u>	<u>\$ 10,316</u>

The aggregate amortization expense for definite-lived intangible assets was \$1.5 million for the years ended December 31, 2025 and 2024.

As of December 31, 2025, expected amortization expense relating to definite-lived intangible assets for the next five years and thereafter is as follows (in thousands):

2026	\$ 1,270
2027	1,229
2028	1,229
2029	1,229
2030	1,229
Thereafter	3,379
Total	<u>\$ 9,565</u>

Goodwill

As a result of ongoing impacts to our revenue, including declines in consumer demand and discontinued operations, we recorded non-cash asset impairment charges, at the impairment date in the third quarter of 2024, related to the write-down of goodwill of \$17.0 million.

Changes in the carrying value of goodwill for the years ended December 31, 2025 and 2024 were as follows (in thousands):

	Gross Goodwill	Impairments	Net Goodwill
Balance at December 31, 2023	\$ 238,999	\$ (184,100)	\$ 54,899
Foreign currency translation adjustment in relation to Honey Birdette	(1,876)	—	(1,876)
Impairments	—	(17,016)	(17,016)
Balance at December 31, 2024	\$ 237,123	\$ (201,116)	\$ 36,007
Foreign currency translation adjustment in relation to Honey Birdette	1,460	—	1,460
Balance at December 31, 2025	<u>\$ 238,583</u>	<u>\$ (201,116)</u>	<u>\$ 37,467</u>

Changes in the recorded carrying value of goodwill for the year ended December 31, 2025 by reportable segment were as follows (in thousands):

	Direct-to- Consumer	Licensing	Digital Subscriptions and Content
Balance at December 31, 2024	\$ 19,923	\$ —	\$ 16,084
Reclassification to reflect segment restructuring	—	16,084	(16,084)
Foreign currency translation and other adjustments	1,460	—	—
Balance at December 31, 2025	<u>\$ 21,383</u>	<u>\$ 16,084</u>	<u>\$ —</u>

8. Other Current Liabilities and Accrued Expense

Other current liabilities and accrued expenses are set forth in the table below (in thousands):

	December 31,	
	2025	2024
Taxes	\$ 10,196	\$ 8,101
Accrued interest	561	4,016
Accrued salaries, wages and employee benefits	5,372	5,014
Accrued agency fees and commissions	1,250	686
Payable to Byborg, net	2,786	—
Accrued creator fees	1,613	2,080
Inventory in transit	884	749
Outstanding gift cards and store credits	1,649	1,713
Other	7,608	6,115
Total	<u>\$ 31,919</u>	<u>\$ 28,474</u>

The LMA with Byborg that was entered into during the fourth quarter of 2024 became effective January 1, 2025. There was a transition period under which we continued to operate the licensed Playboy Plus, Playboy TV (online and linear) and Playboy Club digital businesses according to the terms of a Transition Service Agreement (the “TSA”) while Byborg worked to take full operational control. The first \$5.0 million of operating expenses incurred in relation to such licensed businesses was our responsibility to bear. Any operating expenses paid by us with respect to such licensed businesses above the \$5.0 million threshold are reimbursable to us by Byborg. Byborg is entitled to cash collected by us while operating the licensed businesses during the transition period, and we are obligated to remit the funds to Byborg quarterly. The cash is remitted on a net basis to Byborg, such that any operating expenses incurred beyond the \$5.0 million expense threshold were deducted from amounts we have collected for Byborg. As of December 31, 2025, the remittances payable to Byborg totaled \$2.8 million. In the second quarter of 2025, we reached the \$5.0 million threshold of expenses related to the licensed businesses for which we were responsible under the LMA.

9. Debt

The following table sets forth debt (in thousands):

	December 31,	
	2025	2024
Term loan, due 2028	\$ 143,861	\$ 144,242
Plus: capitalized payment-in-kind interest	16,054	8,819
Total debt ⁽¹⁾	159,915	153,061
Plus: unamortized debt premium/(discount), net	15,116	24,127
Less: unamortized debt issuance costs	(862)	(613)
Total debt, net of unamortized debt issuance costs and debt premium/discount	174,169	176,575
Less: current portion of long-term debt	(1,524)	(381)
Total debt, net of current portion	<u>\$ 172,645</u>	<u>\$ 176,194</u>

Term Loan

On March 27, 2024, we entered into Amendment No. 2 (the “A&R Second Amendment”) to our Amended and Restated Credit and Guaranty Agreement, dated as of May 10, 2023 (as amended on November 2, 2023, the “A&R Credit Agreement”), which provided for, among other things:

- (a) the amendment of the Total Net Leverage Ratio covenant to (i) suspend testing of such covenant until the quarter ending June 30, 2026, (ii) adjust the Total Net Leverage Ratio financial covenant levels once the covenant testing is resumed, and (iii) add a mechanism for the Total Net Leverage Ratio to be eliminated permanently upon the satisfaction of certain prepayment-related conditions (the date upon which such prepayment-related conditions are satisfied, the “Financial Covenant Sunset Date”);
- (b) the addition of a covenant to maintain a \$7.5 million minimum balance of unrestricted cash and cash equivalents (on a consolidated basis), subject to periodic testing and certification, as well as the ability to cure a below-minimum balance, and which covenant will be in effect (i) from March 27, 2024 until March 31, 2026 and (ii) from and after the Financial Covenant Sunset Date; and

- (c) that assignments of commitments or loans under the A&R Credit Agreement from existing lenders to certain eligible assignees under the A&R Credit Agreement (i.e. a commercial bank, insurance company, investment or mutual fund or other entity that is an “accredited investor” (as defined in Regulation D under the Securities Act of 1933) and which extends credit or buys loans in the ordinary course of business) shall not require consent from us while the minimum cash balance financial covenant is in effect.

The other terms of the A&R Credit Agreement prior to the A&R Second Amendment remained substantially unchanged.

On November 11, 2024, we entered into Amendment No. 3 to the A&R Credit Agreement (the “A&R Third Amendment”). The A&R Third Amendment provides for, among other things:

- reducing the outstanding aggregate term loan amounts under the facility from approximately \$218.4 million to approximately \$153.1 million in exchange for \$28.0 million of Series B Convertible Preferred Stock, to be issued pursuant to an Exchange Agreement, dated November 11, 2024 (the “Exchange Agreement”), between the Company and the lenders party to the A&R Third Amendment;
- resetting the interest rate margin for both tranche A term loans under the A&R Credit Agreement (“Tranche A”) and tranche B term loans under the A&R Credit Agreement (“Tranche B”, and together with Tranche A, the “A&R Term Loans”) to the same SOFR, plus a 0.10% credit spread adjustment, plus 6.25% (with corresponding changes necessary so that all but 1.00% of the interest rate margin can be paid in-kind); and
- applying amortization of 1% per year to all loans, which is to be paid quarterly starting in the fourth quarter of 2025.

The other terms of the A&R Credit Agreement prior to the A&R Third Amendment remain substantially unchanged, and the new terms went into effect upon the closing of the Exchange Agreement and the issuance of the Series B Convertible Preferred Stock, which occurred on November 13, 2024. The Series B Convertible Preferred Stock was established pursuant to the filing of a Certificate of Designation with the state of Delaware, which certificate set forth the terms of the Series B Convertible Preferred Stock. Upon the filing of such certificate, we issued to the Lenders an aggregate of 28,000.00001 shares of Series B Convertible Preferred Stock with a stated value of \$28.0 million. The Series B Convertible Preferred Stock includes a 12% annual dividend rate, which will commence accruing six months after the issuance date, which will be payable in cash or in-kind, solely at our discretion. We have the right to redeem for cash (at any time) or convert the Series B Convertible Preferred Stock at any time, provided that the five-day volume-weighted average price of our common stock is \$1.50 or above, with a conversion price floor of \$1.50 and a cap of \$4.50. Refer to Note 12, Convertible Preferred Stock, for further details in regards to the Series B Convertible Preferred Stock.

We performed an assessment of the A&R Third Amendment, on a lender-by-lender basis, and determined that the transaction met the criteria for a troubled debt restructuring under ASC 470-60, Troubled Debt Restructurings by Debtors, as we were experiencing financial difficulties and the lenders granted a concession. However, the total future cash payments under the new debt terms exceeded the carrying amount of our senior secured debt at the date of transaction, therefore, no adjustment to the carrying amount of the senior secured debt was made. Instead, we calculated a new effective interest rate (“EIR”) based on the revised terms of the debt. The debt premium/discount is then amortized over the remaining term of the debt using the new EIR, with interest expense recognized based on such rate in future periods. Third party fees of \$0.5 million incurred in connection with the A&R Third Amendment were recorded in Other (expense) income, net in the consolidated statements of operations for the year ended December 31, 2024.

On March 12, 2025, we entered into Amendment No. 4 to the A&R Credit Agreement (the “A&R Fourth Amendment”). The A&R Fourth Amendment sets the total net leverage ratio levels applicable under the A&R Credit Agreement, once net leverage testing is resumed as of the quarter ending June 30, 2026. For the quarter ending June 30, 2026, the total net leverage ratio will be initially set at 9.00:1.00, reducing over time until the ratio reaches 7.75:1.00 for the quarter ending June 30, 2027 and any subsequent quarter. In the event we prepay more than \$15 million of the principal debt under the A&R Credit Agreement, the total net leverage ratio levels are reduced such that they would be initially set at 7.75:1.00 for the quarter ending June 30, 2026, and would reduce over time until the ratio reaches 6.50:1.00 for the quarter ending June 30, 2027 and any subsequent quarter. No applicable prepayments had been made as of December 31, 2025.

On August 11, 2025, we entered into Amendment No. 5 to the A&R Credit Agreement (the “A&R Fifth Amendment”). The A&R Fifth Amendment revises the definition of Consolidated EBITDA in the A&R Credit Agreement to allow for \$2.4 million of non-cash rent expense related to our Miami Beach office lease to be added back when calculating such Consolidated EBITDA for applicable periods. The other terms of the A&R Credit Agreement prior to the A&R Fifth Amendment remain substantively unchanged.

On November 10, 2025, we entered into Amendment No. 6 to the A&R Credit Agreement (the “A&R Sixth Amendment”). The A&R Sixth Amendment, among other things, (i) extends the maturity of the A&R Credit Agreement to May 25, 2028, (ii) provides that the cash interest rate will be reduced by 0.15% or 0.50% in the event of certain prepayments of \$25 million and \$50 million, respectively, and (iii) provides that upon the first such prepayment made on the terms and conditions set forth in the A&R Sixth Amendment, the total net leverage ratio will be set at 9.00:1.00 for the quarter ending June 30, 2026, and step down over time until the ratio reaches 7.25:1.00 for the quarter ending December 31, 2027 and any subsequent quarter. Pursuant to the A&R Sixth Amendment, we also paid a fee of \$0.4 million to our lenders. The other terms of the A&R Credit Agreement prior to the A&R Sixth Amendment remain substantively unchanged. No prepayments were made in the fourth quarter of 2025 or January 2026.

We performed an assessment of the A&R Sixth Amendment, on a lender-by-lender basis, and determined that the transaction met the criteria for a troubled debt restructuring under ASC 470-60, Troubled Debt Restructurings by Debtors, as we were experiencing financial difficulties and the lenders granted a concession. However, the total future cash payments under the new debt terms exceeded the carrying amount of our senior secured debt at the date of transaction, therefore, no adjustment to the carrying amount of the senior secured debt was made. Instead, we calculated a new effective interest rate (“EIR”) based on the revised terms of the debt. The debt premium/discount is then amortized over the remaining term of the debt using the new EIR, with interest expense recognized based on such rate in future periods.

As a result of A&R Fourth Amendment, A&R Fifth Amendment and A&R Sixth Amendment, debt issuance costs of \$0.5 million were capitalized in 2025. In addition, third party fees of \$0.2 million expensed in the period they were incurred in connection with such amendments were recorded in Other (Expense) Income, net during 2025.

The stated interest rate of each of Tranche A and Tranche B of the A&R Term Loans as of December 31, 2025 was 10.08%. The stated interest rate of each of Tranche A and Tranche B of the A&R Term Loans as of December 31, 2024 was 11.01%. The effective interest rate of Tranche A and Tranche B A&R Term Loans as of December 31, 2025 was 3.88% and 6.34%, respectively. The effective interest rate of Tranche A and Tranche B A&R Term Loans as of December 31, 2024 was 1.05% and 4.93%, respectively. The difference between the stated interest rate and effective interest rate for Tranche B as of December 31, 2024 was driven primarily by the amortization of \$21.3 million of debt discount which is included in the calculation of the effective interest rate.

We were in compliance with applicable financial covenants under the terms of the A&R Credit Agreement and its amendments as of December 31, 2025 and 2024.

The following table sets forth maturities of the principal amount of our A&R Term Loans as of December 31, 2025 (in thousands):

2026	\$	1,524
2027		1,524
2028		156,867
Total	\$	<u>159,915</u>

10. Redeemable Noncontrolling Interest

On April 13, 2015, the Company sold 25% of the membership interest in its subsidiary, After Dark LLC, to an unaffiliated third party for \$1.0 million. As part of the arrangement the Company granted a put right to this party which provides the right, but not the obligation, to the third party to cause the Company to purchase all of the third party’s interest in After Dark LLC at the then fair market value. This put right can be exercised on April 13 of each year. Additionally, the put right can be exercised upon a change of control of the Company. To date, the put right has not been exercised. The Company’s controlling interest in this subsidiary requires the operations of this subsidiary to be included in the consolidated financial statements. Noncontrolling interest with redemption features, such as put options, that are not solely within our control are reported as redeemable noncontrolling interest on the consolidated balance sheets as of December 31, 2025 and 2024, between liabilities and equity. Net income or loss of After Dark LLC is allocated to its noncontrolling member interest based on the noncontrolling member interest’s ownership percentage. There were no operations attributable to redeemable noncontrolling interest that need to be reported in the consolidated statements of operations for the years ended December 31, 2025 and 2024. There was no change in the balance of the redeemable noncontrolling interest as After Dark LLC did not have any operating activities during 2025 and 2024.

11. Stockholders' Equity

Common Stock

The holders of the Company's common stock have one vote for each share of common stock. Common stockholders are entitled to dividends when, as, and if declared by the Company's Board of Directors (the "Board"). As of December 31, 2025, no dividends had been declared by the Board.

On June 16, 2025, the stockholders of the Company authorized an increase in the number of authorized shares of common stock of the Company from 150,000,000 to 400,000,000. The increase in authorized shares of common stock of the Company did not impact its number of issued or outstanding shares of common stock. Common stock of the Company reserved for future issuance consisted of the following as of the dates indicated:

Common stock reserved for future issuance consisted of the following as of the dates shown:

	December 31,	
	2025	2024
Shares available for grant under equity incentive plans	1,160,627	1,194,947
Options issued and outstanding under equity incentive plans	1,997,466	1,997,466
Unvested restricted stock units	4,121,525	3,660,581
Vested restricted stock units not yet settled	2,002,582	72,000
Unvested performance-based restricted stock units	—	243,424
Maximum number of shares issuable to GlowUp sellers pursuant to acquisition	249,116	249,116
Total common stock reserved for future issuance	9,531,316	7,417,534

In 2025, we sold shares of our common stock pursuant to our previously registered and announced at-the-market ("ATM") offering, selling a total of 5,253,769 shares for net proceeds of \$10.3 million. As of December 31, 2025, we had \$4.2 million of remaining capacity under the ATM. On February 23, 2026, we increased the availability under our ATM to \$200,000,000 worth of our common stock.

Treasury Stock

We held 2,249,929 shares of treasury stock as of December 31, 2025 and 2024.

12. Convertible Preferred Stock

The Company has authorized 5,000,000 shares of preferred stock, with a par value of \$0.0001 per share. Of the 5,000,000 authorized preferred shares, 50,000 shares were previously designated as "Series A Preferred Stock" (which series of preferred stock ceased to be outstanding as of May 10, 2023 and was legally eliminated on November 12, 2024), and 28,001 shares are designated as "Series B Convertible Preferred Stock".

Series B Convertible Preferred Stock

On November 13, 2024, pursuant to the Exchange Agreement, we issued to our lenders an aggregate of 28,000.00001 shares of the newly created Series B Convertible Preferred Stock, as consideration in exchange for approximately \$6.4 million of Tranche A loans and approximately \$58.9 million of Tranche B loans under (and as defined in) that certain A&R Credit Agreement.

The Series B Convertible Preferred Stock ranks senior and in priority of payment to the Company's common stock with respect to distributions on liquidation, winding-up and dissolution. Each share of Series B Convertible Preferred Stock has a liquidation preference equal to the sum of (i) \$1,000 (the "Stated Value") and (ii) all accumulated and unpaid dividends (the "Liquidation Preference").

Commencing as of May 13, 2025, holders of shares of Series B Convertible Preferred Stock were entitled to receive dividends on such shares (the "Preferred Dividends"). With respect to each share of Series B Convertible Preferred Stock, Preferred Dividends shall accrue daily at a rate of 12.0% per annum (the "Dividend Rate") on the Stated Value of such share, and will either be payable quarterly in arrears in cash at the sole discretion of the Board, or automatically accrue by increasing the Stated Value of such share and compounded quarterly in arrears. In the event of an Event of Default (as defined in the Certificate of Designation) that remains uncured for 30 days following its occurrence, the Dividend Rate would increase 2% for so long as such Event of Default is continuing.

Holders of shares of Series B Convertible Preferred Stock are also entitled, in certain limited circumstances set forth in the Certificate of Designation, to receive distributions in the same form as dividends actually paid on shares of any Common Stock of the Company (the “Participating Dividends”). With respect to each share of Series B Convertible Preferred Stock, the Participating Dividends would be paid at the Conversion Price (as defined below) as if such share were to be converted into a share of Common Stock.

The Company may, in its sole discretion, effect a conversion of all or a portion of the Series B Convertible Preferred Stock according to the terms set forth in the Certificate of Designations, at the Conversion Price, provided that, on the date of delivery of conversion notice, the Average Price (as defined below) of such Series B Convertible Preferred Stock is at least \$1.50. “Conversion Price” means, with respect to each share of Series B Convertible Preferred Stock, (i) if the average of the volume-weighted average price per share of Common Stock over the five-day trading period prior to the delivery of conversion notice (the “Average Price”) is equal to \$1.50, then \$1.50; (ii) if such Average Price is greater than \$1.50 but less than \$4.50, then the Average Price; and (iii) if such Average Price is equal to or greater than \$4.50, then \$4.50. In connection with conversions, the Certificate of Designation contains limitations on beneficial ownership that, notwithstanding the above, a conversion may still not occur in certain cases where such conversion would result in a holder’s ownership exceeding certain customary limitations.

At any time, the Company will have the right, at its option, to redeem, in whole or in part, the Series B Convertible Preferred Stock for cash. The Company would otherwise be required to redeem any then-still outstanding Series B Convertible Preferred Stock in full on December 31, 2027, or upon certain changes of control of the Company, subject to the terms of the Certificate of Designation.

The redemption price would be equal to (i) in the event of a voluntary redemption, the aggregate Liquidation Preference of shares of Series B Convertible Preferred Stock being redeemed, and (ii) in the event of a mandatory redemption, the greater of (a) the Liquidation Preference of such shares and (b) the Average Price of the Common Stock issuable upon conversion of a number of shares Series B Convertible Preferred Stock, which number is equal to the quotient of the Conversion Price of such shares (as if the redemption of such shares were a conversion thereof) divided by \$1.50; provided, however, if the mandatory conversion is triggered by a change of control event and the obligations under the Credit Agreement have been paid in full, then the redemption price will be an amount equal to the Liquidation Preference.

Holders of the Series B Convertible Preferred Stock would generally not be entitled to vote on any matter required or permitted to be voted upon by the stockholders of the Company. However, certain matters will require the approval of the holders of not less than the majority of the aggregate Liquidation Preference of the outstanding Series B Convertible Preferred Stock, voting as a separate class, including (1) certain business activities of the Company, (2) certain amendments to the organizational documents of the Company, (3) the incurrence or issuance by the Company of certain indebtedness or shares of senior equity securities, (4) any change to the authorized number of Series B Convertible Preferred Stock shares or (5) taking any action to effect any voluntary deregistration of the Company’s common stock or any voluntary delisting with Nasdaq of the common stock, in each case subject to certain conditions and exceptions.

Holders who each hold Series B Convertible Preferred Stock with aggregate Liquidation Preference in excess of \$1 million are entitled to certain customary information rights. Holders of at least 50% of the Series B Convertible Preferred Stock outstanding are entitled to designate one individual as a non-voting observer to the Company’s board of directors.

The fair value of the Series B Convertible Preferred Stock, initially measured as of November 13, 2024 (the initial issuance date) was \$23.1 million. In the fourth quarter of 2024, we recognized a \$0.8 million of accretion to its redemption value, resulting in a \$23.9 million mezzanine equity balance in the consolidated balance sheet as of December 31, 2024.

On January 29, 2025, we completed the conversion of 7,000 shares of the 28,000.00001 outstanding shares of Series B Convertible Preferred Stock into 3,784,688 shares of our common stock, at a conversion price of \$1.84956 per share (the “Conversion”), in accordance with the terms of the Series B Convertible Preferred Stock. As a result of the Conversion, we reduced the number of shares of Series B Convertible Preferred Stock outstanding to 21,000.00001 shares. Holders of the Series B Convertible Preferred Stock had their shares converted to common stock on a pro rata basis.

On August 22, 2025, we completed the conversion of all remaining 21,000.00001 outstanding shares of Series B Convertible Preferred Stock into 12,439,730 shares of our common stock, at a conversion price of \$1.74448 per share (the “Second Conversion”), in accordance with the terms of the Series B Convertible Preferred Stock. As a result of the Second Conversion, we no longer have any shares of preferred stock outstanding. Holders of the Series B Convertible Preferred Stock had their shares converted to common stock on a pro rata basis. In 2025, we recognized \$2.7 million of accretion to the Series B Convertible Preferred Stock’s redemption value recorded in our Consolidated Statement of Mezzanine Equity and Stockholders’ Equity (Deficit) for the year ended December 31, 2025.

13. Stock-Based Compensation

In June 2018, Playboy Enterprises, Inc., a Delaware corporation (“PEI”) adopted its 2018 Equity Incentive Plan (“2018 Plan”), under which 6,287,687 of PEI’s common shares were originally reserved for issuance. Stock options and restricted stock unit awards previously granted under the 2018 Plan that were outstanding immediately prior to the consummation of PEI’s 2021 business combination with the predecessor of Playboy, Inc. (the “Business Combination”) were accelerated and fully vested, and subsequently converted into options to purchase or the right to receive shares of our common stock. Certain of our officers retain outstanding non-qualified stock options under the 2018 Plan.

On February 9, 2021, our stockholders approved our 2021 Equity and Incentive Compensation Plan (“2021 Plan” and with the 2018 Plan, the “Plans”), which became effective following consummation of the Business Combination. As of December 31, 2025, 14,331,506 shares of common stock had been authorized for issuance under our 2021 Plan. In addition, the shares authorized for the 2021 Plan may be increased on an annual basis via an evergreen refresh mechanism for a period of up to 10 years, beginning with the fiscal year that begins January 1, 2022, in an amount equal up to 4% of the outstanding shares of common stock on the last day of the immediately preceding fiscal year. Following the effectiveness of the 2021 Plan, the 2018 Plan still remains outstanding and continues to govern outstanding awards granted thereunder.

Stock Option Activity

Stock option activity under our Plans in 2025 was as follows:

	Number of options	Weighted-average exercise price	Weighted-average remaining contractual term (years)	Aggregate intrinsic value (in thousands)
Balance – December 31, 2024	1,997,466	2.12	6.3	732
Granted	—	—	—	—
Exercised	—	—	—	—
Forfeited and cancelled	—	—	—	—
Balance – December 31, 2025	1,997,466	\$ 2.12	5.3	\$ 1,116
Exercisable – December 31, 2025	1,997,466	\$ 2.12	5.3	\$ 1,116
Vested and expected to vest as of December 31, 2025	1,997,466	\$ 2.12	5.3	\$ 1,116

The aggregate intrinsic value at December 31, 2025 and 2024 is calculated as the difference between the exercise price of all outstanding and exercisable stock options and the fair value of the Company’s common stock at December 31, 2025 and 2024, respectively.

There were no stock options granted or exercised during the year ended December 31, 2024. The grant date fair value of options that vested during the years ended December 31, 2025 and 2024 was \$0.5 million during each year.

Restricted Stock Units

A summary of restricted stock unit activity under our Plans in 2025 was as follows:

	Number of awards	Weighted-average grant date fair value per share
Unvested and outstanding balance at December 31, 2024	3,660,581	\$ 1.34
Granted	4,480,641	1.10
Vested	(3,242,220)	1.14
Forfeited	(777,477)	1.50
Unvested and outstanding balance at December 31, 2025	4,121,525	\$ 1.21

The total fair value of restricted stock units that vested during the years ended December 31, 2025 and 2024 was approximately \$4.8 million and \$1.9 million, respectively. The weighted-average fair value of restricted stock units granted during the year ended December 31, 2024 was \$0.83 per share at the grant date. We had 1,846,766 and 72,000 of outstanding and fully vested restricted stock units that remained unsettled at December 31, 2025 and December 31, 2024, respectively, all of which were resolved in 2026 and 2025, respectively. As such, they were excluded from outstanding shares of common stock but were included in weighted-average shares outstanding for the calculation of basic net loss per share for the year ended December 31, 2025 and 2024. The total tax benefit realized from restricted stock units vested was \$0.2 million in 2025 and \$0.1 million in 2024.

Performance Stock Units

A summary of PSU activity under our 2021 Plan in 2025 was as follows:

	Number of awards	Weighted- average grant date fair value per share
Unvested and outstanding balance at December 31, 2024	243,424	\$ 7.59
Granted	—	—
Vested	(169,021)	26.18
Forfeited	(74,403)	4.95
Unvested and outstanding balance at December 31, 2025	<u>—</u>	<u>\$ —</u>

The total fair value of PSUs that vested during the years ended December 31, 2025 and 2024 was \$0.3 million and \$0.5 million, respectively. We had 155,816 outstanding and fully vested PSUs that remained unsettled at December 31, 2025, all of which were settled in 2026. As such, they are excluded from outstanding shares of common stock but are included in weighted-average shares outstanding for the calculation of net loss per share for the year ended December 31, 2025. There were no outstanding and fully vested PSUs that remained unsettled at December 31, 2024. The weighted-average fair value of PSUs that vested during the year ended December 31, 2024 was \$12.48 per share at the grant date. There were no PSUs granted during the year ended December 31, 2024. The total tax impact realized from performance stock units vested in 2025 and 2024 was immaterial.

Stock-Based Compensation Expense

Stock-based compensation expense under our Plans was as follows (in thousands):

	Year Ended December 31,	
	2025	2024
Cost of sales	\$ —	\$ 651
Selling and administrative expenses	4,715	6,660
Total	<u>\$ 4,715</u>	<u>\$ 7,311</u>

At December 31, 2025, there was no unrecognized stock-based compensation expense related to unvested stock options or PSUs as all previously unvested and outstanding stock options and PSUs were fully vested as of December 31, 2025. Unrecognized compensation cost related to unvested RSUs was \$1.8 million and is expected to be recognized over the remaining weighted-average service period of 0.40 years.

14. Commitments and Contingencies

Leases

Our principal lease commitments are for office, retail store and warehouse spaces under noncancellable operating leases with contractual terms expiring from 2026 to 2037. Some of these leases contain renewal options and rent escalations.

We had \$4.4 million in cash collateralized letters of credit related to our corporate headquarters lease, the lease of office space in Miami Beach, and Honey Birdette's term deposit in relation to its Sydney office lease as of December 31, 2025, and \$1.8 million in a cash collateralized letter of credit related to our corporate headquarters lease and Honey Birdette's term deposit in relation to its Sydney office lease as of December 31, 2024.

We subleased space in our corporate office for fixed rent, which arrangement expires in 2027. We also subleased a part of our former New York office space for a period that approximated the term of such lease that expired in 2024.

In the second quarter of 2025, we renegotiated the terms of a lease related to a formerly disposed business, which remained with us, and was subleased to a third party, to shorten the lease term expiration date from 2031 to 2029. As a result, we recorded a \$0.9 million reduction in right-of-use assets and related lease liabilities in the consolidated balance sheet as of December 31, 2025. All other terms of such lease remained the same.

In relation to the operations of Honey Birdette, we had 51 retail stores, one warehouse and two office spaces as of December 31, 2025, which Honey Birdette leases and operates in Australia, the United States and the United Kingdom for the purpose of selling its products to customers. The majority of the leases are triple net leases, for which Honey Birdette, as a lessee, is responsible for paying rent as well as common area maintenance, insurance and taxes. Lease terms run between two and 10 years in length, with the average lease term being approximately five years and, in many cases, include renewal options.

Lease cost associated with operating leases is charged to selling, general and administrative expense, with an immaterial amount charged to cost of sales, in the year incurred and is included in our consolidated statements of operations. Most of our leases include one or more options to renew, with renewal terms that generally can extend the lease term for an additional four to five years. The exercise of lease renewal options is at our sole discretion. The extension period has not been included in the determination of the right of use asset or the lease liability, as we concluded that it is not reasonably certain that we would exercise such option.

Finance leases as of December 31, 2025, and their related cost for the year ended December 31, 2025, were immaterial and were included in Other noncurrent assets in our consolidated balance sheet as of December 31, 2025, with the amortization of the related right-of-use assets being included in selling, general and administrative expenses and interest on the lease liabilities being included in interest expense in our consolidated statements of operations for the year ended December 31, 2025. There were no finance leases for the year ended December 31, 2024.

As of December 31, 2025 and 2024 the weighted average remaining term of these operating leases was 3.9 years and 4.5 years, respectively, and the weighted average discount rate used to estimate the net present value of the operating lease liabilities was 8.2% and 7.2%, respectively. Cash payments for amounts included in the measurement of operating lease liabilities were \$8.6 million and \$8.5 million for the years ended December 31, 2025 and 2024, respectively. Right of use assets obtained in exchange for new operating lease liabilities for the years ended December 31, 2025 and 2024 were \$3.9 million and \$2.3 million, respectively.

Net lease cost recognized in our consolidated statements of operations as of December 31, 2025 and 2024 is summarized in the table below (in thousands).

	Year Ended December 31,	
	2025	2024
Operating lease cost	\$ 7,165	\$ 7,803
Variable lease cost	1,781	1,626
Short-term lease cost	1,504	1,818
Sublease income	(1,668)	(880)
Total	\$ 8,782	\$ 10,367

Maturities of our operating lease liabilities as of December 31, 2025 were as follows (in thousands):

Years ending December 31:	Amounts
2026	\$ 8,837
2027	6,258
2028	3,877
2029	3,220
2030	1,892
Thereafter	1,995
Total undiscounted lease payments	26,079
Less: imputed interest	(3,903)
Total operating lease liabilities	\$ 22,176
Operating lease liabilities, current portion	\$ 7,406
Operating lease liabilities, noncurrent portion	\$ 14,770

Future minimum lease payments that are contractually due to us from our sublease arrangements as of December 31, 2025 were as follows (in thousands):

Years ending December 31:	Amounts
2026	\$ 2,188
2027	1,481
2028	429
2029	218
Total	\$ 4,316

On August 11, 2025, through our wholly-owned subsidiary, Playboy Enterprises, Inc., we entered into a triple net lease (the “Lease”) with RK Rivani LLC, a Florida limited liability company (the “Landlord”), pursuant to which, among other matters and on the terms and subject to the conditions set forth in the Lease, we leased from the Landlord approximately 20,169 square feet of office space in Miami Beach, Florida, for a term of 11 years, with lease payments commencing in August 2026, following renovations of the office space. As we did not take possession of the office space as of December 31, 2025, it is not reflected in our consolidated financial statements or in the tables above. We expect to account for the Lease as an operating lease under Accounting Standards Codification, Topic 842, Leases. The future undiscounted fixed non-cancelable payment obligation pertaining to the Lease is approximately \$27.1 million.

Legal Contingencies

From time to time, we may have certain contingent liabilities that arise in the ordinary course of our business activities. We accrue a liability for such matters when it is probable that future expenditures will be made and that such expenditures can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount.

AVS Case

In March 2020, our subsidiary Playboy Enterprises International, Inc. (together with its subsidiaries, “PEII”) terminated its license agreement with a licensee, AVS Products, LLC (“AVS”), for AVS’s failure to make required payments to PEII under the agreement, following notice of breach and an opportunity to cure. On February 6, 2021, PEII received a letter from counsel to AVS alleging that the termination of the contract was improper, and that PEII failed to meet its contractual obligations, preventing AVS from fulfilling its obligations under the license agreement.

On February 25, 2021, PEII brought suit against AVS in Los Angeles Superior Court to prevent further unauthorized sales of Playboy-branded products and for disgorgement of unlawfully obtained funds. On March 1, 2021, PEII also brought a claim in arbitration against AVS for outstanding and unpaid license fees. PEII and AVS subsequently agreed that the claims PEII brought in arbitration would be alleged in the Los Angeles Superior Court case instead, and on April 23, 2021, the parties entered into and filed a stipulation to that effect with the court. On May 18, 2021, AVS filed a demurrer, asking for the court to remove an individual defendant and dismiss PEII’s request for a permanent injunction. On June 10, 2021, the court denied AVS’s demurrer. AVS filed an opposition to PEII’s motion for a preliminary injunction to enjoin AVS from continuing to sell or market Playboy-branded products on July 2, 2021, which the court denied on July 28, 2021.

On August 10, 2021, AVS filed a cross-complaint for breach of contract, breach of the implied covenant of good faith and fair dealing, quantum meruit and declaratory relief. As in its February 2021 letter, AVS alleges its license was wrongfully terminated and that PEII failed to approve AVS’ marketing efforts in a manner that was either timely or that was commensurate with industry practice. AVS is seeking to be excused from having to perform its obligations as a licensee, payment of the value for services rendered by AVS to PEII outside of the license, and damages to be proven at trial. The court heard PEII’s motion for summary judgment on June 6, 2023, and dismissed six out of 10 of AVS’ causes of action. AVS’ contract-related claims remain to be determined at trial, which has been rescheduled for August 10, 2026. In addition, PEII filed a complaint against Sunrise Brands based on their participation in AVS’s misconduct, as well as their own direct misconduct. Both cases have been related together by the court and will be tried together, for both pretrial and trial purposes. We believe AVS’ remaining claims and allegations are without merit, and we will defend this matter vigorously.

New Handong Arbitration

On February 8, 2024, PEII and certain of its subsidiaries initiated arbitration in the Hong Kong International Arbitration Centre (the “Arbitration”) against PEII’s terminated China licensee, New Handong Investment (Guangdong) Co., Ltd. (“New Handong”). In October 2023, PEII’s subsidiary terminated its license agreement with New Handong due to ongoing, uncured material breaches by New Handong. PEII and certain of its subsidiaries are seeking damages, including the payment of outstanding guaranteed minimum royalties, the payment of all guaranteed minimum royalties for the remainder of the term of the agreement, and other contractual damages for a variety of breaches. Such breaches included unauthorized sales of products, underpayment of earned royalties, failure to use approved trademarks and affix official holograms to all products, and the use of unapproved sublicensees. PEII and certain of its subsidiaries also sought a declaration that the termination of the agreement was lawful and valid and the issuance of a legal order to require New Handong to refrain from any further manufacture, sale, distribution or other use of any Playboy intellectual property or products.

On September 5, 2025, PEII received the decision of the Arbitration tribunal (the “Tribunal”), which found in favor of PEII in connection with its claims, and as a result ordered, among other things, that: (i) the termination notice issued by PEII to New Handong was found to be lawful and effective, (ii) New Handong must cease any further use of Playboy property and materials, including but not limited to the production, sale, or distribution of Playboy-branded products, (iii) New Handong is required to make payments to PEII for guaranteed royalties outstanding at the time of termination, a termination fee, and unpaid marketing expenses, plus interest thereon, and certain other fees and expenses, totaling approximately \$81 million, and (iv) all of New Handong’s counterclaims were dismissed. In addition, per the terms of the Tribunal’s decision, as payment of the amounts awarded to PEII were not made in full to PEII by September 20, 2025, interest has been accruing on the amounts owed from the award date to the date of payment at an annual rate of 8.25%. The decision of the Tribunal is final; however, New Handong has not complied with the requirements of such decision. PEII and the Company are seeking enforcement of the Arbitration award in China through the Chinese courts. There can be no assurance that New Handong will comply with a Chinese court’s actions in the future, including making the required monetary payments to PEII and the Company.

Former Model Case

On July 5, 2024, a former Playboy model filed a complaint against the Company, certain of the Company’s affiliates and A&E Television Networks LLC (“A&E”, and collectively, with the Company and its affiliates, the “Defendants”) in California Superior Court for claims arising from A&E’s “Secrets of Playboy” show (the “A&E Show”) which showed certain Playboy videos that depicted the former model. Neither the Company nor its affiliates participated in any way in the creation, production, distribution or airing of the A&E Show, nor did the Company or its affiliates license or otherwise authorize use of the videos in the A&E Show. The complaint alleged, among other things, invasion of privacy, appropriation, distribution of private explicit video, negligence and unfair competition by the Defendants to the detriment of the former model. The lawsuit sought at least \$2 million in damages from the Defendants. As neither the Company nor its affiliates participated in any way in the creation, production, distribution or airing of the A&E Show, nor did the Company or its affiliates license or otherwise authorize use of the videos in the A&E Show, this case was dismissed as to the Company and its affiliates, with prejudice, on April 1, 2025.

15. Severance Costs

We incurred severance and related employee benefits costs during 2025 and 2024 due to the reduction of headcount, as we continue to shift our business to a capital-light model. Severance costs recorded in “All Other” in the table below for the year ended December 31, 2025 were primarily related to the transition of our digital subscriptions and content operations into a licensing model pursuant to the LMA, which we expect to complete in 2026. Severance costs recorded in “Corporate” for the year ended December 31, 2025 were primarily related to brand marketing activities. Refer to Note 20, Segments, for further details. Severance costs are recorded in selling and administrative expenses in our consolidated statements of operations, and in other current liabilities and accrued expenses in our consolidated balance sheets. The cumulative amount of related severance costs incurred starting in 2023 was \$7.1 million as of December 31, 2025.

Severance costs in our consolidated statements of operations were as follows (in thousands):

	Year Ended December 31,	
	2025	2024
Direct-to-Consumer	\$ 82	\$ 36
Corporate	1,296	245
Licensing	147	—
All Other	1,188	605
Total	<u>\$ 2,713</u>	<u>\$ 886</u>

The following is a reconciliation of the beginning and ending severance costs balances recorded in other current liabilities and accrued expenses in our consolidated balance sheets (in thousands):

	Employee Separation Costs
Balance at December 31, 2024	\$ 535
Costs incurred and charged to expense	2,713
Costs paid or otherwise settled	(2,976)
Balance at December 31, 2025	<u>\$ 272</u>

16. Income Taxes

The following table sets forth the domestic and foreign components of loss before income taxes (in thousands):

	Year Ended December 31,	
	2025	2024
United States	\$ (23,762)	\$ (67,301)
Foreign	9,864	(8,948)
Total	<u>\$ (13,898)</u>	<u>\$ (76,249)</u>

The following table sets forth income tax benefit (expense) (in thousands):

	Year Ended December 31,	
	2025	2024
Current expense from income taxes:		
State	\$ (59)	\$ (36)
Foreign	(2,635)	(2,048)
Total current expense from income taxes	(2,694)	(2,084)
Deferred benefit (expense) from income taxes:		
Federal	147	815
State	3,737	(1,813)
Foreign	36	(66)
Total deferred benefit (expense) from income taxes	3,920	(1,064)
Total	<u>\$ 1,226</u>	<u>\$ (3,148)</u>

We adopted ASU 2023-09 “Income Taxes (Topic 740) Improvements to Income Tax Disclosures” on a retrospective basis beginning with the year ended December 31, 2024. The following table presents required disclosure pursuant to ASU 2023-09 and reconciles the U.S. federal statutory tax amount and rate to our actual global effective tax amount and rate (in thousands, except percentages):

	Year Ended December 31,			
	2025		2024	
	Amount	Percent	Amount	Percent
U.S. federal statutory tax rate	\$ 2,919	21.0 %	\$ 16,012	21.0 %
State and local income taxes, net of federal income tax effect ⁽¹⁾	3,691	26.6	(1,561)	(2.0)
Foreign tax effects:				
Australia:				
Interest expense - thin capitalization	—	—	(2,207)	(2.9)
Changes in valuation allowance	(724)	(5.2)	—	—
Return to provision adjustments	599	4.3	—	—
Other	34	0.1	(1,118)	(1.5)
Hong Kong:				
Withholding tax	(1,089)	(7.8)	923	1.2
Statutory rate difference between Hong Kong and U.S.	355	2.6	—	—
Return to provision adjustments	212	1.5	—	—
Foreign tax credit	539	3.9	—	—
Other	151	1.1	965	1.3
United Kingdom:				
Changes in valuation allowance	(197)	(1.4)	—	—
Other	104	0.7	—	—
China:				
Local statutory to GAAP adjustments	389	2.8	—	—
Other	167	1.2	—	—
Other foreign jurisdictions	—	—	(34)	—
Effect of cross-border tax laws:				
Subpart F	(2,473)	(17.8)	(1,592)	(2.1)
Withholding Tax	(323)	(2.3)	(2,005)	(2.6)
Section 367(d) deemed royalty income	(1,123)	(8.1)	(981)	(1.3)
Changes in valuation allowance	(5,627)	(40.5)	(12,116)	(15.9)
Nontaxable or nondeductible items:				
Intangible impairments	—	—	(3,575)	(4.7)
Excess stock-based compensation expense	(580)	(4.2)	—	—
Other	(183)	(1.3)	(902)	(1.2)
Changes in unrecognized tax benefits	(640)	(4.6)	(514)	(0.7)
Other reconciling items	5,025	36.2	5,557	7.3
Total	\$ 1,226	8.8 %	\$ (3,148)	(4.1)%

⁽¹⁾ The state and local jurisdiction that contributes to the majority (greater than 50%) of the tax effect in this category is California.

On August 16, 2022, the Inflation Reduction Act (“IRA”) was signed into law in the United States and includes a 15% book minimum tax on corporations with financial accounting profits over \$1 billion and a 1% excise tax on certain stock buybacks. The IRA also contains numerous clean energy tax incentives related to electricity production, carbon sequestration, alternative vehicles and fuels, and residential and commercial energy efficiency. The IRA did not have any material impact on the Company’s consolidated financial statements for the years ended December 31, 2025 and 2024.

The Company repatriated foreign earnings of \$6.1 million to the United States for the year ended December 31, 2025. Due to the Company’s overall losses incurred and the deduction in the United States for dividends received, such repatriation did not have any material impact on the Company’s tax provision for the year ended December 31, 2025.

Deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to differences between the financial statement and tax bases of assets and liabilities using enacted tax rates expected to apply in the years in which the temporary differences are expected to reverse.

The following table sets forth the significant components of deferred tax assets and liabilities (in thousands):

	December 31,	
	2025	2024
Deferred tax assets:		
Net operating loss carryforwards	\$ 93,963	\$ 86,460
Deferred revenue	625	1,477
Stock-based compensation	2,334	2,304
Investments in partnership	666	2,919
Property and equipment, net	611	385
Operating lease liabilities	5,410	6,247
Other deductible temporary differences	18,367	17,808
Total deferred tax assets	121,976	117,600
Less valuation allowance	(90,767)	(86,826)
Deferred tax assets, net	<u>\$ 31,209</u>	<u>\$ 30,774</u>
Deferred tax liabilities:		
Intangible assets	\$ (33,350)	\$ (35,934)
Operating right of use assets	(4,277)	(5,142)
Total deferred tax liabilities	<u>\$ (37,627)</u>	<u>\$ (41,076)</u>
Deferred tax liabilities, net	<u>\$ (6,418)</u>	<u>\$ (10,302)</u>

The realization of deferred income tax assets may be dependent on the Company's ability to generate sufficient income in future years in the associated jurisdiction to which the deferred tax assets relate. The Company considers all available positive and negative evidence, including scheduled reversals of deferred income tax liabilities, projected future taxable income, tax planning strategies, and recent financial performance. Based on the review of all positive and negative evidence, including a three-year cumulative pre-tax loss, the Company concluded that except for the deferred tax liability recorded on certain indefinite life intangibles, it should record a full valuation allowance against all other net deferred income tax assets at December 31, 2025 and 2024 as none of these deferred income tax assets were more likely than not to be realized as of the balance sheet dates. However, the amount of the deferred income tax assets considered realizable may be adjusted if estimates of future taxable income during the carryforward period are increased or if objective negative evidence in the form of cumulative losses is no longer present. Based on the level of historical operating results the Company has recorded a valuation allowance of \$90.8 million and \$86.8 million as of December 31, 2025 and 2024, respectively. During the years ended December 31, 2025 and 2024, the Company's valuation allowance increased by \$4.0 million and increased by \$14.7 million, respectively. The increase in valuation allowance in 2025 and 2024 was primarily driven by the increase of federal and foreign NOLs.

As of December 31, 2025, the Company had U.S. federal and state NOL carryforwards of \$378.6 million and \$149.1 million, respectively, available to offset taxable income in tax year 2025 and thereafter. Of the \$378.6 million in federal NOL carryforwards, \$196.2 million can be carried forward indefinitely, and the remaining NOL carryforwards start to expire in 2028. Of the \$149.1 million in state NOL carryforwards, \$9.4 million can be carried forward indefinitely and the remaining start to expire in 2028. The Company also had Australian NOLs, United Kingdom ("U.K.") NOLs and Hong Kong NOLs of \$11.9 million, \$1.2 million and \$0.2 million, respectively, that can be carried forward indefinitely.

Tax laws impose restrictions on the utilization of NOL carryforwards in the event of a change in ownership of the Company as defined by Internal Revenue Code Sections 382 and 383. The Company has experienced ownership changes in the past that impact the availability of its net operating losses and tax credits. The Company's ability to utilize existing carryforwards could be substantially restricted should there be additional ownership changes in the future.

A summary of changes to the amount of unrecognized tax benefits is as follows (in thousands):

	Year Ended December 31,	
	2025	2024
Balance at the beginning of the year	\$ 1,110	\$ 596
Increase (decrease) for positions taken in the current year	781	514
Decrease related to settlements with taxing authorities	(140)	—
Balance at the end of the year	<u>\$ 1,751</u>	<u>\$ 1,110</u>

The Company records a tax benefit from uncertain tax positions only if it is more likely than not the tax position will be sustained with the taxing authority having full knowledge of all relevant information. The Company records a reduction to deferred tax assets for unrecognized tax benefits from uncertain tax positions as discrete tax adjustments in the first period that the more-likely-than-not threshold is not met. The Company recorded unrecognized net tax benefits of \$0.6 million for the year ended December 31, 2025 and \$0.5 million for the year ended December 31, 2024. The unrecognized tax benefits are related to foreign withholding taxes on the Company's licensing revenue, allocation of expenses between foreign jurisdictions and permanent establishment risk in a foreign country.

The reversal of the uncertain tax benefits would affect the effective tax rate. The Company has not incurred any material interest or penalties as of the current reporting period with respect to income tax matters. The Company's policy is to recognize interest and penalties related to uncertain tax positions in income tax expense. We estimate that none of the unrecognized tax benefits will be recognized over the next 12 months. As of December 31, 2025 and 2024, there were no material interest and penalties associated with unrecognized tax benefits recorded in the Company's consolidated statements of operations or consolidated balance sheets.

The Company is subject to examinations by taxing authorities for income tax returns filed in the U.S. federal and states as well as foreign jurisdictions. The Company is no longer subject to income tax examination by the U.S. federal, state or local tax authorities for years ended December 31, 2020 or prior; however, its tax attributes, such as NOL carryforwards, are still subject to examination in the year they are used. In our foreign tax jurisdictions, the statute of limitation for tax years after 2019 remain open for examinations in Australia, for tax years after 2021 in the U.K., and for tax years after 2023 in China and Hong Kong.

The amounts of cash income taxes paid by the Company were as follows (in thousands):

	Year Ended December 31,	
	2025	2024
Federal	\$ 341	\$ 587
State and local	105	123
Foreign:		
Hong Kong	1,084	863
China	(360)	374
All other	—	99
Total income taxes paid, net of amounts refunded	<u>\$ 1,170</u>	<u>\$ 2,046</u>

17. Net Loss Per Share

The following table presents the reconciliation of weighted-average shares used in computing net loss per share, basic and diluted:

	Year Ended December 31,	
	2025	2024
Numerator:		
Net loss	\$ (12,672)	\$ (79,397)
Net loss attributable to Playboy, Inc.	\$ (12,672)	\$ (79,397)
Denominator:		
Weighted average common shares outstanding - basic	100,264,706	76,048,609
Dilutive potential common stock outstanding:	—	—
Stock options and RSUs	—	—
Weighted average common shares outstanding - diluted	100,264,706	76,048,609
Basic net loss per share	\$ (0.13)	\$ (1.04)
Diluted net loss per share	\$ (0.13)	\$ (1.04)

The following outstanding potentially dilutive shares have been excluded from the calculation of diluted net loss per share due to their anti-dilutive effect:

	Year Ended December 31,	
	2025	2024
Stock options to purchase common stock	1,997,466	1,997,466
Unvested restricted stock units	4,121,525	3,660,581
Unvested performance-based restricted stock units	—	243,424
Total	6,118,991	5,901,471

18. Accrued Salaries, Wages, and Employee Benefits

We maintain a 401(k) retirement savings plan (the “401(k) Plan”) for all eligible employees in the United States. The 401(k) Plan offers several mutual fund investment options. The purchase of our stock has never been an option in the 401(k) Plan. We make matching contributions to the 401(k) Plan based on each participating employee’s contributions and eligible compensation. The matching contribution expense related to the 401(k) Plan was \$0.3 million for each of the years ended December 31, 2025 and 2024. We are also party to an Australian contribution plan that requires contributions based on a percentage of annual compensation. Contributions to such plans totaled \$1.2 million and \$1.0 million for the years ended December 31, 2025 and 2024, respectively.

19. Related Party Transactions

Transactions with Former China JV Partner

In the first quarter of 2023, we entered into a joint venture for Playboy’s China business (the “China JV”) with CT Licensing Limited, a brand management unit of Fung Group, representing many global brands in China, to jointly own and operate the Playboy licensed business in China (including Hong Kong and Macau). For the year ended December 31, 2025 and 2024, the China JV partner earned approximately \$0.6 million and \$0.4 million in cash dividends, respectively.

In December 2023, we entered into a short-term loan agreement with an affiliate of our China JV partner to support the affiliate’s operating activities related to the China JV. The unsecured loan of \$1.2 million accrued interest at a rate of 7.82% per annum and matured as of February 28, 2024. In January 2024, the loan was repaid in full.

In August 2024, we entered into another short-term loan agreement with an affiliate of our China JV partner and shareholder for \$96,000. The advanced amounts accrued interest at a rate of 5.00% per annum. The balance as of December 31, 2024 was approximately \$40,000. The loan was repaid by the retention of applicable dividends earned and was repaid in full in 2025.

As of October 1, 2025, we and an affiliate of CT Licensing Limited entered into an agency agreement (the “Agency Agreement”), pursuant to which we and CT Licensing Limited agreed to terminate our joint venture relationship and replace it with an agency arrangement, pursuant to which CT Licensing Limited’s affiliate would provide our China licensing business with certain licensing agent and administrative services, in exchange for our payment of commissions to CT Licensing Limited’s affiliate on all licensing revenues they originated for us, from October 1, 2025 until the termination of the Agency Agreement. Such commission expense recorded in 2025 was \$0.4 million.

As called for by the Agency Agreement, in December 2025, we purchased from CT Licensing Limited all of its interests in the China JV and terminated all of the management agreements and shareholder agreement with CT Licensing Limited in connection with the China JV. Refer to the Consolidated Statements of Mezzanine Equity and Stockholders’ Equity (Deficit) for 2025 for additional details. As a result of such termination, CT Licensing Limited was no longer a related party as of December 31, 2025.

Transactions with Byborg

On November 5, 2024, The Million S.a.r.l (a subsidiary of Byborg) completed the purchase of 14,900,000 shares of our common stock and became a significant stockholder of the Company as of such date. Thus, both The Million S.a.r.l and Byborg, as well as their subsidiaries, are considered related parties of the Company.

On December 14, 2024, we entered into a Securities Purchase Agreement with The Million S.a.r.l, pursuant to which we agreed to sell to such purchaser 16,956,842 shares of our common stock, par value \$0.0001 per share, at a price of \$1.50 per share, which agreement was entered into subject to the approval of our stockholders. At our 2025 annual meeting of stockholders held on June 16, 2025, our stockholders rejected the transaction, preventing it from being completed.

In addition, on December 14, 2024, we entered into the LMA with Byborg, pursuant to which Byborg agreed to license the operation of our Playboy Plus, Playboy TV (online and linear) and Playboy Club digital businesses and to license the right to use certain Playboy trademarks and other intellectual property for related businesses and certain other categories. The LMA has an initial term of 15 years, with the operations and license rights pursuant to the LMA having commenced as of January 1, 2025. Pursuant to the LMA, we receive minimum guaranteed royalties of \$20 million per year of the term, which are paid in installments during each year. In addition, per the terms of the LMA, Byborg prepaid the minimum guaranteed amount for the second half of year 15 of the initial term of the LMA, which was received in the third quarter of 2025. Playboy is also entitled to receive excess royalties from the businesses licensed to and operated by Byborg, on the terms and conditions set forth in the LMA. During the year ended December 31, 2025, the Company recognized \$20.0 million of royalties as licensing revenue pursuant to the LMA. As of December 31, 2025, the contract liabilities, net balance attributable to the LMA was \$15.0 million.

There is a transition period under which we will continue to operate the licensed Playboy Plus, Playboy TV (online and linear) and Playboy Club digital businesses according to the terms of the TSA while Byborg worked to take full operational control. The first \$5.0 million of operating expenses incurred in relation to such licensed businesses was our responsibility to bear. Any operating expenses paid by us with respect to such licensed businesses above the \$5.0 million threshold are reimbursable to us by Byborg. Byborg is entitled to cash collected by us while operating the licensed businesses during the transition period, and we are obligated to remit the funds to Byborg quarterly. The cash is remitted on a net basis to Byborg, such that any operating expenses incurred beyond the \$5.0 million expense threshold are deducted from amounts we have collected for Byborg. In the second quarter of 2025, we reached the \$5.0 million threshold of operating expenses of the digital businesses which we were responsible for under the LMA. As of December 31, 2025, the remittances payable to Byborg totaled \$2.8 million.

Transactions with our Primary Lender and its Affiliates

On January 29, 2025, we completed the conversion of 7,000 shares of the 28,000.00001 outstanding shares of our Series B Convertible Preferred Stock into 3,784,688 shares of our common stock, at a conversion price of \$1.84956 per share in accordance with the terms of the Series B Convertible Preferred Stock. On August 22, 2025, we completed the conversion of all remaining 21,000.00001 outstanding shares of Series B Convertible Preferred Stock into 12,439,730 shares of our common stock, at a conversion price of \$1.74448 per share, in accordance with the terms of the Series B Convertible Preferred Stock. As a result of such conversions, a total of 14,008,313 shares of common stock were issued to affiliates of our primary senior secured lender, as of the conversion date. As a result, on August 22, 2025 (the date of the second conversion), our primary senior secured lender and its affiliates became a related party of the Company. Refer to Note 12, Convertible Preferred Stock, for further information on our Series B Convertible Preferred Stock and its conversion resulting in the elimination of all outstanding shares of our Series B Convertible Preferred Stock as of August 22, 2025.

Total debt, net of unamortized debt issuance costs and debt premium, attributable to affiliates of our primary senior secured lender under the term loan described in Note 9, Debt, was \$158.0 million and \$160.2 million as of December 31, 2025 and 2024, respectively. Accrued interest included in other current liabilities and accrued expenses in our consolidated balance sheet as of December 31, 2025 and attributable to affiliates of our primary senior secured lender was \$0.4 million. Interest expense attributable to affiliates of our primary senior secured lender for the period from August 22, 2025 (the date of the second conversion) through December 31, 2025 was \$3.0 million. Interest expense paid to affiliates of our primary senior secured lender for the period from the date of the second conversion through December 31, 2025 was \$5.1 million. Pursuant to the A&R Sixth Amendment, we also paid a fee of \$0.4 million to our lenders, in November 2025.

20. Segments

As of January 1, 2025, our digital subscriptions and content operations transitioned into a licensing model in conjunction with the LMA. As a result, our previously reported Digital Subscriptions and Content operating and reportable segment was eliminated as of January 1, 2025. As of December 31, 2025, we had two reportable segments: Direct-to-Consumer and Licensing. The Direct-to-Consumer segment derives revenue from sales of consumer products sold directly to customers online or at brick-and-mortar stores through our lingerie business, Honey Birdette, with 51 stores in three countries as of December 31, 2025. The Licensing segment derives revenue from trademark licenses for third-party consumer products and location-based entertainment businesses, and starting January 1, 2025, minimum guaranteed royalties from licensing certain intellectual property and operation of our Playboy Plus, Playboy TV (online and linear) and Playboy Club digital businesses to Byborg pursuant to the LMA.

The prior year comparative period has been recast to include previously reported digital subscriptions and content operations in "All Other". The "All Other" column in the prior year comparative period table below derived revenue from the subscription of Playboy programming that was distributed through various channels, including websites and domestic and international television, as well as sales of creator content offerings and memberships to consumers through the Playboy Club platform. The "All Other" column for the year ended December 31, 2025 includes amortization of deferred revenue balances related to the previously reported digital subscriptions and content operations that existed as of December 31, 2024 (prior to the LMA effective date of January 1, 2025), the write-off of certain previously capitalized content expenses and transition expenses incurred pursuant to the TSA.

Revenues and expenses associated with *Playboy* magazine, events and sponsorships, which were previously included in the Digital Subscriptions and Content segment, were not allocated to segments for the year ended December 31, 2025 due to the realignment of the presentation of such revenues and expenses in the financial information our Chief Operating Decision Maker ("CODM") reviews. Such revenues and expenses were instead presented in our corporate revenue and expense allocations as activities associated with brand marketing and awareness. Our prior year comparative period segment reporting recast such revenues and expenses to conform to our current period segment presentation for comparative purposes. In the first, second and third quarters of 2024, there were no business activities related to *Playboy* magazine, events and sponsorships.

Our Chief Executive Officer is our CODM. Segment information is presented in the same manner that our CODM reviews the operating results in assessing performance and allocating resources. Consolidated operating (loss) income is the measure of segment operating (loss) profit most consistent with GAAP that is regularly reviewed by our CODM. Total asset information is not included in the tables below as it is not provided to and reviewed by our CODM. The "All Other" columns in the tables below primarily include previously reported digital subscriptions and content operations as described above. These operations are no longer reviewed by our CODM due to their transition into a licensing model pursuant to the LMA. The "Corporate" line item in the tables below includes operating revenues associated with *Playboy* magazine, events and sponsorships and expenses that are not allocated to the reportable segments presented to our CODM. These expenses include legal, human resources, information technology and facilities, accounting/finance and brand marketing costs. Expenses associated with *Playboy* magazine, events and sponsorships are included in brand marketing costs. The accounting policies of the reportable segments are the same as those described in Note 1, Basis of Presentation and Summary of Significant Accounting Policies.

The following table sets forth financial information by reportable segment and attributable to corporate and certain other activities (in thousands):

Year Ended December 31, 2025

	Direct-to- Consumer	Licensing	Corporate	All Other ⁽³⁾	Total
Net revenues	\$ 70,854	\$ 46,406	\$ 1,315	\$ 2,353	\$ 120,928
Cost of sales ⁽¹⁾	(28,461)	(4,536)	(128)	(1,952)	(35,077)
Gross profit	42,393	41,870	1,187	401	85,851
Personnel	(18,595)	(3,538)	(19,820)	(3,308)	(45,261)
Rent	(7,063)	(12)	(1,389)	—	(8,464)
Marketing	(6,143)	(144)	(2,132)	(34)	(8,453)
Other segment items ⁽²⁾	(10,298)	(6,354)	(13,498)	(1,551)	(31,701)
Operating income (loss)	294	31,822	(35,652)	(4,492)	(8,028)
Interest expense					(8,225)
Other nonoperating expense, net					2,355
Loss before income taxes					<u>\$ (13,898)</u>

Year Ended December 31, 2024

	Direct-to- Consumer	Licensing	Corporate	All Other	Total
Net revenues	\$ 69,729	\$ 24,802	\$ 662	\$ 20,942	\$ 116,135
Cost of sales ⁽¹⁾	(30,345)	(2,310)	—	(9,125)	(41,780)
Gross profit	39,384	22,492	662	11,817	74,355
Personnel	(16,996)	(2,093)	(16,255)	(12,698)	(48,042)
Rent	(7,238)	—	(2,645)	(28)	(9,911)
Marketing	(6,118)	(138)	(759)	(501)	(7,516)
Other segment items ⁽²⁾	(11,318)	(5,615)	(16,151)	(26,640)	(59,724)
Operating (loss) income	(2,286)	14,646	(35,148)	(28,050)	(50,838)
Interest expense					(23,689)
Other nonoperating expense, net					(1,722)
Loss before income taxes					<u>\$ (76,249)</u>

⁽¹⁾ Direct-to-consumer cost of sales includes an immaterial amount of rent for the years ended December 31, 2025 and 2024.

⁽²⁾ Includes intercompany expense allocations from our Corporate segment to our Direct-to-Consumer segment of \$3.9 million and \$3.7 million for the year ended December 31, 2025 and 2024, respectively, that eliminate upon consolidation.

⁽³⁾ For the year ended December 31, 2025, transition expenses associated with the digital businesses licensed to Byborg, which we are responsible for during the transition period pursuant to the TSA, reached the \$5.0 million threshold, with \$1.7 million recorded as cost of sales and \$3.3 million recorded as selling and administrative expenses in our consolidated statements of operations for the year ended December 31, 2025.

Other segment items for the years ended December 31, 2025 and 2024 were primarily comprised of the following:

Direct-to-Consumer: outside consulting and legal fees, as well as technology and equipment expenses.

Licensing: expenses that were attributable to our China joint venture, outside consulting expenses and legal fees.

Corporate: outside consulting expenses, rent expense, insurance expense, and audit and tax fees for the years ended December 31, 2025 and 2024, as well as non-cash impairment charges of \$0.5 million and \$3.8 million on our artwork held for sale and \$1.5 million and \$0.6 million on our corporate leases during the years ended December 31, 2025 and 2024, respectively.

All Other: outside consulting expenses for the years ended December 31, 2025 and 2024, as well as non-cash impairment charges of \$17.0 million on our goodwill and \$4.7 million related to our internally developed software during the year ended December 31, 2024.

The following table sets forth financial information by reportable segment (in thousands):

	Year Ended December 31,	
	2025	2024
Depreciation and amortization:		
Direct-to-Consumer	\$ (2,329)	\$ (3,583)
Digital Subscriptions and Content	—	(2,705)
Corporate	(709)	(719)
Total	\$ (3,038)	\$ (7,007)

Refer to Note 7, Intangible Assets and Goodwill, for details on goodwill by reportable segment.

Geographic Information

Revenue by geography is based on where the customer is located. Long-lived assets, net includes property and equipment, net and operating lease right-of-use assets. The following tables set forth revenue and long-lived assets, net by geographic area (in thousands):

	Year Ended December 31,	
	2025	2024
Net revenues:		
United States	\$ 40,160	\$ 55,926
Australia	29,158	31,274
Luxembourg	20,000	—
China	12,632	11,041
United Kingdom	12,228	10,015
Other	6,750	7,879
Total	\$ 120,928	\$ 116,135

	December 31,	
	2025	2024
Long-lived assets:		
United States	\$ 11,376	\$ 18,025
Australia	8,732	6,044
Other	138	270
Total	\$ 20,246	\$ 24,339

21. Subsequent Events

On February 9, 2026 (the “Effective Date”), we entered into a share purchase agreement with UTG Brands Management Group Limited, a company incorporated in Hong Kong (“UTG,” and such agreement, the “Purchase Agreement”). The Purchase Agreement involves the sale and issuance of equity interests in a joint venture entity and the proposed joint venture arrangement with UTG in connection with the management and licensing of Playboy’s intellectual property in the People’s Republic of China, Hong Kong and Macau. At the initial closing of the Purchase Agreement, certain of our subsidiaries will enter into a shareholders agreement that will govern the joint venture.

Share Purchase Agreement

Under the terms of the Purchase Agreement, UTG will purchase 50% of our licensing business in the People’s Republic of China, Hong Kong and Macau, through the acquisition of 50% of the equity interest in Playboy China (BVI) Limited, a BVI business company incorporated in the British Virgin Islands (the “New China JV”), for an aggregate purchase price of \$45,000,000. Concurrent with the execution of the Purchase Agreement, UTG paid \$9,000,000 to us as a signing deposit (the “Signing Deposit”).

The sale and purchase of the shares will take place over three separate closings, the first of which is expected on or before March 31, 2026 (the “Initial Closing Date”). On the Initial Closing Date, the New China JV will issue and sell 1,333 class B ordinary shares of the New China JV (“Class B Shares”) to UTG for aggregate consideration of \$11,997,000 (\$9,000,000 of which will be credited from the Signing Deposit, and \$2,997,000 of which will be paid on the Initial Closing Date) and we will sell and transfer to UTG 334 Class B Shares for aggregate consideration of \$3,006,000, for total aggregate consideration on the Initial Closing Date of \$15,003,000. At the second closing (to occur on or before January 4, 2027), we will sell and transfer to UTG 1,667 Class B Shares for aggregate consideration of \$15,003,000, and, at the third closing (to occur on or before January 4, 2028), we shall sell and transfer to UTG 1,666 Class B Shares for aggregate consideration of \$14,994,000. We will use the full proceeds from the initial, second, and third closings pursuant to the Purchase Agreement for the repayment of debt.

In addition to the proceeds from the sale of equity interest in the New China JV, and subject to the consummation of the transactions contemplated under the Purchase Agreement, we expect to receive (a) \$10,000,000 over a three-year period from UTG in connection with brand support services we will provide to UTG under a brand support services agreement, and (b) annual minimum distributions under a shareholders agreement of \$10,000,000 in 2026, \$9,000,000 in 2027 and \$8,000,000 in each of year 2028 through and including 2033. Each of the brand support services agreement and shareholders agreement will be entered into concurrent with the initial closing under the Purchase Agreement.

Conditions to the Transaction

The consummation of the transaction contemplated by the Purchase Agreement (the “Transaction”) is subject to the mutual conditions set forth in the Purchase Agreement, including: (a) absence of any applicable law by a governmental authority prohibiting consummation of the Transaction and (b) the absence of any governmental order, decree, ruling or any other action of a governmental authority restraining, enjoining or prohibiting the Transaction.

In addition, the obligation of UTG to consummate the Transaction is conditioned upon: (a) performance by us and any of our applicable affiliates of all obligations, agreements and covenants in all material respects and compliance with all covenants and conditions in all material respects; (b) the absence of a material adverse change; and (c) receipt of Chinese outbound direct investment approvals and related matters (“ODI Approvals”).

Our obligation to consummate the Transaction is conditioned upon performance by UTG of all obligations, agreements and covenants in all material respects and compliance with all covenants and conditions in all material respects.

Additional Covenants; Other Terms

The Purchase Agreement contains certain representations and warranties, covenants and indemnities customary for transactions similar to the transaction contemplated therein, including, among others, covenants by us and UTG to use commercially reasonable efforts to consummate the Transaction, comply promptly with applicable law as may be imposed and to obtain the ODI Approvals. The representations, warranties, and covenants contained in the Purchase Agreement were made solely for the benefit of the parties thereto and may be subject to limitations agreed upon by such parties.

Termination Fee; Outside Date

The Purchase Agreement contains customary termination rights, including the right of either us or UTG to terminate if certain conditions precedents have not been satisfied on or before March 31, 2026 (the “Outside Date”). If, prior to the Initial Closing Date, the Purchase Agreement is terminated (a) by us or UTG due to any governmental order or governmental authority prohibiting (or the enactment or promulgation of an applicable law that prohibits) the consummation of the Transaction other than a termination as a result of any governmental order or applicable law of the United States that prohibits the consummation of the Transaction, (b) by us in the event the ODI Approvals are not received if (i) the ODI Approvals closing condition has not been waived by UTG and (ii) the failure to receive such approvals is not primarily the result of our failure to comply with our covenants under the Purchase Agreement, (iii) by us or UTG due to the consummation of the Transaction violating an order, decree or judgment of a governmental authority other than a termination as a result of any order, decree or judgment by a governmental authority of the United States, (iv) by us due to UTG’s failure to deliver all items that it is required to deliver under the Purchase Agreement prior to the initial closing, (v) by us due to UTG’s material breach or failure to perform its covenants under the Purchase Agreement, or (vi) by UTG due to ODI Approvals not having been received by the Outside Date, then we will be entitled to retain the Signing Deposit as a termination fee. If the Purchase Agreement is terminated for any other reason prior to the Initial Closing Date, we will be required to reimburse UTG for the amount of the Signing Deposit as a termination fee.

Amendment No. 7 to the Amended and Restated Credit and Guaranty Agreement

On the Effective Date, we entered into Amendment No. 7 of the A&R Credit Agreement (“Amendment No. 7”) to, substantially concurrently with the initial closing of the Transaction, amend the terms of the A&R Credit Agreement, to, among other things: (i) permit the Transaction, (ii) permit the contribution of certain intellectual property from us to the New China JV at the second closing pursuant to the Purchase Agreement, and (iii) provide for additional representations, covenants, and mandatory prepayments related to the Transaction (including the entire \$45,000,000 purchase price for the Transaction and an additional \$6.666 million from us).

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosures

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2025. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives.

Based on the evaluation performed as of December 31, 2025, as a result of the material weaknesses in internal control over financial reporting that are described below in Management’s Report on Internal Control Over Financial Reporting, our Chief Executive Officer and Chief Financial Officer determined that our disclosure controls and procedures were not effective as of such date.

Management’s Report on Internal Controls Over Financial Reporting

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). A company’s internal control over financial reporting is a process designed by, or under the supervision of, its Chief Executive Officer and Chief Financial Officer, and effected by such company’s board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company’s annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

Management, with the participation of our Chief Executive Officer and Chief Financial Officer, has conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2025, based on the framework set forth in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management has concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2025 due to the material weaknesses described below.

Management has determined that the Company had the following material weaknesses in its internal control over financial reporting:

Control Environment, Risk Assessment, and Monitoring

We did not maintain appropriately designed entity-level controls impacting the control environment, risk assessment procedures, and effective monitoring controls to prevent or detect material misstatements to the consolidated financial statements. These deficiencies were attributed to: (i) lack of structure and responsibility, insufficient number of qualified resources and inadequate oversight and accountability over the performance of controls, (ii) ineffective identification and assessment of risks impacting internal control over financial reporting, and (iii) ineffective evaluation and determination as to whether the components of internal control were present and functioning.

Control Activities and Information and Communication

These material weaknesses contributed to the following additional material weaknesses within certain business processes and the information technology environment:

- We did not fully design, implement and monitor general information technology controls in the areas of program change management, user access, and segregation of duties for systems supporting substantially all of the Company's internal control processes. Accordingly, the Company did not have effective automated process-level controls, and manual controls that are dependent upon the information derived from the IT systems are also determined to be ineffective.
- We did not design and implement, and retain appropriate documentation of formal accounting policies, procedures and controls across substantially all of the Company's business processes to achieve timely, complete, accurate financial accounting, reporting, and disclosures. Additionally, we did not design and implement controls maintained at the corporate level which are at a sufficient level of precision to provide for the appropriate level of oversight of business process activities and related controls.
- We did not appropriately design and implement management review controls at a sufficient level of precision around complex accounting areas and disclosure including asset impairments, revenue contracts, income tax, stock-based compensation, lease, debt amendment and preferred stock accounting.
- We did not appropriately design and implement controls over the existence, accuracy, completeness, valuation and cutoff of inventory.

Although these material weaknesses did not result in any material misstatement of our consolidated financial statements for the periods presented, they could lead to a material misstatement of account balances or disclosures. Accordingly, management has concluded that these control deficiencies constitute material weaknesses.

Remediation Efforts

We continue to work on designing and implementing effective internal controls measures to improve our internal control over financial reporting and remediate the material weaknesses. Our internal control remediation efforts include the following:

- We hired additional qualified accounting resources to oversee risk assessment procedures and remedial actions over internal controls.
- We are in the process of reassessing and formalizing the design of certain accounting and information technology policies relating to security and change management controls.
- We engaged an outside firm to assist management with (i) reviewing our current processes, procedures, and systems and assessing the design of controls to identify opportunities to enhance the design of controls that would address relevant risks identified by management, and (ii) enhancing and implementing protocols to retain sufficient documentary evidence of operating effectiveness of such controls.

In addition to implementing and refining the above activities, we expect to engage in additional remediation activities in coming fiscal years, including:

- Continuing to enhance and formalize our accounting, business operations, and information technology policies, procedures, and controls to achieve complete, accurate, and timely financial accounting, reporting and disclosures.
- Establishing effective general controls over our accounting and operating systems to ensure that our automated process level controls and information produced and maintained in our IT systems is relevant and reliable.
- Designing and implementing controls that address the completeness and accuracy of underlying data used in the performance of controls over accounting transactions and disclosures.

- Enhancing policies and procedures to retain adequate documentary evidence for certain management review controls over certain business processes including precision of review and evidence of review procedures performed to demonstrate effective operation of such controls.
- Developing monitoring controls and protocols that will allow us to timely assess the design and the operating effectiveness of controls over financial reporting and make necessary changes to the design of controls, if any.

While these actions and planned actions are subject to ongoing management evaluation and will require validation and testing of the design and operating effectiveness of internal controls over a sustained period of financial reporting cycles, we are committed to the continuous improvement of our internal control over financial reporting and will continue to diligently review our internal control over financial reporting.

Attestation Report of Independent Registered Public Accounting Firm

The effectiveness of our internal control over financial reporting as of December 31, 2025 has been audited by BDO USA, P.C., an independent registered public accounting firm, as stated in its report which is included in the following pages of this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

As described above, we are in the process of implementing changes to our internal control over financial reporting to remediate the material weaknesses described herein. There have been no changes in our internal control over financial reporting during our fourth quarter ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

The effectiveness of any system of internal control over financial reporting, including ours, is subject to inherent limitations, including the exercise of judgment in designing, implementing, operating, and evaluating the controls and procedures, and the inability to eliminate misconduct completely. Accordingly, any system of internal control over financial reporting, including ours, no matter how well designed and operated, can only provide reasonable, not absolute assurances. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. We intend to continue to monitor and upgrade our internal controls as necessary or appropriate for our business, but there can be no assurance that such improvements will be sufficient to provide us with effective internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors
Playboy, Inc.
Los Angeles, California

Opinion on Internal Control over Financial Reporting

We have audited Playboy, Inc.'s (the "Company's") internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, the Company did not maintain, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on the COSO criteria.

We do not express an opinion or any other form of assurance on management's statements referring to any corrective actions taken by the Company after the date of management's assessment.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive loss, mezzanine equity and stockholders' equity (deficit), and cash flows for each of the years then ended, and the related notes and schedule (collectively referred to as the "consolidated financial statements") and our report dated March 16, 2026, expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Item 9A, Management's Report on Internal Control over Financial Reporting". Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with 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 internal control over financial reporting in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. Material weaknesses have been identified and described in management's assessment. These material weaknesses related to management's failure to design and maintain effective controls over financial reporting, specifically related to the following: (1) entity-level controls impacting the control environment, risk assessment procedures, and monitoring controls to prevent or detect material misstatements to the consolidated financial statements; (2) general information technology controls related to program change management, user access, and segregation of duties for systems supporting substantially all of the Company's internal control processes; (3) documentation of formal accounting policies, procedures and controls across all business processes as well as design and maintenance of controls at the corporate level at a sufficient level of precision; (4) design and implementation of management review controls at a sufficient level of precision over complex accounting areas and related disclosures, including asset impairments, revenue contracts, income tax, stock-based compensation, leases, debt amendments and preferred stock accounting; and, (5) the design and implementation of controls over the existence, accuracy, completeness, valuation and cutoff of inventory.

These material weaknesses were considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2025 consolidated financial statements, and this report does not affect our report dated March 16, 2026, on those consolidated financial statements.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ BDO USA, P.C.

Los Angeles, California

March 16, 2026

Item 9B. Other Information

No Rule 10b5-1 plans or non-Rule 10b5-1 trading arrangements were adopted, modified or terminated by officers or directors of the Company in the year ended December 31, 2025.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information relating to our directors, executive officers and corporate governance is incorporated by reference from the sections entitled “Proposal No. 1 - Election of Directors,” “Executive Officers and Additional Director Information” and “Corporate Governance ” in the Company’s proxy statement for the 2026 annual meeting of the Company’s stockholders (the “2026 Proxy Statement”), which is expected to be filed within 120 days of our fiscal year end.

The Company has an insider trading policy governing the purchase, sale and other dispositions of the Company’s securities (the “Insider Trading Policy”) that applies to all of the Company’s directors, officers, employees and other covered persons identified within the Insider Trading Policy. The Company believes that the Insider Trading Policy is reasonably designed to promote compliance with applicable U.S. federal securities laws, rules and regulations, as well as Nasdaq listing standards applicable to the Company, relating to insider trading. In addition, with regard to the Company’s trading in its own securities, it is the Company’s policy to comply with applicable federal securities laws and Nasdaq listing requirements. The Insider Trading Policy is filed as Exhibit 19.1 to this Annual Report on Form 10-K.

Item 11. Executive Compensation

Information relating to the compensation of our executive officers and directors is incorporated by reference from the sections entitled “Executive Compensation” and “Director Compensation” in the 2026 Proxy Statement (provided that the Pay-Versus-Performance disclosure shall not be deemed to be incorporated by reference herein).

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

Information relating to the ownership of our securities by certain beneficial owners and our management, equity compensation plans and related stockholder matters is incorporated by reference from the section entitled “Ownership of Common Stock” in the 2026 Proxy Statement.

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

Information relating to related party transactions and director independence is incorporated by reference from the sections entitled “Certain Relationships and Related-Party and Other Transactions” and “Director Independence” in the 2026 Proxy Statement.

Item 14. Principal Accountant Fees and Services

Information relating to the principal accounting services provided to the Company and the fees for such services is incorporated by reference from the section entitled “Principal Accountant Fees and Services” in the 2026 Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statement Schedules

- (a) The following documents are filed as part of this Annual Report on Form 10-K:
1. Consolidated Financial Statements: Refer to “Index to Consolidated Financial Statements” at “Item 8. Consolidated Financial Statements and Supplementary Data” herein.
- (b) Consolidated Financial Statement Schedule.

Schedule II -Valuation and Qualifying Account

(in thousands)	Balance at Beginning of Year	Costs Charged to Expenses (Reversal of Expense)	Write-offs	Balance at End of Year
Year Ended December 31, 2024				
Reserve for inventory	\$ 5,478	\$ (1,056)	\$ (197)	\$ 4,225
Allowance for credit losses	—	636	(155)	481
Year Ended December 31, 2025				
Reserve for inventory	\$ 4,225	\$ (562)	\$ (329)	\$ 3,334
Allowance for credit losses	481	508	(306)	683

- (c) Exhibits: The exhibits listed in the Exhibit Index below are filed or incorporated by reference as part of this Annual Report on Form 10-K.

Exhibit Index

Exhibit No.	Description
3.1	Second Amended and Restated Certificate of Incorporation of Playboy, Inc. (incorporated by reference to Exhibit 3.1 of PLBY’s Form 8-K filed with the SEC on February 16, 2021)
3.2	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Playboy, Inc. (incorporated by reference to Exhibit 3.1 of Playboy’s Form 8-K filed with the SEC on June 25, 2025)
3.3	Certificate of Designation of the Series B Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 of the Company’s Current Report on Form 8-K filed with the SEC on November 14, 2024)
3.4	Second Amended and Restated Bylaws of Playboy, Inc. (incorporated by reference to Exhibit 3.2 of Playboy’s Form 8-K filed with the SEC on June 25, 2025)
4.1	Description of registrant’s securities
10.1†	Playboy Enterprises, Inc. 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.33 of the Company’s Form 8-K filed with the SEC on February 16, 2021)
10.2†	Amended and Restated 2021 Equity and Incentive Compensation Plan of the Company, effective as of June 25, 2025 (incorporated by reference to Exhibit 10.1 of the Company’s Form 8-K filed with the SEC on June 25, 2025)
10.3†	Employment Agreement, dated as of January 31, 2021, by and between Playboy Enterprises, Inc. and Ben Kohn (as assumed by the Company) (incorporated by reference to Exhibit 10.23 of the Company’s Form 8-K filed with the SEC on February 16, 2021)
10.4†	Employment Agreement, dated as of March 22, 2023, by and between Marc Crossman and Playboy Enterprises, Inc. (incorporated by reference to Exhibit 10.1 of the Company’s Current Report on Form 8-K filed with the SEC on March 22, 2023)
10.5†	Employment Agreement, dated as of February 10, 2021, by and between Playboy Enterprises, Inc. and Chris Riley (as assumed by the Company) (incorporated by reference to Exhibit 10.24 of the Company’s Form 8-K filed with the SEC on February 16, 2021)
10.6†	The Company’s Non-Employee Director Compensation Policy, amended and restated as of April 20, 2023 (incorporated by reference to Exhibit 10.6 of the Company’s Current Report on Form 10-Q filed with the SEC on May 10, 2023)

Exhibit No.	Description
10.7*	Amended and Restated Credit and Guaranty Agreement, dated as of May 10, 2023, by and among the Company, Playboy Enterprises, Inc., each guarantor party thereto, the lenders party thereto, and Acquiom Agency Services LLC, as the administrative agent and the collateral agent (incorporated by reference to Exhibit 10.7 of PLBY's Current Report on Form 10-Q filed with the SEC on May 10, 2023)
10.8*	Amendment No. 1 to Amended and Restated Credit and Guaranty Agreement, dated as of November 2, 2023, by and among the Company, Playboy Enterprises, Inc., each guarantor party thereto, the lenders party thereto, and DBD Credit Funding LLC, as the administrative agent and the collateral agent (incorporated by reference to Exhibit 10.1 to PLBY's Current Report on Form 8-K filed with the SEC on November 6, 2023)
10.9*	Amendment No. 2 to Amended and Restated Credit and Guaranty Agreement, dated as of March 27, 2024, by and among the Company, Playboy Enterprises, Inc., each guarantor party thereto, the lenders party thereto, and DBD Credit Funding LLC, as the administrative agent and the collateral agent (incorporated by reference to Exhibit 10.14 to PLBY's Annual Report on Form 10-K filed with the SEC on March 29, 2024)
10.10*	Amendment No. 3 to Amended and Restated Credit and Guaranty Agreement, dated November 11, 2024 (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed with the SEC on November 14, 2024)
10.11	Amendment No. 4 to Amended and Restated Credit and Guaranty Agreement, dated as of March 12, 2025, by and among the Company, Playboy Enterprises, Inc., each guarantor party thereto, the lenders party thereto, and DBD Credit Funding LLC, as the administrative agent and the collateral agent (incorporated by reference to Exhibit 10.19 of the Company's Annual Report on Form 10-K filed with the SEC on March 13, 2025)
10.12*	Amendment No. 5 to Amended and Restated Credit and Guaranty Agreement, dated as of August 11, 2025, by and among the Company, Playboy Enterprises, Inc., each guarantor party thereto, the lenders party thereto, and DBD Credit Funding LLC, as the administrative agent and the collateral agent (incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q filed with the SEC on August 12, 2025)
10.13*	Amendment No. 6 to Amended and Restated Credit and Guaranty Agreement, dated as of November 10, 2025, by and among the Company, Playboy Enterprises, Inc., each guarantor party thereto, the lenders party thereto, and DBD Credit Funding LLC, as the administrative agent and the collateral agent (incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2025)
10.14*	Amendment No. 7 to Amended and Restated Credit and Guaranty Agreement, dated as of February 9, 2026, by and among the Company, Playboy Enterprises, Inc., each guarantor party thereto, the lenders party thereto, and DBD Credit Funding LLC, as the administrative agent and the collateral agent (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the SEC on February 9, 2026)
10.15	Form of Retention Agreement of the Company, dated as of June 4, 2025 (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC on June 6, 2025)
10.16*	Lease Agreement, dated August 11, 2025, by and between Playboy Enterprises, Inc. and RK Rivani LLC (incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q filed with the SEC on August 12, 2025)
10.17*	Share Purchase Agreement, dated February 9, 2026, by and among subsidiaries of the Company and UTG (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC on February 9, 2026)
10.18†	Employment Agreement, dated as of February 22, 2026, by and between David Miller and Playboy Enterprises International, Inc. (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC on February 24, 2026)
14.1	Code of Conduct and Ethics, adopted by the Company's board of directors on February 10, 2021 (incorporated by reference to Exhibit 14.1 of the Company's Form 8-K filed with the SEC on February 16, 2021)
19.1	Insider Trading Policy
21.1	List of subsidiaries of Playboy, Inc.
23.1	Consent of BDO USA, P.C.
24.1	Power of Attorney (included on signature page)
31.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1^	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2^	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
97.1	The Company's Clawback Policy
101.INS	Inline XBRL Instance Document

Exhibit No.	Description
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Schedules and exhibits to this agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the SEC upon request.

† Management contract or compensation plan or arrangement.

+ Certain confidential portions (indicated by brackets and asterisks) have been omitted from this exhibit pursuant to Item 601(b)(10) of Regulation S-K. The Company agrees to furnish to the SEC a copy of any omitted portions of the exhibit upon request.

^ This certification is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 16. Form 10-K Summary

None.

