UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2026

OR

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

For the transition period from _____ to _____

Commission File Number: 001-40575

EverCommerce Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**81-4063248**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3601 Walnut Street, Suite 400 Denver, Colorado	**80205**
(Address of principal executive offices)	(Zip Code)

(720) 647-4948
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, $0.00001 par value	EVCM	The Nasdaq Stock Market LLC

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

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

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

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☒		

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

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

As of October 31, 2026, there were 175,634,171 shares of the registrant's common stock, par value $0.00001, outstanding.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q may be forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "forecasts," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to statements regarding our future results of operations and financial position, expectations regarding potential income tax benefits and the timing thereof, industry and business trends, macroeconomic and market conditions, equity compensation, business strategy, plans, market growth, future acquisitions and other capital expenditures, our stock repurchase program, plans for acquired businesses, progress towards remediation of our material weakness, and our objectives for future operations.

The forward-looking statements in this Quarterly Report on Form 10-Q are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, our limited operating history and evolving business; our recent growth rates may not be sustainable or indicative of future growth; we have experienced net losses in the past and we may not achieve profitability in the future; we may continue to experience significant quarterly and annual fluctuations in our operating results due to a number of factors, which makes our future operating results difficult to predict; in order to support the growth of our business and acquisition strategy, we may need to incur additional indebtedness or seek capital through new equity or debt financings; we may not be able to continue to expand our share of our existing vertical markets or expand into new vertical markets; we face intense competition in each of the industries in which we operate; the industries in which we operate are rapidly evolving and the market for technology-enabled services that empower small and medium-sized businesses is relatively immature and unproven; we are subject to economic and political risk, the business cycles of our clients and changes in the overall level of consumer and commercial spending, which could negatively impact our business, financial condition and results of operations; we are dependent on payment card networks, such as Visa and MasterCard, and payment processors, such as Worldpay and PayPal, and if we fail to comply with the applicable requirements of the payment networks or our payment processors, they can seek to fine us, suspend us, terminate our agreements and/or terminate our registrations through our bank sponsors; if we cannot keep pace with rapid developments and changes in the electronic payments market or are unable to introduce, develop and market new and enhanced versions of our software solutions we may be put at a competitive disadvantage with respect to our services that incorporated payment technology; real or perceived errors, failures or bugs in our solutions could adversely affect our business results of operations, financial condition and growth prospects; our and our third-party providers exposure to cybersecurity risks and incidents; our use of AI technologies may not be beneficial to our business, and may cause the performance of our products, services and business, as well as our reputation and reputations of our customers, to suffer or cause us to incur liability resulting from the violation of laws or contracts to which we are a party; our estimated total addressable market is subject to inherent challenges and uncertainties; failure to effectively develop and expand our sales and marketing capabilities; our ability to increase our customer base and achieve broader market acceptance and utilization of our solutions; impairment in the value of our goodwill or intangible assets; our information technology systems and our third-party providers' information technology systems, including Worldpay, PayPal and other payment processing partners, may fail, or our third-party providers may discontinue providing their services or technology generally or to us specifically; the impact of a future pandemic, epidemic, or outbreak of infectious disease could impact our business, financial condition and results of operations, as well as the business or operations of third parties with whom we conduct business; we may be unsuccessful in achieving our objectives through acquisitions, dispositions or other strategic transactions; revenues and profits generated through acquisitions may be less than anticipated, and we may fail to uncover all liabilities of acquisition targets; risks related to scrutiny on environmental sustainability and social initiatives; our ability to adequately protect or enforce our intellectual property and other proprietary rights; risk of patent, trademark and other intellectual property infringement claims; risks related to governmental regulation and other legal obligations, particularly related to privacy, data protection and information security, and our actual or perceived failure to comply with such obligations; risks related to our sponsor stockholders agreement and qualifying as a "controlled company" under the rules of The Nasdaq Stock Market; significant increased costs as a result of operating as a public company, and our management is required to devote substantial time to new compliance initiatives; as well as the other factors described in our Annual Report on Form 10-K for the year ended December 31, 2025 ("Annual Report on Form 10-K"), as updated by our other filings with the Securities and Exchange Commission (the "SEC"). The forward-looking statements in this Quarterly Report on Form 10-Q are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements

should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

You should read this Quarterly Report on Form 10-Q and the documents that we reference in this Quarterly Report on Form 10-Q and have filed as exhibits to this Quarterly Report on Form 10-Q with the understanding that our actual future results, performance and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. These forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained in this Quarterly Report on Form 10-Q, whether as a result of any new information, future events or otherwise.

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

EverCommerce Inc.
Condensed Consolidated Balance Sheets
(in thousands, except per share and share amounts)
(unaudited)

	September 30, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 139,007	$ 129,730
Accounts receivable, net of allowance for expected credit losses of $3.3 million and $3.6 million at September 30, 2026 and December 31, 2025, respectively	35,517	37,046
Contract assets	14,097	11,612
Prepaid expenses and other current assets	34,936	34,391
Total current assets	223,557	212,779
Property and equipment, net	5,533	5,744
Capitalized software, net	70,633	58,968
Other non-current assets	40,387	36,261
Intangible assets, net	131,214	164,240
Goodwill	892,527	893,802
Total assets	1,363,851	1,371,794
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 11,845	$ 5,125
Accrued expenses and other	50,897	55,836
Deferred revenue	21,951	21,670
Customer deposits	14,604	12,519
Current maturities of long-term debt	5,500	5,500
Total current liabilities	104,797	100,650
Long-term debt, net of current maturities and deferred financing costs	514,220	517,891
Other non-current liabilities	29,954	36,380
Total liabilities	648,971	654,921
Commitments and contingencies (Note 16)		
Stockholders' equity:		
Preferred stock, $0.00001 par value, 50,000,000 shares authorized and no shares issued or outstanding as of September 30, 2026 and December 31, 2025	—	—
Common stock, $0.00001 par value, 2,000,000,000 shares authorized and 175,675,182 and 178,111,971 shares issued and outstanding at September 30, 2026 and December 31, 2025, respectively	2	2
Accumulated other comprehensive loss	(14,275)	(12,686)
Additional paid-in capital	1,349,726	1,373,022
Accumulated deficit	(620,573)	(643,465)
Total stockholders' equity	714,880	716,873
Total liabilities and stockholders' equity	$ 1,363,851	$ 1,371,794

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

EverCommerce Inc.
Condensed Consolidated Statements of Operations and Comprehensive Income
(in thousands, except per share and share amounts)
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2026	**2025**	**2026**	**2025**
Revenues:				
Subscription and transaction fees	$ 148,159	$ 142,184	$ 437,608	$ 422,804
Other	3,286	5,282	13,319	14,950
Total revenues	151,445	147,466	450,927	437,754
Operating expenses:				
Cost of revenues (exclusive of depreciation and amortization presented separately below)	31,421	33,475	96,622	98,058
Sales and marketing	33,311	26,526	100,122	85,920
Product development	21,547	19,387	64,142	58,847
General and administrative	36,441	35,362	100,755	98,764
Depreciation and amortization	15,407	16,763	45,786	50,120
Loss on sale and impairments	473	—	604	85
Total operating expenses	138,600	131,513	408,031	391,794
Operating income	12,845	15,953	42,896	45,960
Interest and other expense, net	(5,720)	(8,902)	(16,780)	(30,459)
Net income from continuing operations before income tax expense	7,125	7,051	26,116	15,501
Income tax expense	(1,120)	(1,247)	(3,224)	(3,002)
Net income from continuing operations	6,005	5,804	22,892	12,499
Income (loss) from discontinued operations, net of income tax	—	5,312	—	(943)
Net income	6,005	11,116	22,892	11,556
Other comprehensive income:				
Foreign currency translation gain (loss), net	13	(2,718)	(1,589)	1,768
Comprehensive income	$ 6,018	$ 8,398	$ 21,303	$ 13,324
Basic net income (loss) per share attributable to common stockholders:				
Continuing operations	$ 0.03	$ 0.03	$ 0.13	$ 0.07
Discontinued operations	—	0.03	—	(0.01)
Total	$ 0.03	$ 0.06	$ 0.13	$ 0.06
Diluted net income (loss) per share attributable to common stockholders:				
Continuing operations	$ 0.03	$ 0.03	$ 0.13	$ 0.07
Discontinued operations	—	0.03	—	(0.01)
Total	$ 0.03	$ 0.06	$ 0.13	$ 0.06
Weighted-average shares of common stock outstanding used in computing net income (loss) per share:				
Basic	176,083,177	180,977,363	176,891,295	182,341,634
Diluted	177,123,291	183,686,560	179,040,219	184,709,684

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

EverCommerce Inc.
Condensed Consolidated Statements of Stockholders' Equity
(in thousands)
(unaudited)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2025	178,112	$ 2	$ 1,373,022	$ (643,465)	$ (12,686)	$ 716,873
Common stock issued upon vesting of restricted stock units, net of shares withheld for employee taxes	325	—	(1,847)	—	—	(1,847)
Stock-based compensation	—	—	5,881	—	—	5,881
Stock option exercises	69	—	683	—	—	683
Repurchase and retirement of common stock, including taxes	(1,255)	—	(13,931)	—	—	(13,931)
Foreign currency translation loss, net	—	—	—	—	(861)	(861)
Net income	—	—	—	7,171	—	7,171
Balance at March 31, 2026	177,251	$ 2	$ 1,363,808	$ (636,294)	$ (13,547)	$ 713,969
Issuance of common stock for Employee Stock Purchase Plan	208	—	1,528	—	—	1,528
Common stock issued upon vesting of restricted stock units, net of shares withheld for employee taxes	416	—	(1,795)	—	—	(1,795)
Stock-based compensation	—	—	5,769	—	—	5,769
Stock option exercises, net	151	—	1,631	—	—	1,631
Repurchase and retirement of common stock, including taxes	(1,424)	—	(14,799)	—	—	(14,799)
Foreign currency translation loss, net	—	—	—	—	(741)	(741)
Net income	—	—	—	9,716	—	9,716
Balance at June 30, 2026	176,602	$ 2	$ 1,356,142	$ (626,578)	$ (14,288)	$ 715,278
Common stock issued upon vesting of restricted stock units, net of shares withheld for employee taxes	502	—	(3,273)	—	—	(3,273)
Stock-based compensation	—	—	11,522	—	—	11,522
Stock option exercises, net	155	—	1,076	—	—	1,076
Repurchase and retirement of common stock, including taxes	(1,584)	—	(15,741)	—	—	(15,741)
Foreign currency translation gain, net	—	—	—	—	13	13
Net income	—	—	—	6,005	—	6,005
Balance at September 30, 2026	175,675	$ 2	$ 1,349,726	$ (620,573)	$ (14,275)	$ 714,880

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

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2024	183,725	$ 2	$ 1,426,206	$ (661,064)	$ (14,318)	$ 750,826
Common stock issued upon vesting of restricted stock units, net of shares withheld for employee taxes	240	—	(1,182)	—	—	(1,182)
Stock-based compensation	—	—	6,940	—	—	6,940
Stock option exercises	167	—	1,385	—	—	1,385
Repurchase and retirement of common stock, including taxes	(1,098)	—	(11,164)	—	—	(11,164)
Foreign currency translation gain, net	—	—	—	—	477	477
Net loss	—	—	—	(7,713)	—	(7,713)
Balance at March 31, 2025	183,034	$ 2	$ 1,422,185	$ (668,777)	$ (13,841)	$ 739,569
Issuance of common stock for Employee Stock Purchase Plan	183	—	1,562	—	—	1,562
Common stock issued upon vesting of restricted stock units, net of shares withheld for employee taxes	385	—	(1,815)	—	—	(1,815)
Stock-based compensation	—	—	8,270	—	—	8,270
Stock option exercises, net	631	—	4,827	—	—	4,827
Repurchase and retirement of common stock, including taxes	(2,044)	—	(20,597)	—	—	(20,597)
Foreign currency translation gain, net	—	—	—	—	4,009	4,009
Net income	—	—	—	8,153	—	8,153
Balance at June 30, 2025	182,189	$ 2	$ 1,414,432	$ (660,624)	$ (9,832)	$ 743,978
Common stock issued upon vesting of restricted stock units, net of shares withheld for employee taxes	375	—	(2,253)	—	—	(2,253)
Stock-based compensation	—	—	6,836	—	—	6,836
Stock option exercises, net	75	—	695	—	—	695
Repurchase and retirement of common stock, including taxes	(2,599)	—	(29,110)	—	—	(29,110)
Foreign currency translation loss, net	—	—	—	—	(2,718)	(2,718)
Net income	—	—	—	11,116	—	11,116
Balance at September 30, 2025	180,040	$ 2	$ 1,390,600	$ (649,508)	$ (12,550)	$ 728,544

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

EverCommerce Inc.
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Nine months ended September 30,	
	2026	**2025**
Cash flows provided by operating activities:		
Net income	$ 22,892	$ 11,556
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	45,786	51,313
Stock-based compensation expense	23,172	22,046
Deferred taxes	1,801	2,487
Amortization of deferred financing costs and non-cash interest	790	1,145
Loss on sale and impairments	604	6,959
Bad debt expense	2,615	4,423
(Gain) loss on interest rate swap valuation adjustments	(7,354)	6,047
Other non-cash items	2,271	1,145
Changes in operating assets and liabilities:		
Accounts receivable, net	(1,160)	(12,515)
Prepaid expenses and other current assets	(3,387)	(2,655)
Other non-current assets	(1,604)	(2,222)
Accounts payable	6,741	(327)
Accrued expenses and other	(3,479)	4,609
Deferred revenue	374	860
Other non-current liabilities	(4,027)	(4,688)
Net cash provided by operating activities	86,035	90,183
Cash flows used in investing activities:		
Purchases of property and equipment	(1,627)	(1,933)
Capitalization of software costs	(23,696)	(20,936)
Proceeds from disposition of fitness solutions, net of transaction costs, cash and restricted cash	—	2,271
Acquisition, net of cash acquired	—	(35,856)
Net cash used in investing activities	(25,323)	(56,454)
Cash flows used in financing activities:		
Payments on long-term debt	(4,125)	(4,125)
Deferred financing costs	—	(940)
Exercise of stock options, net	3,390	6,908
Proceeds from common stock issuance for Employee Stock Purchase Plan	1,528	1,562
Employee taxes paid for RSU withholdings	(6,915)	(5,250)
Repurchase and retirement of common stock	(44,227)	(60,497)
Net cash used in financing activities	(50,349)	(62,342)
Effect of foreign currency exchange rate changes on cash	(1,086)	130
Net increase (decrease) in cash and cash equivalents, including cash classified as held for sale	9,277	(28,483)
Cash and cash equivalents, including cash classified as held for sale:		
Beginning of period	129,730	135,782
End of period	$ 139,007	$ 107,299
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 23,595	$ 27,256
Cash paid for income taxes	$ 2,768	$ 3,071

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

Note 1. Nature of the Business

EverCommerce Inc. and subsidiaries (the "Company" or "EverCommerce") is a leading provider of integrated, vertically-tailored software-as-a-service ("SaaS") solutions or services that help service-based small and medium-sized businesses ("service SMBs") run smarter and grow faster. Our platform spans across the full lifecycle of interactions between consumers and service professionals with vertical-specific applications. As of December 31, 2025, the Company empowered more than 745,000 customers worldwide primarily across three core verticals: EverPro for Home Services; EverHealth for Health Services; and EverWell for Wellness Services. Within the core verticals, customers operate within numerous micro-verticals, ranging from home service professionals, such as construction contractors and home maintenance technicians, to physician practices and therapists in the Health Services industry, to salon owners in the Wellness sector. The platform provides vertically-tailored SaaS solutions that address service SMBs' increasingly nuanced demands, as well as highly complementary solutions that provide fully-integrated offerings, allowing service SMBs and EverCommerce to succeed in the market, and provide end consumers more convenient service experiences. The Company is headquartered in Denver, Colorado, and has operations across the United States, Canada, United Kingdom, Australia and New Zealand.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information. Certain information and disclosures normally included in consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. Accordingly, these unaudited condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2025 and the related notes ("Annual Report on Form 10-K"). The December 31, 2025 consolidated balance sheet was derived from our audited consolidated financial statements as of that date. Our unaudited interim condensed consolidated financial statements include, in the opinion of management, all adjustments, consisting of normal and recurring items, necessary for the fair statement of the unaudited condensed consolidated financial statements. All intercompany accounts and transactions have been eliminated in consolidation. There have been no significant changes in accounting policies during the nine months ended September 30, 2026 from those disclosed in the annual consolidated financial statements for the year ended December 31, 2025 and the related notes.

On October 31, 2025, the Company completed the sale of its marketing technology solutions business concluding the previously announced strategic review. The Company determined that its marketing technology solutions met the criteria for discontinued operations reporting effective in the first quarter of 2025. As a result, the operating results of the marketing technology solutions business are presented as discontinued operations in our unaudited condensed consolidated statements of operations and comprehensive income for all periods presented through the date of sale. The unaudited condensed consolidated statements of cash flows are inclusive of continuing and discontinued operations for all periods presented through the date of sale. Unless otherwise noted, disclosures throughout these notes to the unaudited condensed consolidated financial statements reflect continuing operations only. Refer to Note 3. Acquisition and Disposition for additional information.

The operating results for the three and nine months ended September 30, 2026 are not necessarily indicative of the results expected for the full year ending December 31, 2026.

Use of Estimates

The preparation of unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Estimates are subject to uncertainties due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change. Significant items subject to such estimates include: valuing identified intangible assets and acquired goodwill and establishing estimated useful lives for intangible assets in connection with business combinations; the estimation of the recoverability of goodwill and other intangible assets; income tax uncertainties, including valuation allowance for deferred tax assets and value of any uncertain tax positions; recognizing bad debt expense from expected credit losses; recognizing stock-based compensation expense and estimating standalone selling price, when applicable, for the allocation of transaction price when multiple performance obligations are included in a contract with a customer.

Recently Issued Accounting Pronouncements

The Company evaluates all Accounting Standards Updates ("ASUs") issued by the Financial Accounting Standards Board (the "FASB") for consideration of their applicability. ASUs not included in the disclosures in this report were assessed and determined to be either not applicable or are not expected to have a material impact on our consolidated financial statements.

Accounting pronouncements issued and adopted

In July 2025, the FASB issued ASU No. 2025-05, *Financial instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets*. This update provides a practical expedient for entities estimating expected credit losses on current trade receivables and contract assets arising from revenue transactions accounted for under Topic 606. The practical expedient permits an entity to assume current conditions as of the balance sheet date will not change for the remaining life of the asset when developing a reasonable and supportable forecast as part of estimating expected credit losses. The amendments in this update are effective for interim and annual periods within fiscal years beginning after December 15, 2025, with early adoption permitted. The Company adopted this guidance, effective for the annual period beginning January 1, 2026, including interim periods. This guidance is required to be applied prospectively. The Company evaluated the available elections under the new standard and determined the adoption of the guidance does not have a material impact on our consolidated financial statements.

Accounting pronouncements not yet adopted

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40)*: *Disaggregation of Income Statement Expenses*, which requires public companies to disclose, in the notes to financial statements, specified information about certain costs and expenses at each interim and annual reporting period. Public companies will be required to disclose the amounts related to purchases of inventory, employee compensation, depreciation, intangible asset amortization, and selling expenses. The amendments in this update are effective for fiscal years beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of adopting the amendments in this update on its consolidated financial statements and disclosures.

In September 2025, the FASB issued ASU No. 2025-06, *Intangibles - Goodwill and Other Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software.* This update modernizes the capitalization criteria for internal-use software by removing references to software development project stages so that the guidance is neutral to different software development methods. Therefore, under the guidance, software capitalization will begin when management has authorized and committed to funding the software project and when it is probable that the project will be completed and the software will be used to perform the function intended. The amendments in this update are effective for interim and annual periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of adopting the amendments in this update on its consolidated financial statements and disclosures.

Note 3. Acquisition and Disposition

ZyraTalk Acquisition

On September 15, 2025, the Company acquired 100% of the interest of Joblyt LLC, dba ZyraTalk ("ZyraTalk"), an AI-powered customer engagement solution that combines virtual assistant capabilities with an agentic automation platform, for approximately $36.0 million in cash, not inclusive of an additional $6.5 million of contingent consideration which could be paid over the next three years primarily related to post-combination employment services. During the three months ended September 30, 2026, the Company paid $3.0 million of acquisition-related retention and earnout compensation to the ZyraTalk founders, who subsequently departed the Company voluntarily. As a result of their departures, the founders forfeited all remaining acquisition-related retention and earnout compensation. The acquisition helps to establish EverCommerce as an AI-driven innovator, beginning with near-term application in its Home Services vertical, EverPro, and the Company plans to extend ZyraTalk into broader opportunities across its other verticals.

The Company accounted for the acquisition as a business combination under ASC 805, *Business Combinations*. Accordingly, the Company recorded identifiable assets acquired and liabilities assumed at their acquisition date estimated fair values, with any excess consideration recognized as goodwill. Goodwill primarily represents the value associated with the assembled workforce and expected synergies subsumed into goodwill. The goodwill recognized as a result of the acquisition of ZyraTalk is deductible for income tax purposes.

The Company measured the identifiable assets and liabilities assumed at their acquisition date estimated fair values separately from goodwill, which represent Level 3 fair value measurements as defined in ASC 820, *Fair Value Measurement*. The estimated fair values were determined by management using the assistance of third-party valuation specialists. The valuation methods used to determine the estimated fair value of intangible assets included the income approach---relief from royalty method for trademarks and developed technology with estimated useful lives of five years, and the income approach---multi period excess earnings method for customer relationships with an estimated useful life of nine years. A number of assumptions and estimates were involved in the application of these valuation methods, including revenue forecasts, expected competition, costs of revenues, obsolescence, tax rates, capital spending, customer attrition rates, discount rates and working capital changes. Cash flow forecasts were generally based on pre-acquisition forecasts coupled with estimated revenues and cost synergies available to a market participant.

The terms of the acquisition allow for an adjustment to the purchase price to be made subsequent to the transaction closing date based on the actual amount of working capital and cash delivered to the Company. The consideration paid and purchase price allocations disclosed reflect the effects of these adjustments.

The financial results of ZyraTalk since the closing through September 30, 2026, were not material to the Company's consolidated financial statements, nor were they material to the Company's prior period consolidated results on a pro forma basis.

The following table summarizes the estimated fair values of consideration transferred, assets acquired and liabilities assumed at the acquisition date.

	September 15, 2025
	(in thousands)
Total consideration transferred:	
Cash	$ 35,971
Net assets acquired:	
Cash and cash equivalents	$ 197
Accounts receivable, trade	18
Prepaid expenses and other current assets	29
Intangible-definite lived	6,870
Goodwill	29,036
Accrued expenses and other	(45)
Deferred revenue	(134)
Total net assets acquired	$ 35,971

Marketing Technology Solutions Disposition

On October 31, 2025, the Company completed the sale of its marketing technology solutions business to Ignite Visibility for approximately $45.0 million in cash, subject to certain closing adjustments, as part of its previously announced strategic review. The Company determined that its marketing technology solutions met the criteria for discontinued operations reporting effective in the first quarter 2025. The results of operations of marketing technology solutions are presented as discontinued operations on the unaudited condensed consolidated statements of operations and comprehensive income through the date of sale. During the three and nine months ended September 30, 2025, we measured the assets and liabilities of the marketing technology disposal group at estimated fair value less cost to sell and recognized a gain of $2.1 million during the three months ended September 30, 2025, and a goodwill impairment charge of $6.9 million during the nine months ended September 30, 2025, which are included in (gain) loss on held for sale and impairments within discontinued operations on our unaudited condensed consolidated statements of operations and comprehensive income.

The following table summarizes the results of operations of marketing technology solutions reported as discontinued operations:

	Three months ended September 30,	Nine months ended September 30,
	2025	2025
	(in thousands)	
Total revenues	$ 33,631	$ 96,799
Operating expenses:		
Cost of revenues (exclusive of depreciation and amortization presented separately below)	24,830	71,598
Sales and marketing	1,989	7,274
Product development	1,138	3,647
General and administrative	2,555	7,274
Depreciation and amortization	—	1,191
(Gain) loss on held for sale and impairments	(2,146)	6,875
Total operating expenses	28,366	97,859
Operating income (loss)	5,265	(1,060)
Other income, net	—	3
Net income (loss) before income tax benefit	5,265	(1,057)
Income tax benefit	47	114
Income (loss) from discontinued operations, net of income tax	$ 5,312	$ (943)

The following table presents the significant non-cash items related to discontinued operations that are included in the accompanying statements of cash flows:

	Three months ended September 30,	Nine months ended September 30,
	2025	2025
	(in thousands)	
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	$ —	$ 1,191
Share-based compensation	113	495
(Gain) loss on assets held for sale and impairments	(2,146)	6,875

In connection with the sale, we entered into a transition services agreement ("TSA") with Ignite Visibility to provide services including information technology, finance, and accounting support through April 30, 2026. During the nine months ended September 30, 2026, we recorded $0.8 million of income related to support services provided under the TSA, which is included in interest and other expense, net on our unaudited condensed consolidated statements of operations and comprehensive income.

Note 4. Revenue

Disaggregation of Revenue

The following tables present a disaggregation of our revenue from contracts with customers by revenue recognition pattern and geographical market:

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
	(in thousands)			
By pattern of recognition (timing of transfer of services):				
Point in time	$ 2,530	$ 3,356	$ 9,463	$ 8,689
Over time	148,915	144,110	441,464	429,065
Total	$ 151,445	$ 147,466	$ 450,927	$ 437,754
By geographical market:				
United States	$ 129,921	$ 129,406	$ 395,828	$ 389,014
International	21,524	18,060	55,099	48,740
Total	$ 151,445	$ 147,466	$ 450,927	$ 437,754

Contract Balances

Supplemental balance sheet information related to contracts from customers as of:

	September 30, 2026	December 31, 2025
	(in thousands)	
Accounts receivable, net	$ 35,517	$ 37,046
Contract assets	$ 14,097	$ 11,612
Deferred revenue	$ 21,951	$ 21,670
Customer deposits	$ 14,604	$ 12,519
Long-term deferred revenue	$ 310	$ 332

Accounts receivable, net: Accounts receivable, net of allowance for expected credit losses, represent rights to consideration in exchange for products or services that have been transferred by us, when payment is unconditional and only the passage of time is required before payment is due.

Contract assets: Contract assets represent rights to consideration in exchange for products or services that have been transferred (i.e., the performance obligation or portion of the performance obligation has been satisfied), but payment is conditional on something other than the passage of time. These amounts typically relate to contracts with the suppliers within our group purchasing programs for which payment is received at least one quarter in arrears from the service period. They also relate to contracts that include on-premise

licenses and professional services where the right to payment is not present until completion of the contract or achievement of specified milestones and the fair value of products or services transferred exceed this constraint.

Contract liabilities: Contract liabilities, or deferred revenue, represent our obligation to transfer products or services to a customer for which consideration has been received in advance of the satisfaction of performance obligations. Long-term deferred revenue is included within other non-current liabilities on the unaudited condensed consolidated balance sheets. Revenue recognized from the contract liability balance at December 31, 2025 was $21.0 million for the nine months ended September 30, 2026.

Customer deposits: Customer deposits relate to payments received in advance for contracts, which allow the customer to terminate a contract and receive a pro rata refund for the unused portion of payments received to date.

Accounts Receivable

Activity in our allowance for expected credit losses is as follows as of:

	September 30,	
	2026	2025
	(in thousands)	
Allowance for expected credit losses, beginning of year	$ 3,635	$ 2,283
Bad debt expense	2,615	2,442
Write-offs, net of recoveries	(2,975)	(1,465)
Allowance for expected credit losses, end of period	$ 3,275	$ 3,260

Remaining Performance Obligations

Remaining performance obligations represent the transaction price of unsatisfied or partially satisfied performance obligations within contracts with an original expected contract term that is greater than one year for which fulfillment of the contract has started as of the end of the reporting period. Contracts that include 30-day termination rights are considered to be contracts with a term of one month and are therefore excluded from remaining performance obligations. Remaining performance obligations generally relate to those which are stand-ready in nature, as found within the subscription revenue streams. The aggregate amount of transaction consideration allocated to remaining performance obligations as of September 30, 2026 was $18.8 million. The Company expects to recognize approximately 66% of its remaining performance obligations as revenue within the next year, 26% of its remaining performance obligations as revenue the subsequent year, 7% of its remaining performance obligations as revenue in the third year, and the remainder during the two-year period thereafter.

Cost to Obtain and Fulfill a Contract

Assets resulting from costs to obtain contracts are included within prepaid expenses and other current assets for short-term balances and other non-current assets for long-term balances on the Company's unaudited condensed consolidated balance sheets. The costs to obtain contracts are amortized over five years, which corresponds with the useful life of the related technology. Short-term assets were $11.3 million and $10.3 million at September 30, 2026 and December 31, 2025, respectively, and long-term assets were $16.8 million and $16.2 million at September 30, 2026 and December 31, 2025, respectively. The Company recorded amortization expense within sales and marketing on the unaudited condensed consolidated statements of operations and comprehensive income of $1.7 million and $1.5 million for the three months ended September 30, 2026 and 2025, respectively, and $5.0 million and $4.4 million for the nine months ended September 30, 2026 and 2025, respectively. The Company recorded amortization expense within cost of revenues on the unaudited condensed consolidated statements of operations and comprehensive income of $0.9 million and $1.0 million for the three months ended September 30, 2026 and 2025, respectively, and $2.9 million and $2.8 million for the nine months ended September 30, 2026 and 2025, respectively.

Note 5. Goodwill

Goodwill activity consisted of the following for the nine months ended September 30, 2026 (in thousands):

Balance at December 31, 2025	$ 893,802
Acquired goodwill	(83)
Effect of foreign currency exchange rate changes	(1,192)
Balance at September 30, 2026	$ 892,527
Accumulated impairment losses at September 30, 2026	$ (6,418)

Note 6. Intangible Assets

Intangible assets consisted of the following as of:

		September 30, 2026		
	Useful Life	Gross Carrying Value	Accumulated Amortization	Net Book Value
		(in thousands)		
Customer relationships	5-20 years	$ 515,730	$ 396,450	$ 119,280
Developed technology	5-12 years	95,317	87,586	7,731
Trade name	3-10 years	34,654	30,453	4,201
Non-compete agreements	5 years	1,906	1,904	2
Total		$ 647,607	$ 516,393	$ 131,214

		December 31, 2025		
	Useful Life	Gross Carrying Value	Accumulated Amortization	Net Book Value
		(in thousands)		
Customer relationships	5-20 years	$ 515,874	$ 369,843	$ 146,031
Developed technology	5-12 years	95,347	83,777	11,570
Trade name	3-10 years	34,663	28,027	6,636
Non-compete agreements	5 years	1,907	1,904	3
Total		$ 647,791	$ 483,551	$ 164,240

Amortization expense was $10.8 million and $13.2 million for the three months ended September 30, 2026 and 2025, respectively, and $33.0 million and $40.4 million for the nine months ended September 30, 2026 and 2025, respectively.

Note 7. Property and Equipment

Property and equipment consisted of the following as of:

	September 30, 2026	December 31, 2025
	(in thousands)	
Computer equipment and software	$ 9,840	$ 11,748
Furniture and fixtures	3,268	3,152
Leasehold improvements	9,781	9,981
Total property and equipment	22,889	24,881
Less accumulated depreciation	(17,356)	(19,137)
Property and equipment, net	$ 5,533	$ 5,744

Depreciation expense was $0.6 million for both the three months ended September 30, 2026 and 2025, and $1.8 million and $1.9 million for the nine months ended September 30, 2026 and 2025, respectively. Disposal of fully depreciated assets reduced computer equipment and software and accumulated depreciation by $3.5 million with no impact to the unaudited condensed consolidated statements of operations and comprehensive income for the three and nine months ended September 30, 2026. There were no material disposals in the year ended December 31, 2025.

Note 8. Capitalized Software

Capitalized software consisted of the following as of:

	September 30, 2026	December 31, 2025
	(in thousands)	
Capitalized software	$ 118,359	$ 96,215
Less: accumulated amortization	(47,726)	(37,247)
Capitalized software, net	$ 70,633	$ 58,968

Amortization expense was $4.1 million and $2.9 million for the three months ended September 30, 2026 and 2025, respectively, and $11.0 million and $7.8 million for the nine months ended September 30, 2026 and 2025, respectively. During the ordinary course of business, the Company may determine that certain capitalized features of its software will no longer be used either internally or to deliver value to its customers. The Company recorded a charge of $0.4 million and $0.3 million for the three months ended September 30, 2026 and 2025, respectively, and $1.1 million for both the nine months ended September 30, 2026 and 2025 related to capitalized costs associated with abandoned projects, which are included in general and administrative expense on the unaudited condensed consolidated statements of operations and comprehensive income.

Note 9. Leases

The Company leases real estate from unrelated parties under operating lease agreements that have initial terms ranging from one year to nine years. Some leases include one or more options to renew, generally at our sole discretion, of five additional years each.

The components of lease expense are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
	(in thousands)			
Operating lease cost	$ 713	$ 889	$ 2,552	$ 2,570
Variable lease cost	394	495	1,272	1,622
Short-term lease cost	45	90	199	252
Total lease cost	$ 1,152	$ 1,474	$ 4,023	$ 4,444

The Company ceased use of certain leased premises and subleased certain facilities resulting in impairment charges of $0.5 million and $0.6 million during the three and nine months ended September 30, 2026, respectively, to impair the right-of-use lease assets to their fair value, which are included in loss on sale and impairments on our unaudited condensed consolidated statement of operations and comprehensive income.

Supplemental cash flow information related to leases is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
	(in thousands)			
Cash paid for operating lease liabilities	$ 965	$ 1,047	$ 3,098	$ 3,064
Operating lease assets obtained in exchange for operating lease liabilities	$ 323	$ —	$ 907	$ 334

Supplemental balance sheet information, included in other non-current assets, accrued expenses and other and other non-current liabilities on the unaudited condensed consolidated balance sheets, related to leases is as follows:

	September 30, 2026	December 31, 2025
	(in thousands)	
Operating lease right-of-use assets	$ 6,030	$ 8,280
Current operating lease liabilities	3,310	3,850
Long-term operating lease liabilities	8,076	9,963
Total operating lease liabilities	$ 11,386	$ 13,813

At September 30, 2026 and December 31, 2025, the weighted average remaining lease term for operating leases was 3.69 years and 4.16 years, respectively, and the weighted average discount rate was 5.3% and 5.2%, respectively.

Future undiscounted cash flows for each of the next five years and thereafter and reconciliation to the lease liabilities recognized on the balance sheet as of September 30, 2026 is as follows (in thousands):

Year ending December 31,	
2026 (remainder of year)	$ 976
2027	3,636
2028	3,000
2029	2,618
2030	2,254
Thereafter	—
Total lease payments	12,484
Less: imputed interest	1,098
Total present value of lease liabilities	$ 11,386

Note 10. Long-Term Debt

Long-term debt consisted of the following as of:

	September 30, 2026	December 31, 2025
	(in thousands)	
Term note with interest payable monthly, interest rate at Adjusted SOFR, plus an applicable margin of 2.25% (6.15094% at September 30, 2026) quarterly principal payments of 0.25% of original principal balance with balloon payment due July 2031	$ 522,500	$ 526,625
Revolver with interest payable monthly, interest rate at Adjusted SOFR, plus an applicable margin of 2.00% (5.91252% at September 30, 2026), and outstanding balance due July 2030	—	—
Principal debt	522,500	526,625
Deferred financing costs on long-term debt	(2,103)	(2,447)
Discount on long-term debt	(677)	(787)
Total debt	519,720	523,391
Less current maturities	5,500	5,500
Long-term portion	$ 514,220	$ 517,891

The Company is party to a credit agreement, as amended, that provides for one term loan in the aggregate principal amount of $529.4 million (the "Term Loan"), a revolver with a capacity of $125.0 million (the "Revolver") and a sub-limit of the Revolver available for letters of credit up to an aggregate face amount of $20.0 million. These debt arrangements are collectively referred to herein as the "Credit Facilities".

Effective as of June 10, 2025, the Company entered into an additional amendment to the Credit Facilities (the "June 2025 Amendment") to reduce the commitments outstanding under the Revolver, extend the maturity of a portion of such commitments and reduce the applicable margin with respect to extended revolving loans. As a result of the June 2025 Amendment, commitments under the Revolver were reduced from $190.0 million to $155.0 million. With respect to $125.0 million of such commitments, (i) the maturity date was extended to January 6, 2028 and (ii) the applicable margin for (x) Term SOFR (as defined in the Credit Facilities) loans was reduced to 2.50% and (y) ABR (as defined in the Credit Facilities) loans was reduced to 1.50%, in each case, subject to a single 0.25% step-down based on the Company's first lien net leverage ratio. The remaining $30.0 million of such commitments expired on July 6, 2026.

Additionally, on July 29, 2025, the Company entered into an amendment to the Credit Facilities (the "July 2025 Amendment") to, among other things, refinance the existing Term Loan in an aggregate principal amount of $529.4 million. The July 2025 Amendment, among other things, (i) extends the maturity date of the Term Loan to July 6, 2031, and (ii) reduces the applicable margin by 25 basis points with respect to all term loans. The Term Loan bears interest, at the Borrower's election, at (x) Term SOFR (as defined in the Credit Agreement) plus an applicable margin of 2.25%, with a minimum Term SOFR rate of 0.50% or (y) ABR (as defined in the Credit Agreement) plus an applicable margin of 1.25%, with a minimum ABR of 1.50%, in each case, with no step-downs. The refinanced Term Loan priced at par and refinanced the existing term loan outstanding under the Credit Agreement immediately prior to giving effect to the July 2025 Amendment.

Pursuant to the July 2025 Amendment, with respect to $125.0 million of commitments under the existing $155.0 million Revolver, (i) the maturity date was extended to July 29, 2030 and (ii) the applicable margin for (x) Term SOFR loans was reduced to 2.00% and (y) ABR loans was reduced to 1.00%, in each case, subject to one 25 basis points step-up based on the Company's first lien net leverage

ratio. Other than the changes noted above, the terms and conditions of all commitments at closing as well as those extending beyond the original maturity date remain the same as the existing Revolver. Accordingly, $125.0 million of availability remains under the Revolver through July 29, 2030.

The Company determines the fair value of long-term debt based on trading prices for its debt if available. As of September 30, 2026, the Company obtained trading prices for the term notes outstanding. However, as such trading prices require significant unobservable inputs to the pricing model, such instruments are classified as Level 2. The fair value amounts were approximately $508.1 million and $529.3 million as of September 30, 2026 and December 31, 2025, respectively.

The Company has entered into the following interest rate swap agreements in connection with its Credit Facilities to convert a portion of the floating rate component of the Term Loan from a floating rate to fixed rate:

Swap	Effective Date	Expiration Date	Fixed Interest Rate	Notional Amount	Asset (Liability) Fair Value at September 30, 2026
				(in thousands)	*(in thousands)*
Initial Swap	October 31, 2022	October 31, 2027	4.212 %	$ 200,000	$ 586
Second Swap	March 31, 2023	October 31, 2027	3.951 %	$ 100,000	$ 571
Third Swap	September 20, 2024	October 31, 2027	3.395 %	$ 125,000	$ 1,510

The Swap Agreements are accounted for as derivatives whereby the fair value of the contract is reported within the unaudited condensed consolidated balance sheets, and related gains or losses resulting from changes in the fair value are reported in interest and other expense, net, in the unaudited condensed consolidated statements of operations and comprehensive income. As of September 30, 2026, the fair value of the Swap Agreements was an asset of $2.7 million, which is reported in other non-current assets on the unaudited condensed consolidated balance sheets. The related gains and losses resulting from changes in fair value were a gain of $2.3 million and a loss of $0.04 million for the three months ended September 30, 2026 and 2025, respectively, and a gain of $7.4 million and a loss of $6.0 million during the nine months ended September 30, 2026 and 2025, respectively.

The Company's Credit Facilities are subject to certain financial and nonfinancial covenants and are secured by substantially all assets of the Company. As of September 30, 2026, the Company was in compliance with all of its covenants.

Aggregate maturities of the Company's debt for the years ending December 31 are as follows as of September 30, 2026 (in thousands):

Year ending December 31:	
2026 (remainder of year)	$ 1,375
2027	5,500
2028	5,500
2029	5,500
2030	5,500
Thereafter	499,125
Total aggregate maturities of the Company's debt	$ 522,500

Note 11. Equity

On July 6, 2021, the Company filed an Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to authorize the issuance up to 2,050,000,000 shares, par value $0.00001 per share, consisting of 2,000,000,000 shares of common stock and 50,000,000 shares of preferred stock.

On June 14, 2022, our Board approved a stock repurchase program (as subsequently amended, the "Repurchase Program") with authorization to purchase up to $50.0 million in shares of the Company's common stock through the expiration of the program on December 21, 2022. On November 7, 2022, November 5, 2023, May 21, 2024, May 1, 2025, and November 4, 2025, our Board increased the authorization of the Repurchase Program by an additional $50.0 million in shares of the Company's common stock on each date. On September 11, 2026, our Board increased the authorization by an additional $25.0 million, resulting in a total authorization, since the initial approval, to repurchase up to $325.0 million in shares of the Company's common stock through December 31, 2027. Repurchases under the program may be made in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases to be determined at the Company's discretion, depending on market conditions and corporate needs. The Repurchase Program does not obligate the Company to acquire any particular amount of common stock and

may be modified, suspended or terminated at any time at the discretion of the Board. The Company expects to fund repurchases with existing cash on hand.

The Company repurchased and retired 1.6 million and 4.3 million shares of common stock pursuant to the Repurchase Program for $15.7 million and $44.5 million including transaction fees and taxes, during the three and nine months ended September 30, 2026. As of September 30, 2026, $28.5 million remained available under the Repurchase Program.

Note 12. Stock-Based Compensation

In 2016, the Company adopted the 2016 Equity Incentive Plan (the "2016 Plan"). The 2016 Plan provided for the granting of stock-based awards, including stock options, stock appreciation rights, restricted or unrestricted stock awards, phantom stock, performance awards, and other stock-based awards. The 2016 Plan allowed for the granting of stock-based awards through January 17, 2027.

In connection with the Initial Public Offering ("IPO"), the Company's Board adopted, and the Company's stockholders approved, the 2021 Incentive Award Plan (the "2021 Plan"), which became effective immediately prior to the effectiveness of the registration statement for the Company's IPO and, as a result of which, the Company can no longer make awards under the 2016 Plan. The 2021 Plan provides for the issuance of incentive stock options, non-qualified stock options, stock awards, stock units, stock appreciation rights and other stock-based awards. The number of shares initially reserved for issuance under the 2021 Plan was 22,000,000 shares, inclusive of available shares previously reserved for issuance under the 2016 Plan. In addition, the number of shares reserved for issuance under the 2021 Plan is subject to an annual increase on the first day of each calendar year beginning on January 1, 2022 and ending on and including January 1, 2031, equal to the lesser of (i) 3% of the shares outstanding (on an as-converted basis) on the last day of the immediately preceding fiscal year and (ii) such smaller number of shares as determined by the Company's Board, provided that no more than 22,000,000 shares may be issued upon the exercise of incentive stock options. On November 4, 2025, the Company's Board determined that no additional shares would be added to the 2021 Plan share reserve on January 1, 2026 pursuant to the 2021 Plan's evergreen increase feature. Based on the Company's outstanding shares of the Company's common stock as of December 31, 2024, as of January 1, 2025 the number of shares reserved for issuance under the 2021 Plan increased by 5.5 million.

In connection with the IPO, the Company's Board adopted the 2021 Employee Stock Purchase Plan (the "ESPP"). For more information on the ESPP, refer to Note 12. Stock-Based Compensation in the Annual Report on Form 10-K.

Performance Stock Units

During the three months ended September 30, 2026, the Company granted performance stock units ("PSUs") to certain senior executives that are subject to both time-based and market-based vesting conditions. The PSUs vest 25% after one year and then quarterly thereafter over the following three years, in each case subject to the executive's continued service and the achievement of specified share price targets, measured based on the volume-weighted average closing price of the Company's common stock over a consecutive 12-month trading period preceding each applicable measurement date. Both the time-based and market-based conditions must be satisfied for the PSUs to vest.

The Company recognizes compensation expense related to the PSUs using the accelerated attribution method over the requisite services period. The compensation expense will not be reversed even if the market-based conditions are not met. Stock-based compensation expense related to PSUs during the three and nine months ended September 30, 2026 was immaterial. The number of PSUs that may ultimately vest depends on the achievement of specified stock price hurdles. As of September 30, 2026, there was $3.2 million of total unrecognized compensation expense that is expected to be recognized over a period of 4 years.

The grant date fair value for each PSU was estimated using a Monte-Carlo simulation model that incorporates pricing inputs covering the period from the grant date through the end of the performance period. The unobservable significant inputs to the valuation model at the time of award issuance were as follows:

	2026 PSUs
Stock price at issuance	$8.25 - $10.61
Expected volatility	48.3% - 50.1%
Risk-free interest rate	4.31% - 4.77%
Contractual term	4 years
Grant-date fair value	$4.23 - $6.39

A summary of PSU activity for the nine months ended September 30, 2026 is as follows (in thousands, except grant date fair value data):

	Number of PSUs	Weighted Average Grant Date Fair Value
Outstanding as of December 31, 2025	—	$ —
Granted	537	5.93
Vested	—	—
Forfeited or cancelled	—	$ —
Outstanding as of September 30, 2026	537	5.93

The following table summarizes our RSU and stock option activity for the nine months ended September 30, 2026:

	RSUs	Stock Options
	(in thousands)	
Outstanding as of January 1, 2026	4,590	13,478
Granted	2,594	—
Vested or exercised	(488)	(69)
Cancelled or forfeited	(808)	(2,297)
Outstanding as of March 31, 2026	5,888	11,112
Granted	192	80
Vested or exercised	(601)	(151)
Cancelled or forfeited	(388)	(221)
Outstanding as of June 30, 2026	5,091	10,820
Granted	755	—
Vested or exercised	(834)	(155)
Cancelled or forfeited	(89)	(44)
Outstanding as of September 30, 2026	4,923	10,621

As of September 30, 2026, total unrecognized compensation expense was $45.6 million and $1.7 million related to outstanding RSUs and stock options, respectively.

Stock-based compensation expense from continuing operations was classified on the unaudited condensed consolidated statements of operations and comprehensive income as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
		(in thousands)		
Cost of revenues	$ 102	$ 101	$ 292	$ 318
Sales and marketing	528	435	1,413	1,148
Product development	855	693	2,336	1,806
General and administrative	10,037	5,495	19,131	18,279
Total stock-based compensation expense	$ 11,522	$ 6,724	$ 23,172	$ 21,551

During the three months ended September 30, 2026, the Company entered into separation arrangements with its former Chief Executive Officer and certain other senior executives. In connection with these arrangements, the Company modified certain outstanding RSUs and stock options to accelerate the vesting of approximately 483,000 RSUs and an extension of the post-termination exercise period for certain vested options. As a result, the Company recognized $5.3 million of stock-based compensation expense during the three months ended September 30, 2026, consisting of $3.5 million from the accelerated recognition of previously unrecognized grant-date compensation cost and $1.8 million of incremental compensation cost attributable to the extension of the stock options' exercise period, which are included in general and administrative expense on the unaudited condensed consolidated statements of operations and comprehensive income. Following the modifications, the affected awards were fully vested and no additional compensation expense remained to be recognized.

Note 13. Net Income Per Share Attributable to Common Stockholders

The following table presents the calculation of basic and diluted net income per share for the Company's common stock as of:

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
	(in thousands except per share amounts)			
Numerator:				
Net income from continuing operations	$ 6,005	$ 5,804	$ 22,892	$ 12,499
Income (loss) from discontinued operations, net of income tax	—	5,312	—	(943)
Net income attributable to common stockholders.	$ 6,005	$ 11,116	$ 22,892	$ 11,556
Denominator:				
Weighted-average shares of common stock outstanding, basic	176,083	180,977	176,891	182,342
Weighted-average shares of common stock outstanding, diluted	177,123	183,687	179,040	184,710
Net income (loss) per share attributable to common stockholders, basic:				
Continuing operations	$ 0.03	$ 0.03	$ 0.13	$ 0.07
Discontinued operations	—	0.03	—	(0.01)
Net income per share	$ 0.03	$ 0.06	$ 0.13	$ 0.06
Net income (loss) per share attributable to common stockholders, diluted:				
Continuing operations	$ 0.03	$ 0.03	$ 0.13	$ 0.07
Discontinued operations	—	0.03	—	(0.01)
Net income per share	$ 0.03	$ 0.06	$ 0.13	$ 0.06

The following table illustrates the reconciliation of the denominators of the basic and diluted EPS computations for income from continuing operations and income (loss) from discontinued operations, net of income tax.

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
	(in thousands)			
Weighted-average shares of common stock outstanding, basic	176,083	180,977	176,891	182,342
Shares of common stock subject to outstanding RSUs	248	980	784	938
Shares of common stock subject to outstanding options	551	1,526	1,131	1,226
Shares of common stock pursuant to ESPP	241	204	234	204
Weighted-average shares of common stock outstanding, diluted	177,123	183,687	179,040	184,710

The following outstanding potentially dilutive common stock equivalents have been excluded from the computation of diluted net income per share attributable to common stockholders for the periods presented due to their anti-dilutive effect as of:

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
	(in thousands)			
Outstanding stock options and unvested RSUs	14,745	15,979	13,629	16,320
Shares of common stock pursuant to ESPP	—	—	—	—
Total anti-dilutive outstanding potential common stock	14,745	15,979	13,629	16,320

Note 14. Fair Value of Financial Instruments

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair value.

The Company measures fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. The Company utilizes a three-tier hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

- **Level 1:** Valuations based on quoted prices in active markets for identical assets or liabilities that an entity has the ability to access.
- **Level 2:** Valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.
- **Level 3:** Valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying value of cash and cash equivalents, accounts receivable, contract assets and accounts payable approximate their fair value because of the short-term nature of these instruments. Our interest rate swaps are valued based upon interest yield curves, interest rate volatility and credit spreads. Our interest rate swaps are classified within Level 2 of the fair value hierarchy as all significant inputs are corroborated by observable data.

There were no transfers between fair value measurement levels during the three and nine months ended September 30, 2026 and 2025.

The following table presents information about our financial assets and liabilities measured at fair value on a recurring basis as of:

	September 30, 2026				
	Level 1	Level 2	Level 3	Total	Balance Sheet Classification
	(in thousands)				
Assets:					
Money market	$ 56	$ —	$ —	$ 56	Cash equivalents
Interest rate swaps	—	2,667	—	2,667	Other non-current assets

	December 31, 2025				
	Level 1	Level 2	Level 3	Total	Balance Sheet Classification
	(in thousands)				
Asset:					
Money market	$ 2,376	$ —	$ —	$ 2,376	Cash equivalents
Liability:					
Interest rate swap	$ —	$ 4,687	$ —	$ 4,687	Other non-current liabilities

Note 15. Income Taxes

Our provision for income taxes in interim periods is based on our estimated annual effective tax rate plus the impact, if any, of discrete items recognized in the interim period. We record cumulative adjustments in the quarter in which a change in the estimated annual effective rate is determined.

The income tax expense was $1.1 million and $1.2 million for the three months ended September 30, 2026 and 2025, respectively, and $3.2 million and $3.0 million for the nine months ended September 30, 2026 and 2025, respectively. The difference in income tax expense for the three and nine months ended September 30, 2026 as compared to the corresponding periods in 2025 was primarily driven by an increase in net income from continuing operations before tax and discrete items during three and nine months ended September 30, 2026, and New Zealand and a Canada return to provision adjustments during the nine months ended September 30, 2026.

The Company believes it is reasonably possible that sufficient positive evidence may exist within the next twelve months in the form of cumulative historical earnings and expectations of future income to release a portion of its U.S. valuation allowance, which could result in a material non-cash income tax benefit.

Note 16. Commitments and Contingencies

The Company has non-cancelable contractual purchase obligations incurred in the normal course of business to help deliver its services and products and provide support to its customers. These contracts with vendors primarily relate to software service, targeted mail costs, third-party fulfillment costs and software hosting. Unrecognized future minimum payments due under these agreements are as follows (in thousands):

Year ending December 31,		
2026 (remainder of year)	$	3,538
2027		12,933
2028		10,543
2029		687
2030		—
Thereafter		—
Total future minimum payments due	$	27,701

From time to time, the Company is involved in various lawsuits and legal proceedings which arise in or outside the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. Accruals for loss contingencies are recorded when a loss is probable, and the amount of such loss can be reasonably estimated. An adverse determination in one or more of these pending matters could have an adverse effect on the Company's consolidated financial position, results of operations or cash flows.

On January 31, 2024, plaintiff Vladimir Gusinsky Revocable Trust filed a putative class action lawsuit in the Court of Chancery of the State of Delaware against the Company, members of its Board and the other parties to its sponsor stockholders agreement, dated June 30, 2021, Providence Strategic Growth II L.P., Providence Strategic Growth II-A L.P., SLA Eclipse Co-Invest, L.P., and SLA CM Eclipse Holdings, L.P. (collectively, the "Sponsor Stockholders"), captioned Vladimir Gusinsky Revocable Trust v. Eric Remer, Penny Baldwin, et. al., Case No. 2024-0077 (Del Ch.). The complaint generally alleges violations of Section 141(a) of the Delaware General Corporation Law ("DGCL") by providing the Sponsor Stockholders with a veto right over the Board's ability to hire or fire the Company's Chief Executive Officer (the "CEO Approval Right") on the basis that it unlawfully limits the Board's authority to manage the business and affairs of the Company. The plaintiff seeks declaratory judgment that the CEO Approval Right is invalid and void, other declaratory and equitable relief for the class and/or the Company, attorneys' and experts' witness fees and other costs and expenses, and other equitable relief. On June 14, 2024, the Company filed its opening brief in support of its Motion to Dismiss, and on July 15, 2024, Plaintiff opposed that motion. On July 16, 2024, the Court entered a stipulation and order dismissing the director defendants from the action. On August 29, 2024, the remaining defendants, the Company and Sponsor Stockholders (collectively, "Defendants"), filed their reply in support of the Motion to Dismiss, and pursuant to a stipulation between the parties, Plaintiff filed a sur-reply on September 26, 2024, which Defendants filed a response to on October 10, 2024. On October 15, 2024, Defendants filed a Motion to Dismiss for Lack of Subject Matter Jurisdiction, arguing that the claims alleged are not ripe for adjudication and on November 15, 2024 Plaintiff opposed that motion. On December 9, 2024, Defendants filed their reply in support of the Motion to Dismiss for Lack of Subject Matter Jurisdiction. The Court held oral argument on the pending motions on October 22, 2026. The Company believes it has meritorious defenses to the claims of the plaintiff and members of the class and any liability for the alleged claims is not currently probable and the potential loss or range of loss is not reasonably estimable.

The Company is party to additional legal proceedings incidental to its business. While the outcome of these additional matters could differ from management's expectations, the Company does not believe that the resolution of such matters is reasonably likely to have a material effect on its results of operations or financial condition.

The Company assesses the applicability of nexus in jurisdictions in which the Company sells products and services. As of September 30, 2026 and December 31, 2025, the Company recorded a liability in the amount of $7.8 million and $9.4 million, respectively, within current liabilities and other long-term liabilities as a provision for sales and use and gross receipts tax. In connection with the Company's accounting for acquisitions, the Company has recorded liabilities and corresponding provisional escrow or indemnity receivables within the purchase price allocations for instances in which the Company is indemnified for tax matters.

Note 17. Geographic Areas

The following table sets forth long-lived assets by geographic area as of:

	September 30, 2026	December 31, 2025
	(in thousands)	
United States	$ 58,940	$ 50,771
International	$ 17,226	$ 13,941

Note 18. Segment Reporting

The Company operates in a single reportable segment. The segment derives revenue from providing SaaS and other technology-based solutions to help service SMBs optimize their operations, improve customer relationships and experience, and accelerate growth. The Company primarily focuses on three core vertical markets: EverPro for Home Services, EverHealth for Health Services, and EverWell for Wellness Services.

The accounting policies of the segment are the same as those described in the summary of significant accounting policies in our Annual Report on Form 10-K for the year ended December 31, 2025. Based on being a single reportable segment company, the Company has disclosed net income from continuing operations as its primary measure of profit or loss used by the chief operating decision maker ("CODM"), which is reported on the unaudited condensed consolidated statement of operations and comprehensive income as net income from continuing operations. The CODM is provided financial information inclusive of net income from continuing operations, which is used to assess performance of the segment and decide how to allocate resources. The CODM uses net income from continuing operations, among other metrics, to assist in evaluating the financial performance of the Company and monitoring budget versus actual results. The CODM does not review assets in evaluating segment results, and therefore, such information is not presented. The measure of segment assets is reported on the consolidated balance sheets as total assets.

Disaggregated information is not used for assessing the performance of the Company or for making resource allocation decisions. The CODM reviews financial information presented on an aggregated and consolidated basis, together with revenue information of the three core vertical markets. The software and technology-based solutions provided by the Company are deployed and implemented to customers in a similar manner regardless of industry. See Notes 4. Revenue and 17. Geographic Areas for disaggregated information regarding the Company's revenues and long-lived assets by geography, respectively.

The following table provides segment information for revenues, net income and significant expenses:

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
Total revenues	$ 151,445	$ 147,466	$ 450,927	$ 437,754
Less[1]:				
Employee expense	63,910	57,330	187,021	174,016
Marketing and advertising	9,756	6,699	31,043	24,177
Communication services	6,226	6,291	18,567	17,961
Third-party commissions	4,396	4,576	11,664	14,813
Software, tools and hosting	18,619	15,534	55,393	44,676
Legal and professional fees	13,285	15,540	35,069	40,739
Loss on sale and impairments	473	—	604	85
Other segment items[2]	6,528	8,780	22,884	25,207
Depreciation and amortization	15,407	16,763	45,786	50,120
Interest and other expense, net	5,720	8,902	16,780	30,459
Income tax expense	1,120	1,247	3,224	3,002
Total expenses	145,440	141,662	428,035	425,255
Net income from continuing operations	6,005	5,804	22,892	12,499
Income (loss) from discontinued operations, net of income tax	—	5,312	—	(943)
Net income	$ 6,005	$ 11,116	$ 22,892	$ 11,556

(1) The significant expense categories and amounts align with information that is regularly reviewed by the CODM.

(2) Other segment items include corporate overhead expenses, transaction-related and other non-recurring or unusual costs, facility expenses, bad debt and other miscellaneous cost of services.

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
Other Segment Disclosures				
Interest income	$ 613	$ 766	$ 1,816	$ 2,862
Interest expense	8,274	8,559	24,643	26,272
Other Significant Non-cash Items:				
Stock-based compensation	11,522	6,724	23,172	21,551

There are no reconciling items or adjustments between segment revenues, net income, total assets and consolidated revenues, net income and total assets.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Unless the context requires otherwise, references in this Quarterly Report on Form 10-Q to "EverCommerce," the "Company," "we," "us" and "our" refer to EverCommerce Inc. and its consolidated subsidiaries. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2025 (the "Annual Report on Form 10-K") filed with the Securities and Exchange Commission ("SEC") on March 12, 2026. Additionally, our historical results are not necessarily indicative of the results that may be expected for any period in the future. Unless otherwise noted, disclosures within Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations relate solely to the Company's continuing operations, which excludes the marketing technology disposal group.

Overview

EverCommerce is a leading provider of integrated, vertically-tailored software-as-a-service ("SaaS") solutions that help service-based small- and medium-sized businesses ("service SMBs") run smarter and grow faster. Our platform spans across the full lifecycle of interactions between consumers and service professionals with vertical-specific applications. As of December 31, 2025, we empowered more than 745,000 customers worldwide across three core verticals: EverPro for Home Services; EverHealth for Health Services; and EverWell for Wellness Services. Within our core verticals, our customers operate within numerous micro-verticals, ranging from home service professionals, such as home improvement contractors and home maintenance technicians, to physician practices and therapists within Health Services, to salon owners within Wellness. Our platform provides vertically-tailored SaaS solutions that address service SMBs' increasingly specialized demands, as well as highly complementary solutions that provide fully-integrated offerings, allowing service SMBs and EverCommerce to succeed in the market, and provide end consumers more convenient service experiences.

We offer several vertically-tailored suites of solutions, each of which follows a similar and repeatable go-to-market playbook: offer a "system of action" Business Management Software that streamlines daily business workflows, integrate highly complementary, value-add adjacent solutions and complete gaps in the value chain to create integrated solutions. These solutions focus on addressing how service SMBs market their services, streamline operations and retain and engage their customers.

- ***Business Management Software:*** Our vertically-tailored Business Management Software is the system of action at the center of a service business's operation, and is typically the point-of-entry and first solution adopted by a customer. Our software, designed to meet the day-to-day workflow needs of businesses in specific vertical end markets, streamlines front and back-office processes and provides polished customer-facing experiences. Using these offerings, service SMBs can deliver their services, streamline operations, and focus on growing their customer base.
- ***Billing & Payment Solutions:*** Our Billing & Payment Solutions provide integrated payments, billing and invoicing automation and business intelligence and analytics. Our omni-channel payments capabilities include point-of-sale, eCommerce, online bill payments, recurring billing, electronic invoicing and mobile payments. Supported payment types include credit card, debit card and Automated Clearing House ("ACH") processing. Our payments platform also provides a full suite of service commerce features, including customer management as well as cash flow reporting and analytics. These value-add features help small- and medium-sized businesses ("SMBs") to ensure more timely billing and payments collection and provide improved cash flow visibility.
- ***Customer Experience Solutions:*** Our Customer Experience Solutions modernize how businesses engage and interact with customers by leveraging innovative, bespoke customer listening and communication solutions to improve the customer experience and increase retention. Our software provides customer listening capabilities with real-time customer surveying and analysis to allow standalone businesses and multi-location brands to receive VoC insights and manage the customer experience lifecycle. These applications include: customer health scoring, customer support systems, real-time alerts, NPS-based customer feedback collection, review generation and automation, reputation management, customer satisfaction surveying and a digital communication suite, among others. Additionally, the recent acquisition of ZyraTalk (as defined below) provides virtual assistant capabilities with an agentic automation platform. ZyraTalk offers production-ready fully autonomous AI agents and field service management systems designed for seamless integration across our Home Services solutions and improving the overall prospect and customer experience. Collectively, these tools help our customers gain actionable insights, increase customer loyalty and repeat purchases and improve customer experiences.

We go to market with suites of solutions that are aligned to our three core verticals. Within each suite, our Business Management Software – the system of action at the center of a service business' operation – is typically the first solution adopted by a customer. This vertically-tailored point-of-entry provides us with an opportunity to cross-sell adjacent products, previously offered as fragmented and disjointed point solutions by other software providers. This "land and expand" strategy allows us to acquire customers with key foundational solutions and expand into offerings via product development and acquisitions that cover all workflows and

power the full scope of our customers' businesses. This results in a self-reinforcing flywheel effect, enabling us to drive value for our customers and, in turn, fuel growth, improve customer stickiness, and increase our market share.

Our continuing operations generate two types of revenue: (i) Subscription and Transaction Fees, which are primarily recurring revenue streams, and (ii) Other revenue, which consists primarily of one-time revenue streams. Our recurring revenue generally consists of monthly, quarterly and annual software and maintenance subscriptions and transaction revenue associated with integrated payments and billing solutions.

- Subscription and Transaction Fees revenue includes: (i) recurring monthly, quarterly and annual SaaS subscriptions and software license and maintenance fees from the sale of our Business Management and Customer Engagement solutions; (ii) Billing and Payment solutions - payment processing fees based on the transaction volumes processed through our integrated payment solutions and processing fees based on transaction volumes for our revenue cycle management, chronic care management and health insurance clearinghouse solutions; and (iii) membership subscriptions and our share of rebates from suppliers generated though group purchasing programs.
- Other revenue includes: (i) consulting, implementation, training and other professional services; (ii) website development; (iii) revenue from various business development partnerships; (iv) event income; and (v) hardware sales related to our business management or payment software solutions.

Our business benefits from attractive unit economics. Approximately 97% of our revenue was recurring or re-occurring in both the nine months ended September 30, 2026 and 2025, and we maintained an annualized net revenue retention rate of approximately 93% and 97% for the quarters ended September 30, 2026 and 2025, respectively. Our annualized pro forma net revenue retention rate was equal to the annualized net revenue retention rate for the quarters ended September 30, 2026 and 2025, respectively, as the acquisitions and dispositions closed during the prior period were not material to our prior period unaudited condensed consolidated results on a pro forma basis. We believe the retention and growth of revenue from our existing customers is a helpful measure of the health of our business and our future growth prospects. Our ability to cross sell additional products and services to our existing customers can increase customer engagement with our suite of solutions and thus have a positive impact on our net pro forma revenue retention rate. For example, we have leveraged our land and expand strategy to cross sell solutions to our existing customers, which has supported our high net pro forma revenue retention rate by increasing customer utilization of our solutions, educating customers as to how our platform and synergies can support their businesses and, in turn, improving customer stickiness.

We calculate our annualized net revenue retention rate based on the average of the annualized net revenue retention rate calculated for each month during the twelve-month period as of the most recent quarter end. Our calculation of net revenue retention rate for any fiscal period includes the positive recurring and re-occurring revenue impacts of selling new solutions to existing customers and the negative impacts of contraction and attrition among this set of customers. The annualized net revenue retention rate for a particular month is calculated as the recurring or re-occurring revenue gained/lost from existing customers, less the recurring or re-occurring revenue lost from cancelled customers as a percentage of total recurring or re-occurring revenue during the corresponding month of the prior year. For existing customers, we consider customers that existed 11 or more months prior to the current month and that do not have an end date (i.e., cancelled relationship) on or after the first day of the current month. For example, the recurring or re-occurring revenue gained/lost from existing customers in November 2025 is the difference between the recurring or re-occurring revenue generated in November 2025 and the same such revenue generated in November 2024, for customers with a start date prior to December 1, 2024 and no end date or cancelled relationship on or after November 1, 2025. For cancelled customers, we examine customers that cancelled their relationships on or after the first day of the month that is 12 months prior to the current month and before the first day of the current month. For example, the recurring or re-occurring revenue lost from cancelled customers in November 2025 is the difference between the recurring or re-occurring revenue generated in November 2025 and the same such revenue generated in November 2024, for customers that cancelled on or after November 1, 2024 and before November 1, 2025. The annualized pro forma net revenue retention rate is calculated as the annualized net revenue retention rate adjusted as though acquisitions and dispositions that were closed during the prior period presented were closed on the first day of such period presented. Our annualized net revenue retention rate and pro forma net revenue retention rate may fluctuate as a result of a number of factors, including the growing level of our revenue base, the level of penetration within our customer base, expansion of solutions, new acquisitions and dispositions and our ability to retain our customers. Our calculation of annualized net revenue retention rate and annualized pro forma net revenue retention rate may differ from similarly titled metrics presented by other companies.

This rate for any fiscal period includes the positive recurring and re-occurring revenue impacts of selling new solutions to existing customers and the negative impacts of contraction and attrition among this set of customers. Our net pro forma revenue retention rate may fluctuate as a result of a number of factors, including the growing level of our revenue base, the level of penetration within our customer base, expansion of solutions, new acquisitions and our ability to retain our customers. Our calculation of net pro forma revenue retention rate may differ from similarly titled metrics presented by other companies.

Impact of Macroeconomic Climate

The macroeconomic climate has seen in the recent years, and may continue to see, pressure from global developments such as international geopolitical conflicts, including the war in the Middle East, increased tariffs and proposed tariffs between the United States and other nations, as well as uncertainty as to future tariffs, terrorism, pandemics or health crises, rising inflation, fluctuations in the value of the US Dollar, rising interest rates and supply chain disruptions. These developments have had and may continue to have an adverse effect on our revenues and demand for our products and services, as well as on our costs of doing business. We have taken and will continue to take actions to help mitigate the impact of these economic challenges, but there can be no assurance as to the effectiveness of our efforts going forward.

Sale of Marketing Technology Solutions

On October 31, 2025, we completed the sale of our marketing technology solutions business to Ignite Visibility for approximately $45.0 million in cash (see Note 3. Acquisition and Disposition in this Quarterly Report on Form 10-Q). We determined that our decision to sell marketing technology solutions met the criteria for classification as discontinued operations. As a result, their operating results are presented as discontinued operations on our unaudited condensed consolidated statements of operations and comprehensive income for all periods presented through the date of sale. During the three and nine months ended September 30, 2025, we measured the assets and liabilities of the marketing technology disposal group at estimated fair value less cost to sell and recognized a gain of $2.1 million during the three months ended September 30, 2025, and a goodwill impairment charge of $6.9 million during the nine months ended September 30, 2025, which are included in (gain) loss on held for sale and impairments within discontinued operations on our unaudited condensed consolidated statements of operations and comprehensive income.

Acquisition of ZyraTalk

On September 15, 2025, we acquired 100% of the interest of Joblyt LLC, dba ZyraTalk ("ZyraTalk"), an AI-powered customer engagement solution that combines virtual assistant capabilities with an agentic automation platform, for approximately $36.0 million in cash, not inclusive of up to an additional $6.5 million of contingent consideration, which could be paid over the next three years related to post-combination employment services (see Note 3. Acquisition and Disposition in this Quarterly Report on Form 10-Q). During the three months ended September 30, 2026, the we paid $3.0 million of acquisition-related retention and earnout compensation to the ZyraTalk founders, who subsequently departed the Company voluntarily. As a result of their departures, the founders forfeited all remaining acquisition-related retention and earnout compensation. The acquisition helps to establish us as an AI-driven innovator, beginning with near-term application in our Home Services vertical, EverPro, and we plan to extend ZyraTalk into broader opportunities across our other verticals.

Key Factors Affecting Our Performance

We believe that our performance and future success depends on a number of factors that present significant opportunities for us but also pose risks and challenges. For discussion of these factors, please see Part II, Item 7. *"Management's Discussion and Analysis of Financial Condition and Results of Operations* – Key Factors Affecting Our Performance" included in our Annual Report on Form 10-K. For a discussion about why we consider our Non-GAAP measures useful and a discussion of the material risks and limitations of such measures, please see Part II, Item 7. *"Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Business and Financial Metrics – Non-GAAP Financial Measures"* included in our Annual Report on Form 10-K.

Key Business and Financial Metrics

In addition to our results and measures of performance determined in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), we believe the following key business and non-GAAP financial measures are useful in evaluating and comparing our financial and operational performance over multiple periods, identifying trends affecting our business, formulating business plans and making strategic decisions. The information presented in the following sections within Key Business and Financial Metrics is calculated on the basis of US GAAP results from continuing operations for all periods presented, which excludes discontinued operations, if any.

Pro Forma Revenue Growth Rate

Pro Forma Revenue Growth Rate is a key performance measure that our management uses to assess our consolidated operating performance over time. Management also uses this metric for planning and forecasting purposes.

Our year-over-year Pro Forma Revenue Growth Rate is calculated as though all acquisitions and divestitures completed as of the end of the latest period were closed as of the first day of the prior year period presented. In calculating Pro Forma Revenue Growth Rate, we add the revenue from acquisitions for the reporting periods prior to the date of acquisition (including estimated purchase accounting adjustments) and exclude revenue from divestitures for the reporting periods prior to the date of divestiture, and then calculate our revenue growth rate between the two reported periods. As a result, Pro Forma Revenue Growth Rate includes pro forma revenue from businesses acquired and excludes revenue from businesses divested during the period, including revenue generated

during periods when we did not yet own the acquired businesses and excludes revenue prior to the divestiture of the business. In including such pre-acquisition revenue and excluding pre-divestiture revenue, Pro Forma Revenue Growth Rate allows us to measure the underlying revenue growth of our business as it stands as of the end of the respective period, which we believe provides insight into our then-current operations. Pro Forma Revenue Growth Rate does not represent organic revenue generated by our business as it stood at the beginning of the respective period. Pro Forma Revenue Growth Rates are not necessarily indicative of either future results of operations or actual results that might have been achieved had the acquisitions and divestitures been consummated on the first day of the prior year period presented. We believe that this metric is useful to investors in analyzing our financial and operational performance period over period and evaluating the growth of our business, normalizing for the impact of acquisitions and divestitures. This metric is particularly useful to management due to the number of acquired entities.

Our Revenue Growth Rate was 2.7% and 3.0% for the three and nine months ended September 30, 2026, respectively. Total revenues include post-acquisition revenue from ZyraTalk, which was acquired September 15, 2025 (see Note 3. Acquisition and Disposition in this Quarterly Report on Form 10-Q), of $0.8 million and $2.6 million during the three and nine months ended September 30, 2026, respectively. Our Pro Forma Revenue Growth rate was 2.1% and 2.4% for the three and nine months ended September 30, 2026, reflective of the underlying growth in our business as a result of new customers and providing more solutions to existing customers.

Non-GAAP Financial Measures

Adjusted Gross Profit

Gross profit is calculated as total revenue less cost of revenue (exclusive of depreciation and amortization), amortization of developed technology, amortization of capitalized software and depreciation expense (allocated to cost of revenues). We calculate Adjusted Gross Profit as gross profit adjusted to exclude non-cash charges of depreciation and amortization allocated to cost of revenues. Adjusted Gross Profit should be viewed as a measure of operating performance that is a supplement to, and not a substitute for, operating income or loss, net earnings or loss and other U.S. GAAP measures of income (loss) or profitability.

The following table presents a reconciliation of gross profit, the most directly comparable financial measure calculated in accordance with U.S. GAAP, to Adjusted Gross Profit.

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	$	2026	2025	$
	(in thousands)					
Revenue	$ 151,445	$ 147,466	$ 3,979	$ 450,927	$ 437,754	$ 13,173
Cost of revenues (exclusive of depreciation and amortization)	31,421	33,475	(2,054)	96,622	98,058	(1,436)
Amortization of developed technology	1,057	1,816	(759)	3,839	5,905	(2,066)
Amortization of capitalized software	4,023	2,909	1,114	10,966	7,768	3,198
Depreciation expense allocated to cost of revenues	107	121	(14)	311	378	(67)
Gross profit from continuing operations	114,837	109,145	5,692	339,189	325,645	13,544
Depreciation and amortization	5,187	4,846	341	15,116	14,051	1,065
Adjusted gross profit from continuing operations	$ 120,024	$ 113,991	$ 6,033	$ 354,305	$ 339,696	$ 14,609

Adjusted EBITDA

Adjusted EBITDA is calculated as net income (loss) adjusted to exclude interest and other expense, net, income tax expense (benefit), depreciation and amortization, other amortization, stock-based compensation, and transaction-related and other non-recurring or unusual costs. Other amortization includes amortization for capitalized contract acquisition costs. Transaction-related costs are specific deal-related costs such as legal fees, financial and tax due diligence, consulting and escrow fees. Other non-recurring or unusual costs are expenses such as impairment charges, (gains) losses from divestitures, system implementation costs including amortization of cloud-based software implementation costs, executive separation costs, severance expense related to planned restructuring activities, and costs associated with integration and transformation improvements. Transaction-related and other non-recurring or unusual costs are excluded as they are not representative of our underlying operating performance. Adjusted EBITDA should be viewed as a measure of operating performance that is a supplement to, and not a substitute for, operating income or loss, net earnings or loss and other U.S. GAAP measures of income (loss).

The following table presents a reconciliation of net income from continuing operations, the most directly comparable financial measure calculated in accordance with U.S. GAAP, to Adjusted EBITDA from continuing operations.

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	$	2026	2025	$
			(in thousands)			
Net income from continuing operations	$ 6,005	$ 5,804	$ 201	$ 22,892	$ 12,499	$ 10,393
Adjusted to exclude the following:						
Interest and other expense, net	5,720	8,902	(3,182)	16,780	30,459	(13,679)
Income tax expense	1,120	1,247	(127)	3,224	3,002	222
Depreciation and amortization	15,407	16,763	(1,356)	45,786	50,120	(4,334)
Other amortization	1,793	1,590	203	5,249	4,613	636
Stock-based compensation expense	11,522	6,724	4,798	23,172	21,551	1,621
Transaction-related and other non-recurring or unusual costs	3,463	5,423	(1,960)	13,138	14,111	(973)
Adjusted EBITDA from continuing operations	$ 45,030	$ 46,453	$ (1,423)	$ 130,241	$ 136,355	$ (6,114)

Description of Certain Components of Financial Data

Each of the components of our financial results described below relate to continuing operations. For additional information concerning our accounting policies, see Note 2. Summary of Significant Accounting Policies in the notes to the consolidated financial statements included in our Annual Report on Form 10-K.

Revenues

We derive our revenue from two primary sources which are described in detail below: (i) Subscription and Transaction Fees, which are primarily recurring revenue streams, and (ii) Other revenue, which consists primarily of the sale of distinct professional services and hardware. Our revenue recognition policies are discussed in more detail below under *"Critical Accounting Policies and Significant Judgments and Estimates."*

Subscription and Transaction Fees: Revenue includes (i) recurring monthly, quarterly and annual SaaS subscriptions and software license and maintenance fees from the sale of our Business Management, Customer Engagement solutions; (ii) Billing and payment solutions - payment processing fees based on the transaction volumes processed through our integrated payment solutions and processing fees based on transaction volumes for our revenue cycle management, chronic care management and health insurance clearinghouse solutions; and (iii) membership subscriptions and our share of rebates from suppliers generated though group purchasing programs. Our revenue from payment processing fees is recorded net of credit card and ACH processing and interchange charges in the month the services are performed.

Other: Revenue includes (i) consulting, implementation, training and other professional services; (ii) website development; (iii) revenue from various business development partnerships; (iv) event income; and (v) hardware sales related to our business management or payment software solutions.

Cost of Revenues

Cost of revenue (exclusive of depreciation and amortization) consists of expenses related to delivering our services and products and providing support to our customers and includes employee costs and related overhead, customer credit card processing fees, targeted mail costs, third-party fulfillment costs and software hosting expenses.

We expect that cost of revenue as a percentage of revenue will fluctuate from period to period based on a variety of factors, including the rate of growth of subscription and transaction fees, labor costs, third-party expenses and acquisitions and dispositions. For the three and nine months ended September 30, 2026, revenue from subscription and transaction fees increased 4.2% and 3.5%, respectively, compared to the prior year period.

Sales and Marketing

Sales and marketing expense consists primarily of employee costs for our sales and marketing personnel, including salaries, benefits, bonuses, stock-based compensation and sales commissions. Sales and marketing expenses also include advertising costs, travel-related expenses and costs to market and promote our products, direct customer acquisition costs, costs related to conferences and events and partner/broker commissions. Software and subscription services dedicated for use by our sales and marketing organization, and outside services contracted for sales and marketing purposes are also included in sales and marketing expense. Sales commissions that are incremental to obtaining a customer contract are deferred and amortized ratably over the estimated period of our relationship with that customer. We expect our sales and marketing expenses will increase in absolute dollars and may increase as a percentage of revenue for the foreseeable future as we continue to increase investments to support our growth.

Product Development

Product development expense consists primarily of employee costs for our product development personnel, including salaries, benefits, stock-based compensation and bonuses. Product development expenses also include third-party outsourced technology costs incurred in developing our platforms, and computer equipment, software and subscription services dedicated for use by our product development organization. We expect our product development expenses to increase in absolute dollars and increase as a percentage of revenue as we continue to dedicate substantial resources to develop, improve and expand the functionality of our solutions.

General and Administrative

General and administrative expense consists of employee costs for our executive leadership, accounting, finance, legal, human resources and other administrative personnel, including salaries, benefits, bonuses and stock-based compensation. General and administrative expenses also include external legal, accounting and other professional services fees, rent, software and subscription services dedicated for use by our general and administrative employees and other general corporate expenses. We expect general and administrative expense to increase on an absolute dollar basis for the foreseeable future due to increased costs as a result of being a public company. As we are able to further scale our operations in the future, we would expect that general and administrative expenses would decrease as a percentage of revenue.

Depreciation and Amortization

Depreciation and amortization primarily relate to intangible assets, property and equipment and capitalized software.

Loss on Sale and Impairments

Loss on sale relates to the divestiture of fitness solutions. Impairments include operating lease impairment charges related to the Company’s decision to cease use of certain leased premises and sublease certain facilities.

Interest and Other Expense, net

Interest and other expense, net, primarily consists of interest expense on long-term debt, net of interest income. It also includes amortization expense of financing costs and discounts, income from the TSA, as well as realized and unrealized gains and losses related to interest rate swap agreements.

Income Tax Expense

U.S. GAAP requires deferred tax assets and liabilities to be recognized for temporary differences between the tax basis and financial reporting basis of assets and liabilities, computed at the expected tax rates for the periods in which the assets or liabilities will be realized, as well as for the expected tax (expense) benefit of net operating loss and tax credit carryforwards. Income taxes are recognized for the amount of taxes payable by the Company's corporate subsidiaries for the current year and for the impact of deferred tax assets and liabilities, which represent future tax consequences of events that have been recognized differently in the financial statements than for tax purposes.

Results of Operations

The following tables summarize key components of our results of operations for the periods presented. The period-to-period comparison of our historical results are not necessarily indicative of our results of operations that may be expected in the future. The following comparative information for results of operations for all periods presented have been adjusted to reflect discontinued operations related to marketing technology solutions.

Comparison of the three and nine months ended September 30, 2026 and 2025

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	$	2026	2025	$
			(in thousands)			
Revenues:						
Subscription and transaction fees	$ 148,159	$ 142,184	$ 5,975	$ 437,608	$ 422,804	$ 14,804
Other	3,286	5,282	(1,996)	13,319	14,950	(1,631)
Total revenues	151,445	147,466	3,979	450,927	437,754	13,173
Operating expenses:						
Cost of revenues [1] (exclusive of depreciation and amortization presented separately below)	31,421	33,475	(2,054)	96,622	98,058	(1,436)
Sales and marketing [1]	33,311	26,526	6,785	100,122	85,920	14,202
Product development [1]	21,547	19,387	2,160	64,142	58,847	5,295
General and administrative [1]	36,441	35,362	1,079	100,755	98,764	1,991
Depreciation and amortization	15,407	16,763	(1,356)	45,786	50,120	(4,334)
Loss on sale and impairments	473	—	473	604	85	519
Total operating expenses	138,600	131,513	7,087	408,031	391,794	16,237
Operating income	12,845	15,953	(3,108)	42,896	45,960	(3,064)
Interest and other expense, net	(5,720)	(8,902)	3,182	(16,780)	(30,459)	13,679
Net income from continuing operations before income tax expense	7,125	7,051	74	26,116	15,501	10,615
Income tax expense	(1,120)	(1,247)	127	(3,224)	(3,002)	(222)
Net income from continuing operations	$ 6,005	$ 5,804	$ 201	22,892	12,499	10,393
Income (loss) from discontinued operations, net of income tax	—	5,312	(5,312)	—	(943)	943
Net income	$ 6,005	$ 11,116	$ (5,111)	$ 22,892	$ 11,556	$ 11,336

(1) Includes stock-based compensation expense as follows:

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	$	2026	2025	$
			(in thousands)			
Cost of revenues	$ 102	$ 101	$ 1	$ 292	$ 318	$ (26)
Sales and marketing	528	435	93	1,413	1,148	265
Product development	855	693	162	2,336	1,806	530
General and administrative	10,037	5,495	4,542	19,131	18,279	852
Total stock-based compensation expense	$ 11,522	$ 6,724	$ 4,798	$ 23,172	$ 21,551	$ 1,621

Comparison of the three and nine months ended September 30, 2026 and 2025 (percentage of revenue)

The following table provides the key components of operating costs within our results of operations as a percentage of revenue for the three and nine months ended September 30, 2026 compared to the same period in 2025.

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	%	2026	2025	%
Total Revenues	100.0%	100.0%		100%	100%	
Operating expenses:						
Cost of revenues (exclusive of depreciation and amortization presented separately below)	20.7 %	22.7 %	(2.0)%	21.4 %	22.4 %	(1.0)%
Sales and marketing	22.0 %	18.0 %	4.0 %	22.2 %	19.6 %	2.6 %
Product development	14.2 %	13.1 %	1.1 %	14.2 %	13.4 %	0.8 %
General and administrative	24.1 %	24.0 %	0.1 %	22.3 %	22.6 %	(0.3)%
Depreciation and amortization	10.2 %	11.4 %	(1.2)%	10.2 %	11.4 %	(1.2)%
Loss on sale and impairments	0.3 %	— %	0.3 %	0.1 %	— %	0.1 %
Total operating expenses	91.5 %	89.2 %	2.3 %	90.5 %	89.5 %	1.0 %

While revenue growth remains a key focus, we remain committed to continued expansion of gross margin, net income and Adjusted EBITDA through ongoing transformation initiatives. As a percentage of revenue, the combination of cost of revenue, sales and marketing, product development and general and administrative costs increased from 78.0% for the nine months ended September 30, 2025 to 80.1% for the nine months ended September 30, 2026, an increase of 210 basis points representing targeted investments for future growth inclusive of costs associated with the ZyraTalk acquisition subsequent to the acquisition date. A discussion on primary drivers follows in the subsequent sections.

Revenues

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	$	2026	2025	$
			(in thousands)			
Revenues:						
Subscription and transaction fees	$ 148,159	$ 142,184	$ 5,975	$ 437,608	$ 422,804	$ 14,804
Other	3,286	5,282	(1,996)	13,319	14,950	(1,631)
Total revenues	$ 151,445	$ 147,466	$ 3,979	$ 450,927	$ 437,754	$ 13,173

Revenues increased $4.0 million, or 2.7%, and $13.2 million, or 3.0%, for the three and nine months ended September 30, 2026, respectively, as compared to the same periods in 2025. Revenue from subscription and transaction fees increased 4.2% and 3.5% and other revenue decreased 37.8% and 10.9% during the three and nine months ended September 30, 2026, respectively, as compared to the prior year periods. The majority of our revenue growth is attributable to the successful delivery of system of action capabilities to our SMBs in our verticals of home services as well as our EverHealth product portfolio. Revenue growth increasingly benefited from pricing actions implemented across various system-of-action solutions, which contributed to higher revenue per customer. However, our revenue growth rate is decelerating primarily due to slower new-customer acquisition, including fewer new customers acquired through organic search channels. The subscription and transaction fees revenue increase consists primarily of increases from (a) business management software and (b) billing and payment solutions, partially offset by a decrease during the nine-month period in (c) revenues associated with our share of rebates from suppliers generated through group purchase programs. Business management software revenues drove a $3.8 million and $13.4 million increase in subscription and transaction fees revenue for the three and nine months ended September 30, 2026, respectively, due primarily to higher revenue per customer. Billing and payment solutions revenues increased $2.0 million and $2.7 million during the three and nine months ended September 30, 2026, respectively, primarily due to an increase in total payments volume processed through our payment platforms and a slightly higher take rate. Revenues associated with our share of rebates from suppliers generated through group purchasing programs, which is more closely connected to macro-economic impacts than our core business management software, increased by $0.1 million and decreased $1.3 million during the three and nine months ended September 30, 2026, respectively. Subscription and transaction fees revenue also includes $0.8 million and $2.6 million of post-acquisition revenue from ZyraTalk for the three and nine months ended September 30, 2026,

respectively, (see Note 3. Acquisition and Disposition in this Quarterly Report on Form 10-Q). Other revenues decreased $2.0 million and $1.6 million during the three and nine months ended September 30, 2026, respectively, as compared to the same periods in 2025, primarily driven by timing of revenues related to project implementation and customer development services.

Cost of Revenues

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	$	2026	2025	$
	(dollars in thousands)					
Cost of revenues (exclusive of depreciation and amortization presented separately below)	$ 31,421	$ 33,475	$ (2,054)	$ 96,622	$ 98,058	$ (1,436)

Cost of revenues decreased by $2.1 million, or 6.1%, and $1.4 million, or 1.5%, for the three and nine months ended September 30, 2026, respectively, as compared to the same periods in 2025. These decreases were a result of lower costs consistent with the slower pace of new-customer additions, which were partially offset by costs incurred to support the continued growth and delivery of our system-of-action solutions. The decrease for the three-month period was primarily due to a $1.4 million decrease in personnel and compensation expenses and a $0.7 million decrease in clearinghouse fees. The decrease for the nine-month period was driven primarily by a $2.8 million decrease in personnel and compensation expenses, $1.6 million decrease in clearinghouse fees, and a $0.7 million decrease in outsourced services, partially offset by a $2.3 million increase in software hosting expenses and $1.4 million increase in application programming interface fees. Cost of revenues includes $0.2 million and $0.6 million of post-acquisition expenses from ZyraTalk for the three and nine months ended September 30, 2026, respectively, (see Note 3. Acquisition and Disposition in this Quarterly Report on Form 10-Q).

Sales and Marketing

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	$	2026	2025	$
	(dollars in thousands)					
Sales and marketing	$ 33,311	$ 26,526	$ 6,785	$ 100,122	$ 85,920	$ 14,202

Sales and marketing expenses increased $6.8 million, or 25.6%, and $14.2 million, or 16.5%, for the three and nine months ended September 30, 2026, respectively, as compared to the same periods in 2025. The increase for the three-month period was driven primarily by an additional $3.3 million in advertising expense, $2.9 million in personnel and compensation expenses, $0.4 million in software and tools, and $0.3 million in professional and consulting fees. The increase for the nine-month period was driven primarily by an additional $9.1 million in personnel and compensation expenses, $6.5 million in advertising expense, $0.8 million in software and tools, $0.6 million in conference and events expense, and $0.3 million in stock-based compensation. These increases were partially offset by a $0.2 million and $3.2 million decrease, respectively, in commissions related to volume from third-party channels associated with legacy payment platform solutions. Sales and marketing expenses include $0.5 million and $1.5 million of post-acquisition expenses from ZyraTalk for the three and nine months ended September 30, 2026, respectively, (see Note 3. Acquisition and Disposition in this Quarterly Report on Form 10-Q).

Product Development

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	$	2026	2025	$
	(dollars in thousands)					
Product development	$ 21,547	$ 19,387	$ 2,160	$ 64,142	$ 58,847	$ 5,295

Product development expenses increased by $2.2 million, or 11.1%, and $5.3 million, or 9.0%, for the three and nine months ended September 30, 2026, respectively, as compared to the same periods in 2025. These increases were a result of continued investment in our technology and teams to support our various solutions as well as centralized security operations, information technology and cloud engineering. The increase for the three-month period was driven by an additional $1.2 million in outsourced services, $0.5 million in software and tools, and $0.5 million in hosting expenses. The increase for the nine-month period was driven primarily by an additional $1.9 million in software and tools, $1.7 million in outsourced services, $1.4 million in hosting expenses, and $0.5 million in stock-based compensation, partially offset by a $0.2 million decrease in professional and consulting fees. Product developments expenses include $1.1 million and $2.2 million of post-acquisition expenses from ZyraTalk for the three and nine months ended September 30, 2026, respectively, (see Note 3. Acquisition and Disposition in this Quarterly Report on Form 10-Q).

General and Administrative

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	$	2026	2025	$
	(dollars in thousands)					
General and administrative	$ 36,441	$ 35,362	$ 1,079	$ 100,755	$ 98,764	$ 1,991

General and administrative expenses increased by $1.1 million, or 3.1%, and $2.0 million, or 2.0%, for the three and nine months ended September 30, 2026, respectively, as compared to the same periods in 2025. The increase for the three-month period was driven primarily by an additional $4.5 million in stock-based compensation, $1.4 million in personnel and compensation expenses, and $0.6 million in software and tools. These increases were partially offset by a $2.7 million decrease in professional and legal fees, $1.0 million reduction in acquisition-related compensation expense, $0.8 million decrease in bad debt expense, $0.5 million in outsourced services, and $0.4 million in facility expense. The increase for the nine-month period was driven primarily by an additional $3.1 million in personnel and compensation expense, $2.1 million in software and tools, $1.7 million in acquisition-related compensation expense, and $0.9 million in stock-based compensation. These increases were partially offset by $4.9 million decrease in professional and legal fees, $0.6 million decrease in insurance expense, and $0.5 million in facility expense. The increases in stock-based compensation expense were primarily attributable to compensation expense associated with the departures of our former Chief Executive Officer and certain other senior executives, which included the accelerated vesting of certain RSUs and the extension of the post-termination exercise period for vested stock options (see Note 12. Stock-Based Compensation in this Quarterly Report on Form 10-Q). The decreases in professional and legal fees for the three and the nine-month periods is primarily associated with transaction-related activity from acquisition and divestitures as well as debt modification costs during 2025, partially offset by charges recognized in connection with the settlement of several legal matters. General and administrative expenses included a reduction of $0.9 million for the three months ended September 30, 2026, and expense of $1.9 million for the nine months ended September 30, 2026, in each case related to post-acquisition activities associated with ZyraTalk (see Note 3. Acquisition and Disposition in this Quarterly Report on Form 10-Q).

Depreciation and Amortization

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	$	2026	2025	$
	(dollars in thousands)					
Depreciation and amortization	$ 15,407	$ 16,763	$ (1,356)	$ 45,786	$ 50,120	$ (4,334)

Depreciation and amortization expenses decreased by $1.4 million, or 8.1%, and $4.3 million, or 8.6%, for the three and nine months ended September 30, 2026, respectively, as compared to the same periods in 2025. The decrease for the three and nine-month periods was driven primarily by lower intangible assets' amortization due to the reduced rate of replacement assets resulting from a slowdown in business acquisitions. Specifically, the decrease was driven by $2.5 million and $7.4 million in lower intangible assets' amortization, respectively, partially offset by $1.2 million and $3.2 million of additional capitalized software amortization, respectively.

Loss on Sale and Impairments

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	$	2026	2025	$
	(dollars in thousands)					
Loss on sale and impairments	$ 473	$ —	$ 473	$ 604	$ 85	$ 519

During the three and nine months ended September 30, 2026 we recorded right-of-use lease asset impairments charges of $0.5 million and $0.6 million, respectively (see Note 9. Leases in this Quarterly Report on Form 10-Q). During the nine months ended September 30, 2025, we recorded a $0.1 million working capital adjustment related to the disposal of fitness solutions in 2024.

Interest and Other Expense, net

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	$	2026	2025	$
	(dollars in thousands)					
Interest and other expense, net	$ 5,720	$ 8,902	$ (3,182)	$ 16,780	$ 30,459	$ (13,679)

Interest and other expense, net, decreased by $3.2 million, or 35.7%, and $13.7 million, or 44.9%, for the three and nine months ended September 30, 2026, respectively, as compared to the same periods in 2025, with the changes primarily driven by volatility of interest rates and foreign currency. The decrease for the three-month period was driven by an unrealized gain on interest rate swaps of $2.3 million compared to an unrealized loss of $0.04 million in the comparative period, a year over year decrease of $2.4 million as a result of the fair value change in interest rate swaps. Additionally, interest expense on long-term debt decreased $0.3 million as a result of lower variable base interest rates on the Company's Credit Facilities, and a $0.4 million year over year decrease in unrealized foreign currency loss. The decrease for the nine-month period was driven primarily by an unrealized gain on interest rate swaps of $7.4 million compared to an unrealized loss of $6.0 million in the comparative period, a year over year decrease of $13.4 million as a result of the fair value change in interest rate swaps. Additionally, interest expense on long-term debt decreased $1.6 million as a result of lower variable base interest rates on the Company's Credit Facilities, $0.8 million of income related to support services provided under the TSA with Ignite Visibility, partially offset by a $1.0 million year over year decrease in unrealized foreign currency gain and a $1.0 million decrease in interest income. The decline in interest expense on long-term debt in both the three and nine-month periods is a result of lower variable base interest rates on the Company's Credit Facilities (as defined below) and the amendment to the Term Loan (as defined below) in the third quarter 2025 resulting in a reduction in margin and the removal of the credit spread adjustment (see Note 10. Long-Term Debt in this Quarterly report on Form 10-Q).

Income Tax Expense

	Three months ended September 30,		Change	Nine months ended September 30,		Change
	2026	2025	$	2026	2025	$
	(dollars in thousands)					
Income tax expense	$ (1,120)	$ (1,247)	$ 127	$ (3,224)	$ (3,002)	$ (222)

Income tax expense decreased by $0.1 million, or 10.2%, and increased $0.2 million, or 7.4%, for the three and nine months ended September 30, 2026, respectively, as compared to the corresponding periods in 2025, with the change driven primarily by an increase in net income from continuing operations before tax and discrete items during three and nine months ended September 30, 2026, and New Zealand and Canada return to provision adjustments during the nine months ended September 30, 2026.

Liquidity and Capital Resources

To date, our primary sources of liquidity have been net cash provided by operating activities, proceeds from equity issuances and proceeds from long-term debt.

We utilize liquidity for items such as strategic investments in the ongoing transformation of our business and infrastructure, our business acquisitions (such as our strategic acquisition of ZyraTalk in September 2025) and share repurchases authorized through our Repurchase Program. For a description of our recent acquisitions, see Note 3. Acquisition and Disposition in this Quarterly report on Form 10-Q. Absent significant deterioration of market conditions, we expect that working capital requirements, capital expenditures, acquisitions, the Company's Repurchase Program (as defined below), debt servicing and lease obligations will be our principal needs for liquidity going forward.

As of September 30, 2026, we had cash, cash equivalents and restricted cash of $139.0 million, $125.0 million of available borrowing capacity under our Revolver (as defined below) and $522.5 million outstanding under our Term Loan. We believe that our existing cash and cash equivalents, availability under our Credit Facilities, and our cash flows from operations will be sufficient to fund our working capital requirements and planned capital expenditures, and to service our debt obligations for at least the next twelve months. However, our future working capital requirements will depend on many factors, including our rate of revenue growth, the timing and size of future acquisitions, and the timing of introductions of new products and services. If needed, additional funds may not be available on terms favorable to us, or at all. If we are unable to raise additional funds when desired, our business, financial condition and results of operations could be adversely affected. See Part II, Item 1A. "*Risk Factors*."

Cash Flows

The following table sets forth cash flow data:

	Nine months ended September 30,	
	2026	2025
	(in thousands)	
Net cash provided by operating activities	$ 86,035	$ 90,183
Net cash used in investing activities	(25,323)	(56,454)
Net cash used in financing activities	(50,349)	(62,342)
Effect of foreign currency exchange rate changes on cash	(1,086)	130
Net increase (decrease) in cash and cash equivalents	$ 9,277	$ (28,483)

Cash Flow from Operating Activities

Net cash provided by operating activities was $86.0 million for the nine months ended September 30, 2026, compared to $90.2 million for the nine months ended September 30, 2025. Changes in net cash provided by operating activities resulted primarily from cash received from net sales within our subscription and transaction fees. Other drivers of the changes in net cash provided by operating activities include payments for personnel expenses for our employees, costs related to delivering our services and products, partner commissions, advertising and interest on our long-term debt.

The decrease in cash provided by operating activities for the nine months ended September 30, 2026 compared to the nine months ended September 30, 2025 was primarily due to investments made to support the growth of our business of $27.1 million, including higher employee and related expenses and software and tools and lower interest income of $1.1 million. These decreases were partially offset by an increase in cash collections from our subscription and transaction fees of approximately $17.9 million, income of $4.0 million related to support services provided under the TSA, lower cash outflows directly related to the delivery of our services and products of $2.1 million, lower interest expense of $1.6 million, and lower taxes paid of $0.3 million. Additionally, cash provided by operating activities decreased $1.8 million related to the marketing technology solutions business, which was sold on October 31, 2025 (see Note 3. Acquisition and Disposition in this Quarterly Report on Form 10-Q).

Cash Flow from Investing Activities

During the nine months ended September 30, 2026, net cash used in investing activities of $25.3 million was related primarily to costs to develop software of $23.7 million and $1.6 million for purchases of property and equipment.

During the nine months ended September 30, 2025, net cash used in investing activities of $56.5 million was related primarily to the acquisition of ZyraTalk, net of cash acquired, for approximately $35.9 million, costs to develop software of $20.9 million and $1.9 million for purchases of property and equipment.

Cash Flow from Financing Activities

During the nine months ended September 30, 2026, net cash used in financing activities of $50.3 million was related primarily to the repurchase and retirement of shares of our common stock of $44.2 million and employee taxes paid for RSU withholdings of $6.9 million.

During the nine months ended September 30, 2025, net cash used in financing activities of $62.3 million was related primarily to the repurchase and retirement of shares of our common stock of $60.5 million.

For additional information regarding our repurchase and retirement of shares of our common stock, refer to Note 11. Equity in the notes to the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.

Credit Facilities

We are party to a credit agreement, as amended, that provides for one term loan for an aggregate principal amount of $529.4 million (the “Term Loan”), a revolver with a capacity of $125.0 million (the “Revolver”) and a sub-limit of the Revolver available for letters of credit up to an aggregate face amount of $20.0 million. These debt arrangements are collectively referred to herein as the “Credit Facilities”.

Simultaneously with the execution of the Credit Facilities, we and various of our subsidiaries entered into a collateral agreement and guarantee agreement. Pursuant to the guarantee agreement, EverCommerce Intermediate Inc. and various of our subsidiaries are guarantors of the obligations under the Credit Facilities. Pursuant to the collateral agreement, the Credit Facilities are secured by liens

on substantially all of our assets, including our intellectual property and the equity interests of our various subsidiaries, including EverCommerce Solutions Inc.

The Credit Facilities contain certain affirmative and negative covenants, including, among other things, restrictions on indebtedness, issuance of preferred equity interests, liens, fundamental changes and asset sales, investments, negative pledges, repurchases of stock, dividends and other distributions, and transactions with affiliates. In addition, we are subject to a financial covenant with respect to the Revolver whereby, if the aggregate principal amount of revolving loans (excluding letters of credit) outstanding on the last day of any fiscal quarter exceeds 35% of the aggregate commitments available under the Revolver, then our first lien leverage ratio as of the last day of such fiscal quarter must be 7.50 to 1.00 or less.

With respect to ABR borrowings, interest payments are due on a quarterly basis on the last business day of each March, June, September and December. With respect to Term SOFR borrowings, interest payments are due on the last business day of the interest period applicable to the borrowing and, in the case of a Term SOFR borrowing with an interest period of more than three months' duration, each day prior to the last day of such interest period that occurs at intervals of three months' duration after the first day of such interest period.

Effective as of June 10, 2025, the Company entered into an additional amendment to the Credit Facilities (the "June 2025 Amendment") to reduce the commitments outstanding under the Revolver, extend the maturity of a portion of such commitments and reduce the applicable margin with respect to extended revolving loans. As a result of the June 2025 Amendment, commitments under the Revolver were reduced from $190.0 million to $155.0 million. With respect to $125.0 million of such commitments, (i) the maturity date was extended to January 6, 2028 and (ii) the applicable margin for (x) Term SOFR (as defined in the Credit Facilities) loans was reduced to 2.50% and (y) ABR (as defined in the Credit Facilities) loans was reduced to 1.50%, in each case, subject to a single 0.25% step-down based on the Company's first lien net leverage ratio. The remaining $30.0 million of such commitments expired on July 6, 2026.

Additionally, on July 29, 2025, the Company entered into an amendment to the Credit Facilities (the "July 2025 Amendment") to, among other things, refinance the existing Term Loan in an aggregate principal amount of $529.4 million. The July 2025 Amendment, among other things, (i) extends the maturity date of the Term Loan to July 6, 2031, and (ii) reduces the applicable margin by 25 basis points with respect to all term loans. The Term Loan bears interest, at the Borrower's election, at (x) Term SOFR (as defined in the Credit Agreement) plus an applicable margin of 2.25%, with a minimum Term SOFR rate of 0.50% or (y) ABR (as defined in the Credit Agreement) plus an applicable margin of 1.25%, with a minimum ABR of 1.50%, in each case, with no step-downs. The refinanced Term Loan priced at par and refinanced the existing term loan outstanding under the Credit Agreement immediately prior to giving effect to the July 2025 Amendment.

Pursuant to the July 2025 Amendment, with respect to $125.0 million of commitments under the then existing $155.0 million Revolver, (i) the maturity date was extended to July 29, 2030 and (ii) the applicable margin for (x) Term SOFR loans was reduced to 2.00% and (y) Alternate Base Rate loans was reduced to 1.00%, in each case, subject to a 25 basis points step-up based on the Company's first lien net leverage ratio. Other than the changes noted above, the terms and conditions of all commitments at closing as well as those extending beyond the original maturity date remain the same as the existing Revolver. Accordingly, $125.0 million of availability remains under the Revolver through July 29, 2030.

We have entered into the following interest rate swap agreements in connection with our Credit Facilities to convert a portion of the floating rate component of the Term Loan from a floating rate to fixed rate:

Effective Date	Expiration Date	Fixed Interest Rate	Notional Amount	Asset (Liability) Fair Value at September 30, 2026
			($ in thousands)	*($ in thousands)*
October 31, 2022	October 31, 2027	4.212 %	$ 200,000	$ 586
March 31, 2023	October 31, 2027	3.951 %	$ 100,000	$ 571
September 20, 2024	October 31, 2027	3.395 %	$ 125,000	$ 1,510

The Revolver has a variable commitment fee, which is based on our first lien leverage ratio. We expect the commitment fee to range from 0.25% to 0.375% per annum. We are obligated to pay a fixed fronting fee for letters of credit of 0.125% per annum.

Amounts borrowed under the Revolver may be repaid and re-borrowed through maturity of the Revolver in July 2030. The Term Loan matures in July 2031. The Term Loan may be repaid or prepaid but may not be re-borrowed.

As of September 30, 2026, there was $522.5 million outstanding under our Credit Facilities, all of which was related to the Term Loan as no amounts were outstanding under the Revolver. The effective interest rate on the Term Loan was approximately 6.09% for the three months ended September 30, 2026, excluding the effect of any interest rate swap agreements.

As of September 30, 2026, we were in compliance with the financial covenants under the Credit Facilities.

Stock Repurchase Program

On June 14, 2022, our Board of Directors approved a stock repurchase program (as subsequently amended, the "Repurchase Program") with authorization to purchase up to $50.0 million in shares of the Company's common stock through the expiration of the program on December 21, 2022. On November 7, 2022, November 5, 2023, May 21, 2024, May 1, 2025, and November 4, 2025 our Board increased the authorization of the Repurchase Program by an additional $50.0 million in shares of the Company's common stock on each date. On September 11, 2026, our Board increased the authorization by an additional $25.0 million, resulting in a total authorization, since the initial approval, to repurchase up to $325.0 million in shares of the Company's common stock through December 31, 2027. Repurchases under the program may be made in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases to be determined at the Company's discretion, depending on market conditions and corporate needs. The Repurchase Program does not obligate the Company to acquire any particular amount of common stock and may be modified, suspended or terminated at any time at the discretion of the Board. The Company expects to fund repurchases with existing cash on hand.

The Company repurchased and retired 1.6 million and 4.3 million shares of common stock for approximately $15.7 million and $44.5 million, including transaction fees and taxes, during the three and nine months ended September 30, 2026. As of September 30, 2026, $28.5 million remained available under the Repurchase Program.

Contractual Obligations

There have been no material changes to our contractual obligations as of September 30, 2026 from those disclosed in our Annual Report on Form 10-K.

Refer to Notes 9. Leases, 10. Long-Term Debt and 16. Commitments and Contingencies in the notes to the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for a discussion of our operating leases, debt and contractual obligations, respectively.

Critical Accounting Policies and Significant Judgments and Estimates

Our financial statements are prepared in accordance with U.S. GAAP. The preparation of our financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period.

Our critical accounting policies are described in Part II, Item 7. *"Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies"* in our Annual Report on Form 10-K. During the nine months ended September 30, 2026, there were no material changes to our critical accounting policies from those discussed in our Annual Report on Form 10-K.

Recent Accounting Pronouncements

See Note 2. Summary of Significant Accounting Policies in the notes to the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for a discussion of accounting pronouncements recently adopted and recently issued accounting pronouncements not yet adopted, and their potential impact to our financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes to our disclosures regarding market risk as described in our Annual Report on Form 10-K under the heading Part II, Item 7A. *"Quantitative and Qualitative Disclosures about Market Risk."*

Item 4. Controls and Procedures

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our principal executive officer and principal financial officer have concluded that, as of September 30, 2026, our disclosure controls and procedures were not effective at the reasonable assurance level, due to the material weakness in our internal control over financial reporting as described in Part II, Item 9A. *"Controls and Procedures"* in our Annual Report on Form 10-K for the year ended December 31, 2025.

Changes in Internal Control over Financial Reporting

We continue to work implement measures designed to remediate our material weakness in our internal control over financial reporting as described in Part II, Item 9A. *"Controls and Procedures"* in our Annual Report on Form 10-K for the year ended December 31, 2025.

During the quarter ended September 30, 2026, management continued to implement remediation measures designed to address the underlying causes of the material weakness, including redesigned and newly implemented revenue controls, enhanced review controls, enhancements to system access controls, and the phased implementation of a new billing system and related controls. Management continues to evaluate and test the operating effectiveness of these controls. The material weakness will not be considered remediated until the applicable controls have operated for a sufficient period of time and management has concluded, through testing, that they are operating effectively.

Except for the remediation activities described above, there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

See Note 16. Commitments and Contingencies in the notes to the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for a discussion of material legal proceedings. We are from time to time subject to various legal proceedings, claims, and governmental inspections, audits, or investigations that arise in the ordinary course of our business. We believe that the ultimate resolution of these matters would not be expected to have a material adverse effect on our business, financial condition, or operating results.

Item 1A. Risk Factors

In addition to the information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risk factors disclosed in Part I, Item 1A. "*Risk Factors*" of our Annual Report on Form 10-K. There have been no material changes to our risk factors from those included in our Annual Report on Form 10-K, other than the following:

We rely on computer systems, hardware, software, technology infrastructure and online sites and networks for both internal and external operations that are critical to our business (collectively, "IT Systems"). We own and manage some of these IT Systems but also rely on third parties for a range of IT Systems and related products and services. We and certain of our third-party providers collect, maintain and process data about customers, employees, business partners and others, including information about individuals such as payment card information, as well as proprietary information belonging to our business such as trade secrets (collectively, "Confidential Information").

Our IT Systems, Confidential Information, products and services have been and will continue to be targets of cyber-attacks aimed at sabotage, disruption and/or compromise. Threats come from diverse sources, including criminal hackers, hacktivists, state-sponsored groups, industrial espionage actors and insiders. These actors leverage numerous tactics, such as cyber-extortion, ransomware, social engineering (e.g., phishing), the introduction of computer viruses or other malware and even the physical intrusion and/or destruction of IT and infrastructure assets and can be the result of bugs, misconfigurations or exploited vulnerabilities in software or hardware.

The techniques used to gain unauthorized, improper, or illegal access to systems and information (including personal data), disable or degrade services, or sabotage systems are constantly evolving and have become increasingly complex and sophisticated. These techniques are difficult to detect quickly, and often are not recognized or detected until after they have been launched against a target. Even if identified, we may be unable to adequately investigate or remediate incidents or breaches due to attackers increasingly using tools, such as artificial intelligence ("AI"), that are designed to circumvent controls, avoid detection, and remove or obfuscate forensic evidence. In addition, we identify and track known security vulnerabilities in our (and third-party) software and services that are deployed in our business, and we cannot guarantee that patches or other measures will be comprehensively applied before such vulnerabilities can be exploited by a threat actor. Because certain of our products are integrated with our customers' systems, the circumvention or failure of our protective measures could compromise the confidentiality, integrity, and availability of our customers' own systems and/or information. Given the nature of complex systems, software and services like ours, and the scanning tools that we deploy across our networks, infrastructure and products, we regularly identify and track security vulnerabilities. We are unable to comprehensively apply patches or confirm that measures are in place to mitigate all such vulnerabilities, or that patches will be applied before vulnerabilities are exploited by a threat actor. In other situations, vulnerabilities persist even after we have issued security patches because our customers may fail to apply patches or update their systems to newer software versions. If attackers are able to exploit critical vulnerabilities before patches are installed or mitigating measures are implemented, significant compromises could impact our and our customers' systems and data. In addition, there can be no assurance that our cybersecurity risk management program and processes, including our policies, controls or procedures, will be fully implemented, complied with or effective in protecting our IT systems and Confidential Information.

Advances in artificial intelligence, including models capable of rapidly identifying and exploiting software vulnerabilities, further increase the speed and effectiveness of cyberattacks. Moreover, the integration and use of AI in our and third party providers' operations, products and services creates unique attack vectors, such as the infiltration, corruption (e.g., "poisoning"), or manipulation of training data and AI model inputs, that threaten downstream model outputs and can skew decision-making based on AI models. As a result of the foregoing AI impacts, we cannot guarantee effective detection, investigation, remediation or recovery in relation to future attacks and incidents, or that material adverse impact to our IT Systems or Confidential Information will not occur. In addition, vulnerabilities or flaws in our products, systems or those of third parties upon which we rely can be discovered more quickly by threat actors, reducing the time available for detection and remediation and increasing the likelihood or severity of security incidents.

We have experienced cyber-attacks and other security incidents involving access to IT Systems and Confidential Information, and will continue to experience such attacks and incidents to varying degrees. To date, no attacks or incidents either individually or in the aggregate has materially impacted our operations, financial condition or business. Although we and our service providers deploy

security measures in relation to our IT Systems and Confidential Information, no measures can guarantee protection against all cyber-attacks and security incidents. A serious breach of our IT Systems, Confidential Information, or a third-party system upon which we rely may subject us to material losses or liability, including, for example, as a result of the following: payment network fines; assessments and claims for unauthorized purchases with misappropriated credit, debit or card information; impersonation or other similar fraud claims; regulatory investigations, fines and penalties; litigation (including class action) costs, damages and injunctive relief; significant harm to our brand and reputation; loss of existing clients and potential clients from using electronic payments generally and our solutions and services specifically, thus reducing our revenue; costs to correct any breaches or failures; and significant uninsured liabilities and costs.

Although we generally require that our agreements with our distribution partners and service providers who have access to our IT Systems and/or Confidential Information include confidentiality obligations that restrict these parties from using such access or disclosing such information except as necessary to perform their services under the applicable agreements, there can be no assurance that these contractual measures will prevent the unauthorized use or disclosure of Confidential Information, nor can we be sure that such third parties would be willing or able to satisfy liabilities arising from their breach of these agreements. Any failure by such third parties to adequately take these protective measures could result in protracted or costly litigation.

In addition, our agreements with our bank sponsors (as well as payment network requirements) require us to take certain protective measures to ensure the confidentiality of Confidential Information. Any failure to adequately comply with these protective measures could result in fees, penalties, litigation or termination of our bank sponsor agreements, and/or registration with the payment card networks.

Our existing general liability and cyber liability insurance policies may not cover, or may cover only a portion of, any potential claims related to security breaches to which we are exposed or may not be adequate to indemnify us for all or any portion of liabilities that may be imposed. We also cannot be certain that our existing insurance coverage will continue to be available on acceptable terms or in amounts sufficient to cover the potentially significant losses that may result from a security incident or breach or that the insurer will not deny coverage of any future claim. We attempt to limit by contract our liability, however, the limitations of liability set forth in the contracts may not be enforceable or otherwise protect us from liability, and we may also be subject to claims that are not covered by contract.

Additionally, we are responsible both for our own business and to a significant degree for acts and omissions by certain of our distribution partners and third-party vendors under the rules and regulations established by the payment networks, such as Visa, MasterCard, Discover and American Express and the debit networks. We and other third parties collect, process, store and transmit Confidential Information, including financial and payment card information, and we have ultimate liability to the payment networks and member financial institutions that register us with the payment networks for our failure, or the failure of certain distribution partners and third parties with whom we contract, to protect this Confidential Information, in accordance with payment network requirements. Additionally, certain of our software and technology-enabled services are intended for use in collecting, storing and displaying clinical and health care-related information used in the diagnosis and treatment of patients and in related health care settings such as registration, scheduling and billing. The loss, destruction or unauthorized modification of Confidential Information could result in significant fines, sanctions and proceedings or actions against us by the payment networks, payment processors, sponsor banks, governmental bodies, our customers, our clients' customers or others, which could have a material adverse effect on our business, financial condition and results of operations. Any such sanction, fine, proceeding or action could result in significant damage to our reputation or the reputation of our customers, negatively impact our ability to attract or retain customers, force us to incur significant expenses in defense of these proceedings, disrupt our operations, distract our management, increase our costs of doing business and may result in the imposition of monetary liability. A significant cybersecurity breach could also result in payment networks prohibiting us from processing transactions on their networks or the loss of our financial institution sponsorship that facilitates our participation in the payment networks, either of which could materially impede our ability to conduct business.

Moreover, we rely on third parties, such as Worldpay, PayPal and other payment processing partners, for specific services, software and hardware used in providing our solutions and services. Some of these organizations and service providers are our competitors or provide similar services and technology to our competitors, and we may not have long-term contracts with them. If these contracts are canceled or we are unable to renew them on commercially reasonable terms, or at all, our business, financial condition and results of operation could be adversely impacted. The termination by our service or technology providers of their agreements with us or their failure to perform their services efficiently and effectively may adversely affect our relationships with our clients and, if we cannot find alternate providers quickly, may cause those clients to terminate their processing agreements with us.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Purchases of Equity Securities by the Issuer or Affiliated Purchaser

During the three months ended September 30, 2026, we repurchased approximately $15.7 million in shares of our common stock under our Repurchase Program, including transaction fees and taxes. The stock repurchase activity under our Repurchase Program during the three months ended September 30, 2026 was as follows:

	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs [(1)]	Approximate dollar value of shares that may yet be purchased under the plans or programs [(1)]
	(in thousands, except per share and share amounts)			
July 1, 2026 - July 31, 2026	615,292	$ 10.89	615,292	$ 12,459
August 1, 2026 - August 31, 2026	551,743	$ 10.26	551,743	$ 6,796
September 1, 2026 - September 30, 2026	416,568	$ 7.82	416,568	$ 28,537

(1) On June 14, 2022, our Board approved the Repurchase Program with authorization to purchase up to $50.0 million in shares of the Company's common stock through the expiration of the program on December 21, 2022. On November 7, 2022, November 5, 2023, May 21, 2024, May 1, 2025, and November 4, 2025 our Board increased the authorization of the Repurchase Program by an additional $50.0 million in shares of the Company's common stock on each date. On September 11, 2026, our Board increased the authorization by an additional $25.0 million, resulting in a total authorization, since the initial approval, to repurchase up to $325.0 million in shares of the Company's common stock through December 31, 2027.

Repurchases under the program may be made in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases to be determined at the Company's discretion, depending on market conditions and corporate needs. Open market repurchases will be structured to occur in accordance with applicable federal securities laws, including within the pricing and volume requirements of Rule 10b-18 under the Exchange Act. The Company may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases of its shares under this authorization. The Repurchase Program does not obligate the Company to acquire any particular amount of common stock and may be modified, suspended or terminated at any time at the discretion of the Board. The Company expects to fund repurchases with existing cash on hand.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

On September 9, 2026, Eric Remer, our former Chief Executive Officer and current member of the Board of Directors, entered into a Rule 10b5-1 trading arrangement (the "Remer 10b5-1 Sales Plan") intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) for the sale of up to 3.0 million shares of the Company's common stock held by Mr. Remer, until March 15, 2028 or upon the occurrence of certain events described in the Remer 10b5-1 Sales Plan. The previous plan adopted on June 6, 2026 was terminated on September 10, 2026 (the "Remer Prior Plan"). The Remer Prior Plan had contemplated the sale of up to 1.0 million shares of the Company's common stock through September 9, 2027.

On September 10, 2026, Matt Feierstein, our former President, entered into a Rule 10b5-1 trading arrangement (the "Feierstein 10b5-1 Sales Plan") intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) for the sale of up to 480,000 shares of the Company's common stock held by Mr. Feierstein, until December 31, 2027 or upon the occurrence of certain events described in the Feierstein 10b5-1 Sales Plan.

During the three months ended September 30, 2026, no other director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed/ Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of EverCommerce Inc	8-K	001-40575	3.1	7/9/2021	
3.2	Amended and Restated Bylaws of EverCommerce Inc	8-K	001-40575	3.2	7/9/2021	
10.1	Transition Agreement between the Company and Eric Remer, effective August 6, 2026.	8-K	001-40575	10.1	8/5/2026	
10.2	Employment Agreement between the Company and Alex Goor, effective August 6, 2026.	8-K	001-40575	10.2	8/5/2026	
10.3	Performance-Based Restricted Stock Unit Agreement between the Company and Alex Goor, effective August 6, 2026.	8-K	001-40575	10.3	8/5/2026	
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a)					*
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a)					*
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350					**
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350					**
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					*
101.SCH	Inline XBRL Taxonomy Extension Schema Document					*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					*
101.LAB	Inline XBRL Taxonomy Extension Label 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)					*

* Filed herewith.
** Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EVERCOMMERCE INC.

Date: November 5, 2026

By: /s/ Alexander Goor

Alexander Goor
Chief Executive Officer
(Principal Executive Officer)

Date: November 5, 2026

By: /s/ Ryan H. Siurek

Ryan H. Siurek
Chief Financial Officer
(Principal Financial Officer)

Exhibit 31.1

CERTIFICATION

I, Alexander Goor, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EverCommerce Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

By: /s/ Alexander Goor

Alexander Goor

Chief Executive Officer and Director
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Ryan H. Siurek, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EverCommerce Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

By: /s/ Ryan H. Siurek

Ryan H. Siurek

Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of EverCommerce Inc. (the "Company") for the period ended September 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2026

By: /s/ Alexander Goor

Alexander Goor

Chief Executive Officer and Director
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of EverCommerce Inc. (the "Company") for the period ended September 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2026

By: /s/ Ryan H. Siurek

Ryan H. Siurek

Chief Financial Officer
(Principal Financial Officer)