

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, 2025

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

(State or other jurisdiction of  
incorporation or organization)

81-4063248

(I.R.S. Employer  
Identification No.)

3601 Walnut Street, Suite 400  
Denver, Colorado

(Address of principal executive offices)

80205

(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	EVCN	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, 2025, there were 179,367,379 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, industry and business trends, macroeconomic and market conditions, equity compensation, business strategy, plans, market growth, future acquisitions and other capital expenditures, expectations regarding the recently announced sale of our marketing technology solutions, progress towards remediation of our material weakness, expected impacts from legislation 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; the inability to 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 conditions and growth prospects; unauthorized disclosure, destruction or modification of data, disruption of our software or services or cyber breaches could expose us to liability, protracted and costly litigation and damage our reputation; our use of artificial intelligence technologies and evolving regulatory framework governing the use of such technologies; 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; our ability to improve our margin; 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 their parties with whom we conduct business; our success in achieving our objectives through acquisitions, divestitures or other strategic transactions; our 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, 2024 (“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.

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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.

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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, 2025	December 31, 2024
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 106,899	\$ 135,782
Accounts receivable, net of allowance for expected credit losses of \$3.3 million and \$2.3 million at September 30, 2025 and December 31, 2024, respectively	36,753	31,090
Contract assets	12,793	12,839
Assets held for sale	51,711	11,422
Prepaid expenses and other current assets	28,013	27,181
<b>Total current assets</b>	<b>236,169</b>	<b>218,314</b>
Property and equipment, net	6,086	6,129
Capitalized software, net	52,913	41,595
Other non-current assets	36,330	36,127
Non-current assets held for sale	—	44,779
Intangible assets, net	177,668	211,172
Goodwill	893,970	863,152
<b>Total assets</b>	<b>1,403,136</b>	<b>1,421,268</b>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 7,256	\$ 6,599
Accrued expenses and other	55,509	50,840
Deferred revenue	22,986	22,107
Customer deposits	14,356	11,382
Current maturities of long-term debt	5,500	5,500
Liabilities held for sale	11,282	14,298
<b>Total current liabilities</b>	<b>116,889</b>	<b>110,726</b>
Long-term debt, net of current maturities and deferred financing costs	519,111	522,442
Other non-current liabilities	38,592	36,301
Non-current liabilities held for sale	—	973
<b>Total liabilities</b>	<b>674,592</b>	<b>670,442</b>
Commitments and contingencies (Note 17)		
Stockholders' equity:		
Preferred stock, \$0.00001 par value, 50,000,000 shares authorized and no shares issued or outstanding as of September 30, 2025 and December 31, 2024	—	—
Common stock, \$0.00001 par value, 2,000,000,000 shares authorized and 180,040,377 and 183,725,236 shares issued and outstanding at September 30, 2025 and December 31, 2024, respectively	2	2
Accumulated other comprehensive loss	(12,550)	(14,318)
Additional paid-in capital	1,390,600	1,426,206
Accumulated deficit	(649,508)	(661,064)
<b>Total stockholders' equity</b>	<b>728,544</b>	<b>750,826</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 1,403,136</b>	<b>\$ 1,421,268</b>

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

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

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
<b>Revenues:</b>				
Subscription and transaction fees	\$ 142,184	\$ 136,263	\$ 422,804	\$ 405,329
Other	5,282	3,843	14,950	13,152
<b>Total revenues</b>	<b>147,466</b>	<b>140,106</b>	<b>437,754</b>	<b>418,481</b>
<b>Operating expenses:</b>				
Cost of revenues (exclusive of depreciation and amortization presented separately below)	33,475	30,625	98,058	93,687
Sales and marketing	26,526	28,545	85,920	85,068
Product development	19,387	19,135	58,847	57,669
General and administrative	35,362	31,625	98,764	95,978
Depreciation and amortization	16,763	19,951	50,120	60,756
Loss on held for sale and impairments	—	70	85	11,761
<b>Total operating expenses</b>	<b>131,513</b>	<b>129,951</b>	<b>391,794</b>	<b>404,919</b>
<b>Operating income</b>	<b>15,953</b>	<b>10,155</b>	<b>45,960</b>	<b>13,562</b>
Interest and other expense, net	(8,902)	(18,332)	(30,459)	(33,675)
<b>Net income (loss) from continuing operations before income tax expense</b>	<b>7,051</b>	<b>(8,177)</b>	<b>15,501</b>	<b>(20,113)</b>
Income tax expense	(1,247)	(938)	(3,002)	(7,564)
<b>Net income (loss) from continuing operations</b>	<b>5,804</b>	<b>(9,115)</b>	<b>12,499</b>	<b>(27,677)</b>
Income (loss) from discontinued operations, net of income tax	5,312	(41)	(943)	(1,179)
<b>Net income (loss)</b>	<b>11,116</b>	<b>(9,156)</b>	<b>11,556</b>	<b>(28,856)</b>
<b>Other comprehensive income (loss):</b>				
Foreign currency translation (loss) gain, net	(2,718)	3,469	1,768	876
<b>Comprehensive income (loss)</b>	<b>\$ 8,398</b>	<b>\$ (5,687)</b>	<b>\$ 13,324</b>	<b>\$ (27,980)</b>
<b>Basic net income (loss) per share attributable to common stockholders:</b>				
Continuing operations	\$ 0.03	\$ (0.05)	\$ 0.07	\$ (0.15)
Discontinued operations	0.03	—	(0.01)	(0.01)
<b>Total</b>	<b>\$ 0.06</b>	<b>\$ (0.05)</b>	<b>\$ 0.06</b>	<b>\$ (0.16)</b>
<b>Diluted net income (loss) per share attributable to common stockholders:</b>				
Continuing operations	\$ 0.03	\$ (0.05)	\$ 0.07	\$ (0.15)
Discontinued operations	0.03	—	(0.01)	(0.01)
<b>Total</b>	<b>\$ 0.06</b>	<b>\$ (0.05)</b>	<b>\$ 0.06</b>	<b>\$ (0.16)</b>
<b>Weighted-average shares of common stock outstanding used in computing net income (loss) per share:</b>				
Basic	180,977,363	184,146,958	182,341,634	185,317,020
Diluted	183,686,560	184,146,958	184,709,684	185,317,020

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				
<b>Balance at December 31, 2024</b>	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)
<b>Balance at March 31, 2025</b>	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
<b>Balance at June 30, 2025</b>	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
<b>Balance at September 30, 2025</b>	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.

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount				
<b>Balance at December 31, 2023</b>	186,934	\$ 2	\$ 1,454,026	\$ (619,975)	\$ (8,017)	\$ 826,036
Common stock issued upon vesting of restricted stock units	301	—	—	—	—	—
Stock-based compensation	—	—	5,576	—	—	5,576
Stock option exercises	160	—	1,072	—	—	1,072
Repurchase and retirement of common stock, including taxes	(1,234)	—	(12,139)	—	—	(12,139)
Foreign currency translation loss, net	—	—	—	—	(3,535)	(3,535)
Net loss	—	—	—	(16,324)	—	(16,324)
<b>Balance at March 31, 2024</b>	186,161	\$ 2	\$ 1,448,535	\$ (636,299)	\$ (11,552)	\$ 800,686
Issuance of common stock for Employee Stock Purchase Plan	215	—	1,755	—	—	1,755
Common stock issued upon vesting of restricted stock units	470	—	—	—	—	—
Stock-based compensation	—	—	6,454	—	—	6,454
Stock option exercises	233	—	1,767	—	—	1,767
Repurchase and retirement of common stock, including taxes	(2,498)	—	(24,136)	—	—	(24,136)
Foreign currency translation gain, net	—	—	—	—	942	942
Net loss	—	—	—	(3,376)	—	(3,376)
<b>Balance at June 30, 2024</b>	184,581	\$ 2	\$ 1,434,375	\$ (639,675)	\$ (10,610)	\$ 784,092
Common stock issued upon vesting of restricted stock units, net of shares withheld for employee taxes	377	—	(2,123)	—	—	(2,123)
Stock-based compensation	—	—	8,154	—	—	8,154
Stock option exercises	216	—	949	—	—	949
Repurchase and retirement of common stock, including taxes	(1,353)	—	(14,642)	—	—	(14,642)
Foreign currency translation gain, net	—	—	—	—	2,472	2,472
Disposition of Fitness Solutions	—	—	—	—	997	997
Net loss	—	—	—	(9,156)	—	(9,156)
<b>Balance at September 30, 2024</b>	183,821	\$ 2	\$ 1,426,713	\$ (648,831)	\$ (7,141)	\$ 770,743

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,	
	2025	2024
<b>Cash flows provided by operating activities:</b>		
Net income (loss)	\$ 11,556	\$ (28,856)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	51,313	66,880
Stock-based compensation expense	22,046	20,184
Deferred taxes	2,487	5,579
Amortization of deferred financing costs and non-cash interest	1,145	1,230
Loss on held for sale and impairments	6,959	11,761
Bad debt expense	4,423	3,237
Loss on interest rate swap valuation adjustments	6,047	2,282
Other non-cash items	1,145	831
Changes in operating assets and liabilities:		
Accounts receivable, net	(12,515)	(8,196)
Prepaid expenses and other current assets	(2,655)	(5,327)
Other non-current assets	(2,222)	1,159
Accounts payable	(327)	(667)
Accrued expenses and other	4,609	(6,010)
Deferred revenue	860	2,700
Other non-current liabilities	(4,688)	(2,037)
<b>Net cash provided by operating activities</b>	<b>90,183</b>	<b>64,750</b>
<b>Cash flows used in investing activities:</b>		
Purchases of property and equipment	(1,933)	(1,208)
Capitalization of software costs	(20,936)	(13,071)
Proceeds from disposition of fitness solutions, net of transaction costs, cash and restricted cash	2,271	6,610
Acquisition, net of cash acquired	(35,856)	—
<b>Net cash used in investing activities</b>	<b>(56,454)</b>	<b>(7,669)</b>
<b>Cash flows used in financing activities:</b>		
Payments on long-term debt	(4,125)	(4,125)
Deferred financing costs	(940)	—
Exercise of stock options, net	6,908	3,788
Proceeds from common stock issuance for Employee Stock Purchase Plan	1,562	1,755
Employee taxes paid for RSU withholdings	(5,250)	(2,123)
Repurchase and retirement of common stock	(60,497)	(50,636)
<b>Net cash used in financing activities</b>	<b>(62,342)</b>	<b>(51,341)</b>
Effect of foreign currency exchange rate changes on cash	130	(345)
<b>Net (decrease) increase in cash, cash equivalents and restricted cash, including cash and restricted cash classified as held for sale</b>	<b>(28,483)</b>	<b>5,395</b>
Cash, cash equivalents and restricted cash, including cash and restricted cash classified as held for sale:		
Beginning of period	135,782	96,179
End of period	<u>\$ 107,299</u>	<u>\$ 101,574</u>
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid for interest	<u>\$ 27,256</u>	<u>\$ 34,936</u>
Cash paid for income taxes	<u>\$ 3,071</u>	<u>\$ 3,862</u>

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

**Notes to Unaudited Condensed Consolidated Financial Statements****Note 1. Nature of the Business**

EverCommerce Inc. and subsidiaries (the “Company” or “EverCommerce”) is a leading provider of integrated software-as-a-service (“SaaS”) solutions or services for service-based small and medium-sized businesses (“service SMBs”). Our platforms span across the full lifecycle of interactions between consumers and service professionals with vertical-specific applications. As of December 31, 2024, the Company served more than 740,000 customers primarily across three core verticals: EverPro for Home Services; EverHealth for Health Services; and EverWell for Wellness Services. Excluding the customers associated with our marketing technology solutions, the Company served more than 725,000 customers (see Note 3. Discontinued Operations). 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, Jordan, 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, 2024 and the related notes (“Annual Report on Form 10-K”). The December 31, 2024 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, 2025 from those disclosed in the annual consolidated financial statements for the year ended December 31, 2024 and the related notes.

The operating results for the three and nine months ended September 30, 2025 are not necessarily indicative of the results expected for the full year ending December 31, 2025.

**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.

**Assets and Liabilities Held for Sale and Discontinued Operations**

The Company classifies assets and liabilities as held for sale (the “disposal group”) in the period when all the relevant classification criteria have been met. Assets and liabilities held for sale are measured at the lower of carrying value or fair value less cost to sell. Any loss resulting from the measurement is recognized in the period in which the held for sale criteria are met. Conversely, gains are not recognized on the sale of the disposal group until the date of sale. The fair value of the disposal group, less any cost to sell, will be reassessed during each subsequent reporting period it remains classified as held for sale, and any subsequent changes will be reported as an adjustment to the carrying value of the disposal group until the disposal group is no longer classified as held for sale. Upon determining that the disposal group meets the criteria to be classified as held for sale, the Company discontinues depreciation and amortization and the related assets and liabilities are reported as held for sale on the unaudited condensed consolidated balance sheets.

## Notes to Unaudited Condensed Consolidated Financial Statements

As part of this assessment, the Company also evaluates the criteria for reporting the disposal group as a discontinued operation. Factors which the Company considers include, but are not limited to, whether the disposal represents a strategic shift that would have a major effect on the Company's operations and financial results.

In late 2024, the Company began a process to review strategic alternatives for its marketing technology solutions. On March 5, 2025, the Board of Directors ("the Board"), in conjunction with Company management committed to a plan to sell the Company's marketing technology solutions. On October 31, 2025, the Company completed the sale of its marketing technology solutions business concluding the previously announced strategic review (see Note 20. Subsequent Event). The Company determined that its decision to sell marketing technology solutions is considered a strategic shift that will have a major effect on the Company's operations and financial results and met the criteria for classification as discontinued operations. As a result, the assets and liabilities of marketing technology solutions are presented as held for sale on our unaudited condensed consolidated balance sheets and their operating results are presented as discontinued operations in our unaudited condensed consolidated statements of operations and comprehensive loss for all periods presented. The unaudited condensed consolidated statements of cash flow are inclusive of continuing and discontinued operations for all periods presented. Certain prior period amounts related to discontinued operations have been reclassified and separately presented in the consolidated financial statements and accompanying notes to conform to the current year presentation. Unless otherwise noted, disclosures throughout these notes to the unaudited condensed consolidated financial statements reflect continuing operations only. Refer to Note 3. Discontinued Operations for additional information.

**Emerging Growth Company**

As an emerging growth company ("EGC"), the Jumpstart Our Business Startups Act ("JOBS Act") allows the Company to delay adoption of new or revised accounting pronouncements applicable to public companies until such pronouncements are applicable to private companies. The Company has elected to use the extended transition period under the JOBS Act until the earlier of the date that it is (i) no longer an EGC or (ii) affirmatively and irrevocably opts out of the extended transition period provided in the JOBS Act. As a result, the financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates. The adoption dates are discussed below to reflect this election within the "Recently Issued Accounting Pronouncements" section.

**Recently Issued Accounting Pronouncements**

We evaluate 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 not yet adopted*

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. This update is intended to improve transparency of income tax disclosure by requiring consistent categories and greater disaggregation within the rate reconciliation and disaggregation of income taxes paid by jurisdiction. The amendments in this update are effective for annual periods beginning after December 15, 2024 with early adoption permitted. The amendments in this update should be applied on a prospective basis with retrospective application permitted. The Company is currently evaluating the impact of adopting this update on its consolidated financial statements and disclosures. However, we do not expect that the adoption of this guidance will have a material impact on our consolidated financial statements.

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 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

Notes to Unaudited Condensed Consolidated Financial Statements

amendments in this update should be applied on a prospective basis. 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. Discontinued Operations**

The Company determined that its marketing technology solutions met the criteria for discontinued operations reporting effective in the first quarter 2025 (see Note 2. Summary of Significant Accounting Policies). As such, the assets and liabilities of the disposal group are classified as held for sale on our unaudited condensed consolidated balance sheets as of September 30, 2025 and December 31, 2024. The results of operations of marketing technology solutions are presented as income (loss) from discontinued operations, net of income tax on the unaudited condensed consolidated statements of operations and comprehensive loss. 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 loss.

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	2024	2025	2024
	<i>(in thousands)</i>			
<b>Total revenues</b>	\$ 33,631	\$ 36,154	\$ 96,799	\$ 105,285
Operating expenses:				
Cost of revenues (exclusive of depreciation and amortization presented separately below)	24,830	28,650	71,598	83,728
Sales and marketing	1,989	2,032	7,274	6,229
Product development	1,138	965	3,647	2,795
General and administrative	2,555	2,705	7,274	7,796
Depreciation and amortization	—	2,040	1,191	6,124
(Gain) loss on held for sale and impairments	(2,146)	—	6,875	(11)
<b>Total operating expenses</b>	<b>28,366</b>	<b>36,392</b>	<b>97,859</b>	<b>106,661</b>
<b>Operating income (loss)</b>	<b>5,265</b>	<b>(238)</b>	<b>(1,060)</b>	<b>(1,376)</b>
Other income, net	—	1	3	1
<b>Net income (loss) before income tax benefit</b>	<b>5,265</b>	<b>(237)</b>	<b>(1,057)</b>	<b>(1,375)</b>
Income tax benefit	47	196	114	196
<b>Income (loss) from discontinued operations, net of income tax</b>	<b>\$ 5,312</b>	<b>\$ (41)</b>	<b>\$ (943)</b>	<b>\$ (1,179)</b>

Notes to Unaudited Condensed Consolidated Financial Statements

The components of assets and liabilities classified as held for sale on our condensed consolidated balance sheets were as follows:

	September 30, 2025	December 31, 2024
<i>(in thousands)</i>		
<b>Assets:</b>		
Cash and cash equivalents	\$ 400	\$ —
Accounts receivable, net	11,762	9,065
Contract assets	468	474
Prepaid expenses and other current assets	1,826	1,883
Property and equipment, net	517	529
Capitalized software, net	2,749	2,071
Other non-current assets	3,039	3,359
Intangible assets, net	14,670	15,668
Goodwill	16,288	23,152
Total assets	51,719	56,201
Valuation allowance	(8)	—
Assets held for sale	\$ 51,711	\$ 56,201
<b>Liabilities:</b>		
Accounts payable	\$ 551	\$ 1,442
Accrued expenses and other	7,113	7,659
Deferred revenue	3,168	3,009
Customer deposits	71	2,188
Other long-term liabilities	379	973
Liabilities held for sale	11,282	15,271
Assets held for sale, net	\$ 40,429	\$ 40,930

The amount identified as valuation allowance in the above table is the amount necessary to reduce the carrying value of the marketing technology disposal group to estimated fair value less cost to sell as required by applicable accounting standards for discontinued operations measurement.

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	2024	2025	2024
<i>(in thousands)</i>				
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation and amortization	\$ —	\$ 2,040	\$ 1,191	\$ 6,124
Share-based compensation	113	204	495	577
(Gain) loss on assets held for sale and impairments	(2,146)	—	6,875	(11)

**Note 4. Acquisitions and Dispositions**

**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 agentic automation platform, for approximately \$36.1 million in cash, not inclusive of an additional \$6.5 million of contingent consideration to be paid over the next three years related to post-combination employment services. The acquisition helps to establish EverCommerce as an AI-driven innovator, beginning with near-term application in its Home and Field Services vertical, EverPro, and the Company plans to extend ZyraTalk into broader opportunities across its other verticals.

Notes to Unaudited Condensed Consolidated Financial Statements

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 has preliminarily 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, and this evaluation is not yet final. 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 9 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 purchase price allocation for the acquisition is preliminary and subject to revision with estimated amounts related to working capital, the valuation of intangible assets and liabilities acquired, and provisional amounts related to tax and other items. Additional information that existed as of the acquisition date but at the time was unknown to the Company may become known to the Company during the remainder of the measurement period, which is not to exceed 12 months from the acquisition date.

The financial results of ZyraTalk since the closing through September 30, 2025, 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.

	<b>September 15, 2025</b>
	<i>(in thousands)</i>
<b>Total consideration transferred:</b>	
Cash	\$ 36,053
<b>Net assets acquired:</b>	
Cash and cash equivalents	\$ 197
Accounts receivable, trade	18
Prepaid expenses and other current assets	29
Intangible-definite lived	6,870
Goodwill	29,118
Accrued expenses and other	(45)
Deferred revenue	(134)
Total net assets acquired	<u>\$ 36,053</u>

**Fitness Solutions Disposition**

On March 13, 2024, the Company entered into definitive sale and purchase agreements to sell its fitness solutions to Jonas Fitness Portfolio Holdco Inc. (“Jonas Software”). The sale of American Service Finance LLC., ASF Payment Solutions ULC and Technique Fitness Inc. (collectively, “North American Fitness”), closed simultaneously with signing. The sale of EverCommerce UK, including wholly-owned subsidiaries Fiti UK (MyPTHub and MyPTHub LLC) and ClubWise UK and its wholly-owned subsidiary ClubWise Australia (collectively, “UK Fitness” and together with North American Fitness, “Fitness Solutions”), closed July 1, 2024. The divestiture did not qualify for discontinued operations. As a result, our unaudited condensed consolidated financial statements include the results of North American Fitness and UK Fitness for all periods through the applicable date of sale. During the three and nine months ended September 30, 2024, the Company recognized losses of \$0.1 million and \$5.0 million, respectively, related to the sale of Fitness Solutions, which are included in loss on held for sale and impairments on our unaudited condensed consolidated statements of operations and comprehensive loss. Additionally, the Company recognized a \$6.4 million goodwill impairment charge representing

Notes to Unaudited Condensed Consolidated Financial Statements

the allocated goodwill to Fitness Solutions, which is included in loss on held for sale and impairments on the unaudited condensed consolidated statements of operations and comprehensive loss.

**Note 5. 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,	
	2025	2024	2025	2024
<i>(in thousands)</i>				
<b>By pattern of recognition (timing of transfer of services):</b>				
Point in time	\$ 3,356	\$ 2,533	\$ 8,689	\$ 8,515
Over time	144,110	137,573	429,065	409,966
Total	\$ 147,466	\$ 140,106	\$ 437,754	\$ 418,481
<b>By geographical market:</b>				
United States	\$ 129,406	\$ 126,487	\$ 389,014	\$ 371,305
International	18,060	13,619	48,740	47,176
Total	\$ 147,466	\$ 140,106	\$ 437,754	\$ 418,481

**Contract Balances**

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

	September 30, 2025	December 31, 2024
<i>(in thousands)</i>		
Accounts receivable, net	\$ 36,753	\$ 31,090
Contract assets	\$ 12,793	\$ 12,839
Deferred revenue	\$ 22,986	\$ 22,107
Customer deposits	\$ 14,356	\$ 11,382
Long-term deferred revenue	\$ 316	\$ 512

*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, 2024 was \$20.8 million for the nine months ended September 30, 2025.

*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.

Notes to Unaudited Condensed Consolidated Financial Statements

**Accounts Receivable**

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

	September 30,	
	2025	2024
	<i>(in thousands)</i>	
Allowance for expected credit losses, beginning of year	\$ 2,283	\$ 3,328
Bad debt expense	2,442	1,551
Write-offs, net of recoveries	(1,465)	(2,306)
Disposition of Fitness Solutions	—	(96)
Transfer to held for sale	—	(53)
Allowance for expected credit losses, end of period	<u>\$ 3,260</u>	<u>\$ 2,424</u>

**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, 2025 was \$19.3 million. The Company expects to recognize approximately 62% of its remaining performance obligations as revenue within the next year, 30% of its remaining performance obligations as revenue the subsequent year, 6% 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 \$9.9 million and \$8.9 million at September 30, 2025 and December 31, 2024, respectively, and long-term assets were \$16.1 million and \$16.0 million at September 30, 2025 and December 31, 2024, respectively. The Company recorded amortization expense within sales and marketing on the unaudited condensed consolidated statements of operations and comprehensive loss of \$1.5 million and \$1.3 million for the three months ended September 30, 2025 and 2024, respectively, and \$4.4 million and \$3.9 million for the nine months ended September 30, 2025 and 2024, respectively. The Company recorded amortization expense within cost of revenues on the unaudited condensed consolidated statements of operations and comprehensive loss of \$1.0 million and \$0.8 million for the three months ended September 30, 2025 and 2024, respectively, and \$2.8 million and \$2.2 million for the nine months ended September 30, 2025 and 2024, respectively.

**Note 6. Goodwill**

Goodwill activity consisted of the following for the nine months ended September 30, 2025 (in thousands):

Balance at December 31, 2024	\$ 863,152
Acquired goodwill	29,118
Effect of foreign currency exchange rate changes	1,700
Balance at September 30, 2025	<u>\$ 893,970</u>
Accumulated impairment losses at September 30, 2025	\$ (41,332)

Goodwill totaling \$16.3 million relating to marketing technology solutions was reclassified to assets held for sale as of September 30, 2025. The marketing technology solutions goodwill amount was included in the determination of the impairment charge recorded during the three and nine months ended September 30, 2025 to adjust the carrying amount of the disposal group's assets to its estimated fair value less selling costs, which is included in accumulated impairment losses. Refer to Note 3. Discontinued Operations for additional information.

Notes to Unaudited Condensed Consolidated Financial Statements

During the fourth quarter of 2024, in conjunction with our review of strategic alternatives for our marketing technology solutions, the Company evaluated the recoverability of our marketing technology reporting unit and determined that the estimated fair value was insufficient to recover the net carrying value of the reporting unit resulting in an impairment charge of approximately \$28.1 million during the year ended December 31, 2024, which is included in accumulated impairment losses.

In connection with the definitive sale and purchase agreements to sell our fitness solutions, we tested the goodwill balance for impairment as of March 31, 2024 (see Note 4. Acquisitions and Dispositions). During the nine months ended September 30, 2024, we recognized a \$6.4 million goodwill impairment charge representing the allocated goodwill to Fitness Solutions, which is included in loss on held for sale and impairments on the unaudited condensed consolidated statements of operations and comprehensive loss.

**Note 7. Intangible Assets**

Intangible assets consisted of the following as of:

<b>September 30, 2025</b>				
Useful Life	Gross Carrying Value	Accumulated Amortization	Net Book Value	
<i>(in thousands)</i>				
Customer relationships	5-20 years	\$ 515,810	\$ 358,995	\$ 156,815
Developed technology	5-12 years	95,334	82,011	13,323
Trade name	3-10 years	34,659	27,134	7,525
Non-compete agreements	5 years	1,908	1,903	5
<b>Total</b>		<b>\$ 647,711</b>	<b>\$ 470,043</b>	<b>\$ 177,668</b>

  

<b>December 31, 2024</b>				
Useful Life	Gross Carrying Value	Accumulated Amortization	Net Book Value	
<i>(in thousands)</i>				
Customer relationships	5-20 years	\$ 511,374	\$ 327,038	\$ 184,336
Developed technology	5-12 years	93,855	76,430	17,425
Trade name	3-10 years	33,881	24,477	9,404
Non-compete agreements	5 years	1,936	1,929	7
<b>Total</b>		<b>\$ 641,046</b>	<b>\$ 429,874</b>	<b>\$ 211,172</b>

Amortization expense was \$13.2 million and \$16.8 million for the three months ended September 30, 2025 and 2024, respectively, and \$40.4 million and \$51.1 million for the nine months ended September 30, 2025 and 2024, respectively.

**Note 8. Property and Equipment**

Property and equipment consisted of the following as of:

	<b>September 30, 2025</b>	<b>December 31, 2024</b>
<i>(in thousands)</i>		
Computer equipment and software	\$ 11,689	\$ 9,873
Furniture and fixtures	3,071	3,058
Leasehold improvements	9,988	9,988
Total property and equipment	24,748	22,919
Less accumulated depreciation	(18,662)	(16,790)
Property and equipment, net	<b>\$ 6,086</b>	<b>\$ 6,129</b>

Depreciation expense was \$0.6 million and \$0.7 million for the three months ended September 30, 2025 and 2024, respectively, and \$1.9 million and \$2.5 million for the nine months ended September 30, 2025 and 2024, respectively.

## Notes to Unaudited Condensed Consolidated Financial Statements

**Note 9. Capitalized Software**

Capitalized software consisted of the following as of:

	September 30, 2025	December 31, 2024
	<i>(in thousands)</i>	
Capitalized software	\$ 87,188	\$ 68,057
Less: accumulated amortization	(34,275)	(26,462)
Capitalized software, net	<u>\$ 52,913</u>	<u>\$ 41,595</u>

Amortization expense was \$2.9 million and \$2.5 million for the three months ended September 30, 2025 and 2024, respectively, and \$7.8 million and \$7.2 million for the nine months ended September 30, 2025 and 2024, 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 \$0.3 million and \$0.2 million for the three months ended September 30, 2025 and 2024, and \$1.1 million and \$0.6 million for the nine months ended September 30, 2025 and 2024, respectively, 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 loss.

**Note 10. Leases**

The Company leases real estate from unrelated parties under operating lease agreements that have initial terms ranging from one year to 9 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,	
	2025	2024	2025	2024
	<i>(in thousands)</i>			
Operating lease cost	\$ 889	\$ 882	\$ 2,570	\$ 2,951
Variable lease cost	495	573	1,622	1,849
Short-term lease cost	90	84	252	328
Total lease cost	<u>\$ 1,474</u>	<u>\$ 1,539</u>	<u>\$ 4,444</u>	<u>\$ 5,128</u>

The Company ceased use of certain leased premises and subleased certain facilities resulting in impairment charges of \$0.4 million during the nine months ended September 30, 2024 to impair the right-of-use lease assets to their fair value, which are included in loss on held for sale and impairments on our unaudited condensed consolidated statement of operations and comprehensive loss.

Supplemental cash flow information related to leases is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
	<i>(in thousands)</i>			
Cash paid for operating lease liabilities	\$ 1,047	\$ 1,067	\$ 3,064	\$ 3,546
Operating lease assets obtained in exchange for operating lease liabilities	\$ —	\$ —	\$ 334	\$ 940

Notes to Unaudited Condensed Consolidated Financial Statements

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, 2025	December 31, 2024
	<i>(in thousands)</i>	
Operating lease right-of-use assets	\$ 9,055	\$ 10,464
Current operating lease liabilities	3,839	3,084
Long-term operating lease liabilities	10,880	13,212
Total operating lease liabilities	<u>\$ 14,719</u>	<u>\$ 16,296</u>

At September 30, 2025 and December 31, 2024, the weighted average remaining lease term for operating leases was 4.32 years and 5.15 years, respectively, and the weighted average discount rate was 5.2%.

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, 2025 is as follows (in thousands):

Year ended December 31,	
2025 (remainder of year)	\$ 1,189
2026	4,451
2027	3,563
2028	2,792
2029	2,481
Thereafter	2,254
Total lease payments	16,730
Less: imputed interest	2,011
Total present value of lease liabilities	<u>\$ 14,719</u>

**Note 11. Long-Term Debt**

Long-term debt consisted of the following as of:

	September 30, 2025	December 31, 2024
	<i>(in thousands)</i>	
Term note with interest payable monthly, interest rate at Adjusted SOFR, plus an applicable margin of 2.25% (6.41340% at September 30, 2025) quarterly principal payments of 0.25% of original principal balance with balloon payment due July 2031	\$ 528,000	\$ 532,125
Revolver with interest payable monthly, interest rate at Adjusted SOFR, plus an applicable margin of 2.00% (6.12920% at September 30, 2025), and outstanding balance due July 2030	—	—
Principal debt	528,000	532,125
Deferred financing costs on long-term debt	(2,564)	(3,069)
Discount on long-term debt	(825)	(1,114)
Total debt	524,611	527,942
Less current maturities	5,500	5,500
Long-term portion	<u>\$ 519,111</u>	<u>\$ 522,442</u>

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 \$155.0 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”.

Notes to Unaudited Condensed Consolidated Financial Statements

On December 13, 2024, the Company entered into an amendment (the “2024 Amendment”) to the Credit Facilities to reduce the applicable margin and remove the credit spread adjustment from the existing Term Loan in their entirety in an aggregate principal amount of \$533.5 million. Following the 2024 Amendment, the Term Loan bears interest, at the borrower’s election, at (x) a forward-looking term rate based upon the secured overnight financing rate (“SOFR”) plus an applicable margin of 2.50%, with a minimum forward-looking SOFR rate 0.50% or (y) Alternative Base Rate (“ABR”) plus an applicable margin of 1.50%, with a minimum ABR of 1.50%, in each case, with no step-downs. The credit spread adjustment was removed in connection with the 2024 Amendment. 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 2024 Amendment.

Effective as of June 10, 2025, the Company entered into an additional amendment to the Credit Facilities 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 amendment, commitments under the Revolver were reduced to 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 loans was reduced to 2.50% and (y) Alternate Base Rate 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. With respect to the remaining \$30.0 million of such commitments, (i) the maturity date remains July 6, 2026 and (ii) the applicable margin was unchanged.

On July 29, 2025, the Company entered into an amendment to the Credit Facilities (the “2025 Amendment”) to, among other things, refinance the existing Term Loan in an aggregate principal amount of \$529.4 million. The 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) Alternate Base Rate (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 2025 Amendment.

Pursuant to the 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) Alternate Base Rate 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, \$155.0 million of availability remains under the Revolver until July 6, 2026 and then reduces to \$125.0 million 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, 2025, 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 \$529.3 million and \$537.4 million as of September 30, 2025 and December 31, 2024, 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, 2025
				<i>(in thousands)</i>	<i>(in thousands)</i>
Initial Swap	October 31, 2022	October 31, 2027	4.212 %	\$ 200,000	\$ (3,449)
Second Swap	March 31, 2023	October 31, 2027	3.951 %	100,000	(1,195)
Third Swap	September 20, 2024	October 31, 2027	3.395 %	125,000	93

The Swap Agreements are accounted for as derivatives whereby the fair value of each 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, on the unaudited condensed consolidated statements of operations and comprehensive loss. As of September 30, 2025, the fair value of the Initial and Second Swaps were a liability of \$4.6 million, while the fair value of the Third Swap was an asset of \$0.1 million, which are reported in other non-current liabilities and other non-current assets, respectively, on the unaudited condensed consolidated balance sheets. The related gains and losses resulting from changes in fair value was losses of \$0.04 million and \$8.1 million during the three months ended September 30, 2025 and 2024, respectively, and losses of \$6.0 million and \$2.3 million during the nine months ended September 30, 2025 and 2024, respectively.

## Notes to Unaudited Condensed Consolidated Financial Statements

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, 2025, 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, 2025 (in thousands):

Year ending December 31:

2025 (remainder of year)	\$	1,375
2026		5,500
2027		5,500
2028		5,500
2029		5,500
Thereafter		504,625
Total aggregate maturities of the Company's debt	\$	<u>528,000</u>

### Note 12. 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 31, 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 for a total authorization to repurchase up to \$300.0 million in shares of the Company's common stock through December 31, 2026. 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 2.6 million and 5.7 million shares of common stock pursuant to the Repurchase Program for \$29.1 million and \$60.9 million including transaction fees and taxes, during the three and nine months ended September 30, 2025, respectively. As of September 30, 2025, \$22.3 million remained available under the Repurchase Program.

### Note 13. 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. Based on the Company's outstanding shares of 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.

Notes to Unaudited Condensed Consolidated Financial Statements

The following table summarizes our RSU and stock option activity for the nine months ended September 30, 2025:

	RSUs	Stock Options
	<i>(in thousands)</i>	
Outstanding as of January 1, 2025	3,901	14,488
Granted	2,762	930
Vested or exercised	(358)	(167)
Cancelled or forfeited	(231)	(166)
Outstanding as of March 31, 2025	6,074	15,085
Granted	415	464
Vested or exercised	(590)	(631)
Cancelled or forfeited	(296)	(950)
Outstanding as of June 30, 2025	5,603	13,968
Granted	147	114
Vested or exercised	(577)	(75)
Cancelled or forfeited	(294)	(401)
Outstanding as of September 30, 2025	4,879	13,606

As of September 30, 2025, total unrecognized compensation expense was \$42.3 million and \$7.1 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 loss as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
	<i>(in thousands)</i>			
Cost of revenues	\$ 101	\$ 100	\$ 318	\$ 297
Sales and marketing	435	291	1,148	990
Product development	693	458	1,806	1,503
General and administrative	5,495	7,101	18,279	16,817
Total stock-based compensation expense	\$ 6,724	\$ 7,950	\$ 21,551	\$ 19,607

**Note 14. Net Income (Loss) Per Share Attributable to Common Stockholders**

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

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
	<i>(in thousands except per share amounts)</i>			
Numerator:				
Net income (loss) from continuing operations	\$ 5,804	\$ (9,115)	\$ 12,499	\$ (27,677)
Income (loss) from discontinued operations, net of income tax	5,312	(41)	(943)	(1,179)
Net income (loss) attributable to common stockholders.	\$ 11,116	\$ (9,156)	\$ 11,556	\$ (28,856)

Notes to Unaudited Condensed Consolidated Financial Statements

Denominator:

Weighted-average shares of common stock outstanding, basic	180,977	184,147	182,342	185,317
Weighted-average shares of common stock outstanding, diluted	183,687	184,147	184,710	185,317

Net income (loss) per share attributable to common stockholders, basic:

Continuing operations	\$ 0.03	\$ (0.05)	\$ 0.07	\$ (0.15)
Discontinued operations	0.03	—	(0.01)	(0.01)
Net income (loss) per share	<u>\$ 0.06</u>	<u>\$ (0.05)</u>	<u>\$ 0.06</u>	<u>\$ (0.16)</u>

Net income (loss) per share attributable to common stockholders, diluted:

Continuing operations	\$ 0.03	\$ (0.05)	\$ 0.07	\$ (0.15)
Discontinued operations	0.03	—	(0.01)	(0.01)
Net income (loss) per share	<u>\$ 0.06</u>	<u>\$ (0.05)</u>	<u>\$ 0.06</u>	<u>\$ (0.16)</u>

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

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
	<i>(in thousands)</i>			
Weighted-average shares of common stock outstanding, basic	180,977	184,147	182,342	185,317
Shares of common stock subject to outstanding RSUs	980	—	938	—
Shares of common stock subject to outstanding options	1,526	—	1,226	—
Shares of common stock pursuant to ESPP	204	—	204	—
Weighted-average shares of common stock outstanding, diluted	<u>183,687</u>	<u>184,147</u>	<u>184,710</u>	<u>185,317</u>

The following outstanding potentially dilutive common stock equivalents have been excluded from the computation of diluted net loss 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,	
	2025	2024	2025	2024
	<i>(in thousands)</i>			
Outstanding stock options and unvested RSUs	15,979	16,381	16,320	16,381
Shares of common stock pursuant to ESPP	—	217	—	217
Total anti-dilutive outstanding potential common stock	<u>15,979</u>	<u>16,598</u>	<u>16,320</u>	<u>16,598</u>

**Note 15. 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:

Notes to Unaudited Condensed Consolidated Financial Statements

- **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, 2025 and 2024.

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

	September 30, 2025				Balance Sheet Classification
	Level 1	Level 2	Level 3	Total	
<i>(in thousands)</i>					
<b>Assets:</b>					
Money market	\$ 56	\$ —	\$ —	\$ 56	Cash equivalents
Interest rate swaps	—	93	—	93	Other non-current assets
<b>Liability:</b>					
Interest rate swaps	\$ —	\$ 4,644	\$ —	\$ 4,644	Other non-current liabilities

	December 31, 2024				Balance Sheet Classification
	Level 1	Level 2	Level 3	Total	
<i>(in thousands)</i>					
<b>Asset:</b>					
Money market	\$ 9,324	\$ —	\$ —	\$ 9,324	Cash equivalents
Interest rate swaps	—	2,443	—	2,443	Other non-current assets
<b>Liability:</b>					
Interest rate swap	\$ —	\$ 947	\$ —	\$ 947	Other non-current liabilities

**Note 16. 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 \$1.2 million and \$0.9 million for the three months ended September 30, 2025 and 2024, respectively, and \$3.0 million and \$7.6 million for the nine months ended September 30, 2025 and 2024, respectively. The difference in income tax expense for the three and nine months ended September 30, 2025 as compared to the corresponding periods in 2024 was driven primarily by an increase in net income from continuing operations before tax and discrete items, including the sale of Fitness Solutions in the nine months ended September 30, 2024.

On July 4, 2025, President Trump signed H.R. 1, the “One Big Beautiful Bill Act,” into law. The legislation includes several changes to federal tax law that generally allow for more favorable deductibility of certain business expenses beginning in 2025, including the restoration of immediate expensing of domestic R&D expenditures, reinstatement of 100% bonus depreciation, and more favorable rules for determining the limitation on business interest expense. The act also includes certain changes to the US taxation of foreign activity, including changes to foreign tax credits, global intangible low-taxed income, foreign-derived intangible income, and base erosion and anti-abuse tax, amongst other changes. These changes are generally effective for tax years beginning after December 31,

## Notes to Unaudited Condensed Consolidated Financial Statements

2025. The Company's tax provision for the nine months ended September 30, 2025 includes the estimated impact of the Act for the period, which was immaterial. The Company will continue to evaluate the impact on future periods.

**Note 17. 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 ended December 31,		
2025 (remainder of year)	\$	5,762
2026		17,255
2027		12,933
2028		10,543
2029		687
Thereafter		—
Total future minimum payments due	<u>\$</u>	<u>47,180</u>

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. On January 3, 2025, the Court entered a minute order deferring oral argument on the pending Motion to Dismiss until after the disposition of the appeal in *Moelis & Company v. West Palm Beach Firefighters' Pension Fund*, Case No. 340, 2024 (Del. Supr.). 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, 2025 and December 31, 2024, the Company recorded a liability in the amount of \$10.0 million and \$10.7 million, respectively within current liabilities and other long-term liabilities as a provision for sales and use, gross receipts and goods and services 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.

## Notes to Unaudited Condensed Consolidated Financial Statements

**Note 18. Geographic Areas**

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

	September 30, 2025	December 31, 2024
	<i>(in thousands)</i>	
United States	\$ 46,358	\$ 38,362
International	\$ 12,641	\$ 9,362

**Note 19. 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, 2024. Based on being a single reportable segment company, the Company has disclosed net income (loss) 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 loss as net income (loss) from continuing operations. The CODM is provided financial information inclusive of net income (loss) from continuing operations, which is used to assess performance of the segment and decide how to allocate resources. The CODM uses net income (loss) 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 5. Revenue and 18. Geographic Areas for disaggregated information regarding the Company's revenues and long-lived assets by geography, respectively.

Notes to Unaudited Condensed Consolidated Financial Statements

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

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Total revenues	\$ 147,466	\$ 140,106	\$ 437,754	\$ 418,481
Less <sup>(1)</sup> :				
Employee expense	57,330	59,738	174,016	175,708
Marketing and advertising	6,699	8,319	24,177	24,797
Communication services	6,291	5,203	17,961	15,822
Third-party commissions	4,576	5,218	14,813	15,959
Software, tools and hosting	15,534	14,140	44,676	41,387
Legal and professional fees	15,540	9,523	40,739	31,978
Loss on held for sale and impairments	—	70	85	11,761
Other segment items <sup>(2)</sup>	8,780	7,789	25,207	26,751
Depreciation and amortization	16,763	19,951	50,120	60,756
Interest and other expense, net	8,902	18,332	30,459	33,675
Income tax expense	1,247	938	3,002	7,564
<b>Total expenses</b>	<b>141,662</b>	<b>149,221</b>	<b>425,255</b>	<b>446,158</b>
<b>Net income (loss) from continuing operations</b>	<b>5,804</b>	<b>(9,115)</b>	<b>12,499</b>	<b>(27,677)</b>
Income (loss) from discontinued operations, net of income tax	5,312	(41)	(943)	(1,179)
<b>Net income (loss)</b>	<b>\$ 11,116</b>	<b>\$ (9,156)</b>	<b>\$ 11,556</b>	<b>\$ (28,856)</b>

(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,	
	2025	2024	2025	2024
<b>Other Segment Disclosures</b>				
Interest income	\$ 766	\$ 830	\$ 2,862	\$ 2,143
Interest expense	8,559	10,668	26,272	31,995
<b>Other Significant Non-cash Items:</b>				
Stock-based compensation	6,724	7,950	21,551	19,607

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

**Note 20. Subsequent Event**

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 our previously announced strategic review. The marketing technology solutions, collectively known as “EverConnect”, will operate as an integrated business within the Ignite Visibility product set and continue to service its existing customer base. The assets and liabilities of marketing technology solutions are presented as held for sale on our unaudited condensed consolidated balance sheets and their operating results are presented as discontinued operations in our unaudited condensed consolidated statements of operations and comprehensive loss for all periods presented (see Note 4. Acquisitions and Dispositions).

## 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, 2024 (the “Annual Report on Form 10-K”) filed with the Securities and Exchange Commission (“SEC”) on March 13, 2025. 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 for service-based small- and medium-sized businesses (“service SMBs”). Our platform spans across the full lifecycle of interactions between consumers and service professionals with vertical-specific applications. As of December 31, 2024, we served more than 740,000 customers primarily across three core verticals: EverPro for Home Services; EverHealth for Health Services; and EverWell for Wellness Services. Excluding the customers associated with marketing technology solutions, which we anticipate selling in the year ending December 31, 2025, we served more than 725,000 customers (see Note 3. Discontinued Operations in this Quarterly Report on Form 10-Q). 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 focus on growing their customers, improving their services and driving more efficient operations.
- **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 voice of the customer insights and manage the customer experience lifecycle. These applications include: customer health scoring, customer support systems, real-time alerts, Net Promoter Score-based customer feedback collection, review generation and automation, reputation management, customer satisfaction surveying and a digital communication suite, among others. 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, improve customer stickiness, increase our market share and fuel our growth.

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.

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, 2025 and 2024, and we maintained an annualized net revenue retention rate from continuing operations of approximately 97% for both the quarters ended September 30, 2025 and 2024. Our annualized pro forma net revenue retention rate was equal to the annualized net revenue retention rate for the quarters ended September 30, 2025 and 2024, respectively, as the acquisitions and dispositions closed during the prior period were not material to our prior period unaudited condensed consolidated results on a proforma 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 2024 is the difference between the recurring or re-occurring revenue generated in November 2024 and the same such revenue generated in November 2023, for customers with a start date prior to December 1, 2023 and no end date or cancelled relationship on or after November 1, 2024. 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 2024 is the difference between the recurring or re-occurring revenue generated in November 2024 and the same such revenue generated in November 2023, for customers that cancelled on or after November 1, 2023 and before November 1, 2024. 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.

### **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, increased tariffs and proposed tariffs between the United States and other nations, trade restrictions and conflict, 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.

### **Discontinued Operations**

In late 2024, the Company began a process to review strategic alternatives for our marketing technology solutions. On March 5, 2025, our Board of Directors ("the Board"), in conjunction with our management committed to a plan to sell the our marketing technology solutions. On October 31, 2025, we completed the sale of our marketing technology solutions business for approximately \$45 million in cash, subject to certain closing adjustments, concluding the previously announced strategic review (see Note 20. Subsequent Event in this Quarterly Report on Form 10-Q). We determined that our decision to sell marketing technology solutions was considered a strategic shift that will have a major effect on our operations and financial results and met the criteria for classification as discontinued

operations. As a result, the assets and liabilities of marketing technology solutions are presented as held for sale on our unaudited condensed consolidated balance sheets and their operating results are presented as discontinued operations in our unaudited condensed consolidated statements of operations and comprehensive loss for all periods presented. 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 loss from discontinued operations, net of income tax, on our unaudited condensed consolidated statements of operations and comprehensive loss.

#### **Sale of Fitness Solutions**

On March 13, 2024, we entered into definitive sale and purchase agreements to sell our fitness solutions, comprised of North American Fitness and UK Fitness (“Fitness Solutions”), to Jonas Software (see Note 4. Acquisitions and Dispositions in this Quarterly Report on Form 10-Q). The sale of North American Fitness closed simultaneously with signing and the sale of UK Fitness closed July 1, 2024. The divestiture did not qualify for reporting as a discontinued operation and therefore, its results were included in our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q through the applicable date of sale. During the three and nine months ended September 30, 2024, the Company recognized losses of \$0.1 million and \$5.0 million, respectively, related to the sale of Fitness Solutions, which are included in loss on held for sale and impairments on our unaudited condensed consolidated statements of operations and comprehensive loss. Additionally, the Company recognized a \$6.4 million goodwill impairment charge during the nine months ended September 30, 2024 representing the allocated goodwill to Fitness Solutions, which is included in loss on held for sale and impairments on our unaudited condensed consolidated statements of operations and comprehensive loss included in this Quarterly Report on Form 10-Q.

#### **Recent Acquisition**

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 agentic automation platform, for approximately \$36.1 million in cash, not inclusive of an additional \$6.5 million of contingent consideration to be paid over the next three years related to post-combination employment services. The acquisition helps to establish EverCommerce as an AI-driven innovator, beginning with near-term application in its Home and Field Services vertical, EverPro, and we plan to extend ZyraTalk into broader opportunities across its other verticals (see Note 4. Acquisitions and Dispositions in this Quarterly Report on Form-10-Q).

#### **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. Unless otherwise noted, all amounts, percentages and discussions below reflect only the results of operations and financial condition of our continuing operations (see Note 3. Discontinued Operations in this Quarterly Report on Form 10-Q).

#### ***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 completed 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 of 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 5.3% and 4.6% for the three and nine months ended September 30, 2025, respectively. Total revenues include pre-divestiture revenue from Fitness Solutions, which was divested in 2024 (see Note 4. Acquisitions and Dispositions in this Quarterly Report on Form 10-Q), of \$8.1 million, during the nine months ended September 30, 2024. Additionally, total revenues include immaterial post-acquisition revenue from ZyraTalk, which was acquired September 15, 2025 (see Note 4. Acquisitions and Dispositions in this Quarterly Report on Form 10-Q), during the three and nine months ended September 30, 2025. Our Pro Forma Revenue Growth rate was 5.3% and 7.0% for the three and nine months ended September 30, 2025, respectively, 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		Change	Nine months ended		Change
	September 30,			September 30,		
	2025	2024	\$	2025	2024	\$
	<i>(in thousands)</i>					
Revenue	\$ 147,466	\$ 140,106	\$ 7,360	\$ 437,754	\$ 418,481	\$ 19,273
Cost of revenues (exclusive of depreciation and amortization)	33,475	30,625	2,850	98,058	93,687	4,371
Amortization of developed technology	1,816	2,644	(828)	5,905	8,212	(2,307)
Amortization of capitalized software	2,909	2,463	446	7,768	7,158	610
Depreciation expense allocated to cost of revenues	121	140	(19)	378	502	(124)
Gross profit from continuing operations	109,145	104,234	4,911	325,645	308,922	16,723
Depreciation and amortization	4,846	5,247	(401)	14,051	15,872	(1,821)
Adjusted gross profit from continuing operations	\$ 113,991	\$ 109,481	\$ 4,510	\$ 339,696	\$ 324,794	\$ 14,902

### 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 loss 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		Change	Nine months ended		Change
	September 30,			September 30,		
	2025	2024	\$	2025	2024	\$
<i>(in thousands)</i>						
Net income (loss) from continuing operations	\$ 5,804	\$ (9,115)	\$ 14,919	\$ 12,499	\$ (27,677)	\$ 40,176
Adjusted to exclude the following:						
Interest and other expense, net	8,902	18,332	(9,430)	30,459	33,675	(3,216)
Income tax expense	1,247	938	309	3,002	7,564	(4,562)
Depreciation and amortization	16,763	19,951	(3,188)	50,120	60,756	(10,636)
Other amortization	1,590	1,370	220	4,613	4,002	611
Stock-based compensation expense	6,724	7,950	(1,226)	21,551	19,607	1,944
Transaction-related and other non-recurring or unusual costs	5,423	2,698	2,725	14,111	22,280	(8,169)
Adjusted EBITDA from continuing operations	<u>\$ 46,453</u>	<u>\$ 42,124</u>	<u>\$ 4,329</u>	<u>\$ 136,355</u>	<u>\$ 120,207</u>	<u>\$ 16,148</u>

### Description of Certain Components of Financial Data

Each of the components of our financial results described below relate to continuing operations other than loss from discontinued operations, net of income tax. 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 Experience and Billing & Payment solutions; (ii) 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 through 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) revenue from various business development partnerships; (iii) event income; and (iv) 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, 2025, revenue from subscription and transaction fees increased 4.3% and 4.3%, respectively, compared to the prior year periods.

#### 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 during 2025 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 Held for Sale and Impairments***

Loss on held for sale represents the measurement of a disposal group at the lower of its carrying value or fair value less cost to sell in the period the held for sale criteria are met, and subsequent remeasurement each reporting period the disposal group remains classified as held for sale. Impairments include a goodwill impairment charge representing the allocated goodwill and a loss on disposition from the sale of North American Fitness, representing the difference between the consideration received and the net carrying amount of the assets sold and transaction costs during the three months ended March 31, 2024 (see Note 4. Acquisitions and Dispositions in this Quarterly Report on Form 10-Q). Impairments also include operating lease impairments 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, 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 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.

#### ***Income (Loss) from Discontinued Operations, Net of Income Tax***

Income (loss) from discontinued operations, net of income tax consists of the operating results of marketing technology solutions, including the measurement of the disposal group at the lower of carrying value or estimated fair value less cost to sell. For more information regarding the disposal group, see Note 3. Discontinued Operations in this Quarterly Report on Form 10-Q.

## Results of Operations

The following tables summarize key components of our results of operations for the periods presented. The period-to-period comparisons 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 and includes the operating results of Fitness Solutions for all periods through the applicable date of sale.

### Comparison of the three and nine months ended September 30, 2025 and 2024

	Three months ended September 30,		Change \$	Nine months ended September 30,		Change \$
	2025	2024		2025	2024	
<i>(in thousands)</i>						
<b>Revenues:</b>						
Subscription and transaction fees	\$ 142,184	\$ 136,263	\$ 5,921	\$ 422,804	\$ 405,329	\$ 17,475
Other	5,282	3,843	1,439	14,950	13,152	1,798
Total revenues	147,466	140,106	7,360	437,754	418,481	19,273
<b>Operating expenses:</b>						
Cost of revenues <sup>(1)</sup> (exclusive of depreciation and amortization presented separately below)	33,475	30,625	2,850	98,058	93,687	4,371
Sales and marketing <sup>(1)</sup>	26,526	28,545	(2,019)	85,920	85,068	852
Product development <sup>(1)</sup>	19,387	19,135	252	58,847	57,669	1,178
General and administrative <sup>(1)</sup>	35,362	31,625	3,737	98,764	95,978	2,786
Depreciation and amortization	16,763	19,951	(3,188)	50,120	60,756	(10,636)
Loss on held for sale and impairments	—	70	(70)	85	11,761	(11,676)
Total operating expenses	131,513	129,951	1,562	391,794	404,919	(13,125)
Operating income	15,953	10,155	5,798	45,960	13,562	32,398
Interest and other expense, net	(8,902)	(18,332)	9,430	(30,459)	(33,675)	3,216
Net income (loss) from continuing operations before income tax expense	7,051	(8,177)	15,228	15,501	(20,113)	35,614
Income tax expense	(1,247)	(938)	(309)	(3,002)	(7,564)	4,562
Net income (loss) from continuing operations	\$ 5,804	\$ (9,115)	\$ 14,919	\$ 12,499	\$ (27,677)	\$ 40,176
Income (loss) from discontinued operations, net of income tax	5,312	(41)	5,353	(943)	(1,179)	236
Net income (loss)	\$ 11,116	\$ (9,156)	\$ 20,272	\$ 11,556	\$ (28,856)	\$ 40,412

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

	Three months ended September 30,		Change \$	Nine months ended September 30,		Change \$
	2025	2024		2025	2024	
<i>(in thousands)</i>						
Cost of revenues	\$ 101	\$ 100	\$ 1	\$ 318	\$ 297	\$ 21
Sales and marketing	435	291	144	1,148	990	158
Product development	693	458	235	1,806	1,503	303
General and administrative	5,495	7,101	(1,606)	18,279	16,817	1,462
Total stock-based compensation expense	\$ 6,724	\$ 7,950	\$ (1,226)	\$ 21,551	\$ 19,607	\$ 1,944

**Comparison of the three and nine months ended September 30, 2025 and 2024 (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, 2025 compared to the same period in 2024.

	Three months ended September 30,		Change %	Nine months ended September 30,		Change %
	2025	2024		2025	2024	
Total Revenues	100.0%	100.0%		100%	100%	
<b>Operating expenses:</b>						
Cost of revenues (exclusive of depreciation and amortization presented separately below)	22.7 %	21.9 %	0.8 %	22.4 %	22.4 %	— %
Sales and marketing	18.0 %	20.4 %	(2.4)%	19.6 %	20.3 %	(0.7)%
Product development	13.1 %	13.7 %	(0.6)%	13.4 %	13.8 %	(0.4)%
General and administrative	24.0 %	22.6 %	1.4 %	22.6 %	22.9 %	(0.3)%
Depreciation and amortization	11.4 %	14.2 %	(2.8)%	11.4 %	14.5 %	(3.1)%
Loss on held for sale and impairments	— %	— %	— %	— %	2.8 %	(2.8)%
Total operating expenses	89.2 %	92.8 %	(3.6)%	89.5 %	96.8 %	(7.3)%

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 declined from 79.4% for the nine months ended September 30, 2024 as compared to 78.0% for the nine months ended September 30, 2025, an improvement of 140 basis points. A discussion on primary drivers of cost reductions resulting in improved margin follows in the subsequent sections.

**Revenues**

	Three months ended September 30,		Change \$	Nine months ended September 30,		Change \$
	2025	2024		2025	2024	
<i>(in thousands)</i>						
<b>Revenues:</b>						
Subscription and transaction fees	\$ 142,184	\$ 136,263	\$ 5,921	\$ 422,804	\$ 405,329	\$ 17,475
Other	5,282	3,843	1,439	14,950	13,152	1,798
Total revenues	\$ 147,466	\$ 140,106	\$ 7,360	\$ 437,754	\$ 418,481	\$ 19,273

Revenues increased \$7.4 million, or 5.3%, and \$19.3 million, or 4.6%, for the three and nine months ended September 30, 2025, respectively, as compared to the same periods in 2024. Revenue from subscription and transaction fees increased 4.3% and 4.3% and other revenue increased 37.4% and 13.7% during the three and nine months ended September 30, 2025, 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, health and wellness. The subscription and transaction fees revenue increase consists primarily of increases from (a) business management software (b) billing and payment solutions, partially offset by a decrease in (c) revenues associated with our share of rebates from suppliers generated through group purchase programs. Business management software revenues drove a \$5.7 million and \$15.3 million increase in subscription and transaction fees revenue for the three and nine months ended September 30, 2025, respectively, due to an expansion in take rate and number of customers, and certain price increases across our portfolio. Billing and payment solutions revenues drove an increase of \$1.8 million and \$3.4 million during the three and nine months ended September 30, 2025, respectively, primarily due to higher transaction volumes processed through our payment platforms, partially offset by lower revenue due to the Fitness Solutions divestiture. 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, declined by \$1.6 million and \$1.2 million during the three and nine months ended September 30, 2025, respectively. Subscription and transaction fees revenue also includes pre-divestiture revenue from Fitness Solutions of \$8.0 million during the nine months ended September 30, 2024 and immaterial post-acquisition revenue from ZyraTalk for the nine months ended September 30, 2025 (see Note 4. Acquisitions and Dispositions in this Quarterly Report on Form 10-Q). Other revenues

increased \$1.4 million and \$1.8 million during the three and nine months ended September 30, 2025, respectively, as compared to the same periods in 2024, primarily driven by higher revenues related to project implementation and customer development services.

### Cost of Revenues

	Three months ended September 30,		Change \$	Nine months ended September 30,		Change \$
	2025	2024		2025	2024	
<i>(dollars in thousands)</i>						
Cost of revenues (exclusive of depreciation and amortization presented separately below)	\$ 33,475	\$ 30,625	\$ 2,850	\$ 98,058	\$ 93,687	\$ 4,371

Cost of revenues increased by \$2.9 million, or 9.3%, and \$4.4 million, or 4.7%, for the three and nine months ended September 30, 2025, respectively, as compared to the same periods in 2024. The increase for the three-month period was primarily comprised of an additional \$1.1 million in communication services expenses, a \$0.8 million increase in personnel and compensation expense, a \$0.4 million increase in software hosting expenses, \$0.2 million increase in application programming interface fees, and \$0.2 million increase in campaign mail expense. The increase for the nine-month period was driven primarily by an additional \$2.1 million in communication services expenses, \$1.0 million in software hosting expenses, \$0.7 million in application programming interface fees, \$0.6 million in outsourced services, \$0.5 million in software and tools, \$0.5 million in campaign mail and advertising expenses, \$0.3 million in credit card processing fees, and \$0.4 million in personnel and compensation expenses, partially offset by a \$2.0 million decrease in clearinghouse fees.

### Sales and Marketing

	Three months ended September 30,		Change \$	Nine months ended September 30,		Change \$
	2025	2024		2025	2024	
<i>(dollars in thousands)</i>						
Sales and marketing	\$ 26,526	\$ 28,545	\$ (2,019)	\$ 85,920	\$ 85,068	\$ 852

Sales and marketing expenses decreased by \$2.0 million, or 7.1%, and increased \$0.9 million, or 1.0%, for the three and nine months ended September 30, 2025, respectively, as compared to the same periods in 2024. The decrease for the three-month period was driven primarily by a \$1.7 million decrease in advertising expense, a \$0.6 million decrease in volume from third-party channels, a \$0.3 million decrease in professional fees, and a \$0.2 million decrease in software and tools, partially offset by an additional \$0.8 million in personnel and compensation expenses. The increase for the nine-month period was driven primarily by an additional \$2.7 million in personnel and compensation expenses and \$0.9 million in consulting and outsourced services, partially offset by a \$1.2 million decrease in volume from third-party channels, \$0.9 million reduction in advertising expense, and a \$0.5 million decrease in software and tools.

### Product Development

	Three months ended September 30,		Change \$	Nine months ended September 30,		Change \$
	2025	2024		2025	2024	
<i>(dollars in thousands)</i>						
Product development	\$ 19,387	\$ 19,135	\$ 252	\$ 58,847	\$ 57,669	\$ 1,178

Product development expenses increased by \$0.3 million, or 1.3%, and \$1.2 million, or 2.0%, for the three and nine months ended September 30, 2025, respectively, as compared to the same periods in 2024. Product developments expenses were relatively consistent in the three-month period as compared to the prior year period and declined as a percentage of revenue by 50 basis points. The increase in the nine-month period was driven primarily by an additional \$2.7 million in outsourced services and \$0.8 million in software and tools, partially offset by a \$2.3 million reduction in personnel and compensation expenses.

### General and Administrative

	Three months ended September 30,		Change \$	Nine months ended September 30,		Change \$
	2024	2023		2025	2024	
<i>(dollars in thousands)</i>						
General and administrative	\$ 35,362	\$ 31,625	\$ 3,737	\$ 98,764	\$ 95,978	\$ 2,786

General and administrative expenses increased by \$3.7 million, or 11.8%, and \$2.8 million, or 2.9%, for the three and nine months ended September 30, 2025, respectively, as compared to the same periods in 2024. The increase for the three-month period was driven primarily by an additional \$4.7 million in professional and legal fees, \$1.4 million in outsourced services, \$0.7 million in bad debt expense, and \$0.2 million in software and tools. These increases were partially offset by a \$2.3 million decrease in personnel and compensation expense and a \$1.6 million decrease in stock-based compensation expense. The increase for the nine-month period was driven primarily by an additional \$1.8 million in professional and legal fees, \$2.5 million in outsourced services, \$1.5 million in stock-based compensation expense, \$0.9 million in bad debt expense, \$0.7 million in software and tools, and \$0.6 million in capitalized software abandonment expenses. These increases were partially offset by an additional \$4.5 million decrease in personnel and compensation expense, a \$1.6 million decrease in insurance expense, and a \$0.9 million decrease in facility expense. The increases in professional and legal fees for the three and the nine-month periods is primarily associated with transaction-related activity from acquisition and divestitures during 2025 as well as debt modification costs, while the increase in outsourced services is driven by cost optimization efforts utilizing third-party services enabling the reduction in personnel and compensation expense.

#### **Depreciation and Amortization**

	Three months ended September 30,		Change \$	Nine months ended September 30,		Change \$
	2025	2024		2025	2024	
	<i>(dollars in thousands)</i>					
Depreciation and amortization	\$ 16,763	\$ 19,951	\$ (3,188)	\$ 50,120	\$ 60,756	\$ (10,636)

Depreciation and amortization expenses decreased by \$3.2 million, or 16.0%, and \$10.6 million, or 17.5%, for the three and nine months ended September 30, 2025, respectively, as compared to the same periods in 2024. The decrease for the three and nine-month periods were driven by lower intangible assets' amortization due to the reduced rate of replacement assets resulting from a reduction in the number of business acquisitions compared to prior periods.

#### **Loss on Held for Sale and Impairments**

	Three months ended September 30,		Change \$	Nine months ended September 30,		Change \$
	2025	2024		2025	2024	
	<i>(dollars in thousands)</i>					
Loss on held for sale and impairments	\$ —	\$ 70	\$ (70)	\$ 85	\$ 11,761	\$ (11,676)

In March 2024, we entered into definitive sale and purchase agreements to sell our Fitness Solutions (see Note 4. Acquisitions and Dispositions 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. During the three and nine months ended September 30, 2024, we recognized losses of \$0.1 million and \$5.0 million, respectively, related to the sale of Fitness Solutions. During the nine months ended September 30, 2024, we recognized a goodwill impairment charge of \$6.4 million representing allocated goodwill to Fitness Solutions, and right-of-use lease asset impairment charges of \$0.4 million.

#### **Interest and Other Expense, net**

	Three months ended September 30,		Change \$	Nine months ended September 30,		Change \$
	2025	2024		2025	2024	
	<i>(dollars in thousands)</i>					
Interest and other expense, net	\$ 8,902	\$ 18,332	\$ (9,430)	\$ 30,459	\$ 33,675	\$ (3,216)

Interest and other expense, net, decreased by \$9.4 million, or 51.4%, and decreased \$3.2 million, or 9.6%, for the three and nine months ended September 30, 2025, respectively, as compared to the same periods in 2024, with the changes primarily driven by volatility of interest rates and foreign currency. The decrease for the three-month period was driven primarily by a decrease in unrealized loss on interest rate swaps of \$8.1 million and a \$2.1 million decrease in interest expense, partially offset by a \$0.6 million unfavorable change in unrealized foreign currency gain (loss). The decrease for the nine-month period was driven primarily by a \$5.7 million decrease in interest expense, a \$0.7 million increase in interest income and a \$0.5 million increase in unrealized foreign currency gain, partially offset by an increase in unrealized loss on interest rate swaps of \$3.8 million. The decline in interest expense 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), the amendment to the Term Loan (as defined below) in the fourth quarter 2024 and third quarter 2025 resulting in a reduction

in margin and the removal of the credit spread adjustment, and the swap executed in the third quarter 2024 to convert \$125.0 million of the floating rate component of our Term Loan to a fixed rate (see Note 11. 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 \$
	2025	2024		2025	2024	
	<i>(dollars in thousands)</i>					
Income tax expense	\$ (1,247)	\$ (938)	\$ (309)	\$ (3,002)	\$ (7,564)	\$ 4,562

Income tax expense increased by \$0.3 million and decreased by \$4.6 million for the three and nine months ended September 30, 2025, respectively, as compared to the corresponding periods in 2024, with the change driven primarily by an increase in net income from continuing operations before tax and discrete items, including the sale of Fitness Solutions during the nine months ended September 30, 2024.

### **Income (Loss) from Discontinued Operations, Net of Income Tax**

	Three months ended September 30,		Change \$	Nine months ended September 30,		Change \$
	2025	2024		2025	2024	
	<i>(dollars in thousands)</i>					
Income (loss) from discontinued operations, net of income tax	\$ 5,312	\$ (41)	\$ 5,353	\$ (943)	\$ (1,179)	\$ 236

Income (loss) from discontinued operations, net of income tax was income of \$5.4 million during the three months ended September 30, 2025 compared to an immaterial loss during the three months ended September 30, 2024. Loss from discontinued operations decreased \$0.2 million during the nine months ended September 30, 2025, as compared to the same period in 2024. Discontinued operations for all periods presented consists of the operating results of marketing technology solutions. The increase in income from discontinued operations in the three-month period was due primarily to the discontinuation of depreciation and amortization upon classification of assets as held for sale, and a decrease in valuation allowance of \$2.1 million to adjust the marketing technology disposal group to estimated fair value less cost to sell. The increase in loss from discontinued operations during the nine-month period was due to an impairment charge of \$9.0 million, comprised of a goodwill impairment charge of \$6.9 million. We did not have similar expenses during the nine months ended September 30, 2024, (see Note 3. Discontinued Operations in this Quarterly Report on Form 10-Q). This was partially offset by the discontinuation of depreciation and amortization upon classification of assets as held for sale.

### **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, business acquisitions and share repurchases authorized through our Repurchase Program (defined below). Absent significant deterioration of market conditions, we expect that working capital requirements, capital expenditures, acquisitions, the Company's Repurchase Program, debt servicing and lease obligations will be our principal needs for liquidity going forward.

As of September 30, 2025, we had cash, cash equivalents and restricted cash, including cash and restricted cash classified as held for sale, of \$107.3 million, \$155.0 million of available borrowing capacity under our Revolver (as defined below) and \$528.0 million outstanding under our Term Loan. We believe that our existing cash, cash equivalents and restricted cash, 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, inclusive of continuing and discontinued operations, for the periods indicated therein:

	Nine months ended September 30,	
	2025	2024
	<i>(in thousands)</i>	
Net cash provided by operating activities	\$ 90,183	\$ 64,750
Net cash used in investing activities	(56,454)	(7,669)
Net cash used in financing activities	(62,342)	(51,341)
Effect of foreign currency exchange rate changes on cash	130	(345)
Net (decrease) increase in cash, cash equivalents and restricted cash	\$ (28,483)	\$ 5,395

### Cash Flow from Operating Activities

Net cash provided by operating activities was \$90.2 million for the nine months ended September 30, 2025, compared to \$64.8 million for the nine months ended September 30, 2024. Changes in net cash provided by operating activities resulted primarily from cash received from net sales within our subscription and transaction fees and marketing technology solutions. 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 increase in cash provided by operating activities for the nine months ended September 30, 2025 compared to the nine months ended September 30, 2024 was primarily due to lower costs as a result of our transformation and optimization initiatives comprised of lower costs directly related to the delivery of our services and products of \$8.7 million, higher cash collections from our subscription and transaction fees, which includes revenues from payment processing, of approximately \$7.5 million, lower interest payments of \$5.8 million, a reduction in general overhead expenses, including personnel expenses, to support our business of \$1.8 million, lower taxes paid of \$0.8 million, and higher interest income of \$0.8 million.

### Cash Flow from Investing Activities

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, proceeds from the disposition of Fitness Solutions held in escrow of \$2.3 million, and \$1.9 million for purchases of property and equipment.

During the nine months ended September 30, 2024, net cash used in investing activities of \$7.7 million was related primarily to costs to develop software of \$13.1 million and \$1.2 million for purchases of property and equipment, partially offset by proceeds from the sale of Fitness Solutions, net of transaction costs, cash and restricted cash sold for approximately \$6.6 million.

### Cash Flow from Financing Activities

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.

During the nine months ended September 30, 2024, net cash used in financing activities of \$51.3 million was related primarily to the repurchase and retirement of shares of our common stock of \$50.6 million.

For additional information regarding our repurchase and retirement of shares of our common stock, refer to Note 12. 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 \$155.0 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 Eurocurrency borrowings, interest payments are due on the last business day of the interest period applicable to the borrowing and, in the case of a Eurocurrency 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.

On December 13, 2024, the Company entered into an amendment (the "2024 Amendment") to the Credit Facilities to reduce the applicable margin and remove the credit spread adjustment from the existing Term Loan in their entirety in an aggregate principal amount of \$533.5 million. Following the 2024 Amendment, the Term Loan bears interest, at the borrower's election, at (x) a forward-looking term rate based upon the secured overnight financing rate ("SOFR") plus an applicable margin of 2.50%, with a minimum forward-looking SOFR rate 0.50% or (y) Alternative Base Rate ("ABR") plus an applicable margin of 1.50%, with a minimum ABR of 1.50%, in each case, with no step-downs. The credit spread adjustment was removed in connection with the 2024 Amendment. The refinanced Term Loan priced at par and refinanced all of the existing term loans outstanding under the Credit Agreement immediately prior to giving effect to the 2024 Amendment.

Effective as of June 10, 2025, the Company entered into an additional amendment to the Credit Facilities 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 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 loans was reduced to 2.50% and (y) Alternate Base Rate 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. With respect to the remaining \$30.0 million of such commitments, (i) the maturity date remains July 6, 2026 and (ii) the applicable margin was unchanged.

On July 29, 2025, the Company entered into an amendment to the Credit Facilities (the "2025 Amendment") to, among other things, refinance the existing Term Loan in an aggregate principal amount of \$529.4 million. The 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 Alternate Base Rate 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 2025 Amendment.

Pursuant to the 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) Alternate Base Rate 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, \$155.0 million of availability remains under the Revolver until July 6, 2026 and then reduces to \$125.0 million 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, 2025
			<i>(in thousands)</i>	<i>(in thousands)</i>
October 31, 2022	October 31, 2027	4.212 %	\$ 200,000	\$ (3,449)
March 31, 2023	October 31, 2027	3.951 %	100,000	(1,195)
September 20, 2024	October 31, 2027	3.395 %	125,000	93

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, 2025, there was \$528.0 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 6.95% for the three months ended September 30, 2025, excluding the effect of any interest rate swap agreements.

As of September 30, 2025, we were in compliance with the covenants under the Credit Facilities.

### **Stock Repurchase Program**

On June 14, 2022, our Board of Directors approved the 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 for a total authorization to repurchase up to \$300.0 million in shares of the Company’s common stock through December 31, 2026. 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 2.6 million and 5.7 million shares of common stock for approximately \$29.1 million and \$60.9 million, including transaction fees and taxes, during the three and nine months ended September 30, 2025, respectively. As of September 30, 2025, \$22.3 million remained available under the Repurchase Program.

### **Contractual Obligations**

There have been no material changes to our contractual obligations as of September 30, 2025 from those disclosed in our Annual Report on Form 10-K, other than the above changes with respect to our Credit Facilities.

Refer to Notes 10. Leases, 11. Long-Term Debt and 17. 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, 2025, 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.

### **Election Under the Jumpstart Our Business Startups Act of 2012**

The Company currently qualifies as an “emerging growth company” under the Jumpstart Our Business Startups Act of 2012 (“JOBS Act”). Accordingly, the Company is provided the option to adopt new or revised accounting guidance either (i) within the same periods as those otherwise applicable to non-emerging growth companies or (ii) within the same time periods as private companies.

The Company has elected to adopt new or revised accounting guidance within the same time period as private companies, unless management determines it is preferable to take advantage of early adoption provisions offered within the applicable guidance. Our utilization of these transition periods may make it difficult to compare our financial statements to those of non-emerging growth companies and other emerging growth companies that have opted out of the transition periods afforded under the JOBS Act.

### **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, 2025, 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, 2024.

#### **Changes in Internal Control over Financial Reporting**

We continue to work 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, 2024. 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, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



During the three months ended September 30, 2025, 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		
3.1	<a href="#">Amended and Restated Certificate of Incorporation of EverCommerce Inc</a>	8-K	001-40575	3.1	7/9/2021	
3.2	<a href="#">Amended and Restated Bylaws of EverCommerce Inc</a>	8-K	001-40575	3.2	7/9/2021	
10.1	<a href="#">Amendment No. 5, dated as of July 29, 2025 to the Credit Agreement, dated as of July 6, 2021, among EverCommerce Intermediate Inc., EverCommerce Solutions Inc., Royal Bank of Canada, as administrative agent and collateral agent, and the other parties and lenders party thereto.</a>	8-K	001-40575	10.1	7/30/2025	
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a).</a>					*
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a).</a>					*
32.1	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350</a>					**
32.2	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350</a>					**
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.





**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 6, 2025

By:

/s/ Ryan H. Siurek

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

**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, 2025 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 6, 2025

By:

/s/ Eric Remer

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**Eric Remer**

**Chief Executive Officer and Director  
(Principal Executive Officer)**

**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, 2025 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 6, 2025

By:

/s/ Ryan H. Siurek

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**Ryan H. Siurek**

**Chief Financial Officer  
(Principal Financial Officer)**