
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 7, 2026

Compass, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-40291
(Commission File Number)

30-0751604
(IRS Employer Identification No.)

**110 Fifth Avenue, 4th Floor
New York, New York**
(Address of Principal Executive Offices)

10011
(Zip Code)

Registrant's Telephone Number, Including Area Code: (646) 982-0353

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Class A Common Stock, \$0.00001 par value per share	COMP	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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. ☐

Item 2.02. Results of Operations and Financial Condition.

Compass, Inc. (the “Company” or “Compass”) announced an update to its financial guidance for the fourth quarter of 2025, previously provided on November 4, 2025. The previously announced guidance ranges for the fourth quarter of 2025 was revenue of \$1.59 billion to \$1.69 billion and Adjusted EBITDA of \$35 million to \$49 million. The Company now expects revenue to be at the high end of the previously announced range and expects Adjusted EBITDA to be at or slightly above the high end of the previously announced range.

Additionally, the Company added over 800 principal agents in the fourth quarter of 2025.

This Current Report on Form 8-K includes statements related to the Company's preliminary financial results for the quarter ended December 31, 2025. As of the date of this Form 8-K, the Company has not yet completed its financial closing procedures for the quarter and year ended December 31, 2025 and the Company's audited consolidated financial statements for the year ended December 31, 2025 are not yet available. Any statements related to the preliminary financial information included herein may materially differ from the actual results that will be reflected in the Company's audited consolidated financial statements and should not be considered a substitute for the financial information the Company will file with the SEC in its Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

The information furnished with this Item 2.02 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

HSR Clearance for the Merger with Anywhere

As previously disclosed, on September 22, 2025, the Company entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Anywhere Real Estate Inc. (“Anywhere”) and Velocity Merger Sub, Inc., a wholly-owned subsidiary of the Company (“Merger Sub”). Pursuant to the terms of the Merger Agreement and subject to its terms and conditions, Merger Sub will merge with and into Anywhere (the “Merger”), with Anywhere surviving the Merger as a wholly-owned subsidiary of the Company.

The consummation of the Merger (the “Closing”) is subject to certain customary conditions, including the expiration of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”). The HSR Act waiting period expired on January 2, 2026 at 11:59 p.m. Eastern Time.

The Closing remains subject to the satisfaction or waiver of certain other closing conditions, including the approval by the Company's stockholders of certain share issuances in connection with the Merger and the adoption of the Merger Agreement by Anywhere's stockholders. As previously announced, the Company's special meeting of stockholders will be held virtually on January 7, 2026, at 1:00 p.m., Eastern Time, and the Anywhere's special meeting of stockholders will be held virtually on January 7, 2026, at 9:00 a.m., Eastern Time. Subject to satisfaction of such customary closing conditions, including receipt of stockholder approvals, completion of the Merger is expected to occur shortly after all closing conditions are satisfied.

Convertible Senior Notes Offering

On January 7, 2026, the Company issued a press release announcing its intention to offer (the “Offering”), subject to market and other conditions, \$750.0 million in aggregate principal amount of convertible senior notes due 2031 (the “Notes”) in a private placement to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). The Company also intends to grant the initial purchasers of the Notes an option to purchase up to an additional \$112.5 million aggregate principal amount of the Notes within a 13-day period beginning on, and including, the date on which the Notes are initially issued.

The Notes will be the Company's senior unsecured obligations and will be jointly and severally guaranteed on a senior unsecured basis by each of the Company's subsidiaries that guarantees the Company's existing revolving credit facility.

The Company intends to use the net proceeds from the offering of the Notes for general corporate purposes, which will include (i) to the extent that the Merger with Anywhere is completed, the repayment of certain existing indebtedness of Anywhere and its subsidiaries at closing of the Merger, including borrowings under Anywhere's revolving credit facility and payment of fees, costs and expenses related to the Merger and (ii) the funding of the net cost of entering into the capped call transactions described below.

In connection with the Merger, on September 22, 2025, the Company previously entered into a bridge financing commitment letter and related fee letter with Morgan Stanley Senior Funding, Inc. (“MSSF”), as further amended and restated on November 17, 2025, pursuant to which MSSF and each other additional commitment party appointed thereunder has committed to provide the Company with bridge financing in an aggregate principal amount of up to \$750.0 million in the form of a 364-day senior secured bridge loan facility (the “bridge financing”), subject to customary conditions, mandatory commitment reductions and entry into definitive financing and ancillary documentation. The Company intends to terminate all remaining commitments under the bridge financing promptly following completion of the Offering.

In connection with the pricing of the Notes and upon any exercise of the option by the initial purchasers to purchase additional Notes, the Company expects to enter into privately negotiated capped call transactions with one or more dealers, which may include certain initial purchasers or their respective affiliates and/or other financial institutions.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Supplemental Information

The Company is hereby filing certain unaudited pro forma condensed combined financial information of the Company as of and for the nine months ended September 30, 2025 and for the year ended December 31, 2024 regarding the Merger and related financing transactions as Exhibit 99.2 hereto, which is incorporated herein by reference.

No Offer or Solicitation

This Current Report on Form 8-K is for informational purposes only and is not intended to, and shall not, constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any offer, solicitation or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Important Information about the Transaction and Where to Find It

In connection with the proposed transaction between Anywhere and Compass, Anywhere and Compass filed certain materials with the SEC, including a registration statement on Form S-4 filed by Compass on November 14, 2025 (the “Registration Statement”) including a joint proxy statement of Compass and Anywhere that also constitutes a prospectus of Compass (the “Joint Proxy Statement/Prospectus”). The definitive Joint Proxy Statement/Prospectus were mailed to stockholders of Anywhere and stockholders of Compass seeking their approval of the proposed transaction and other related matters. Each of Anywhere and Compass may also file other relevant documents with the SEC regarding the proposed transaction. This Current Report on Form 8-K is not a substitute for the Registration Statement, Joint Proxy Statement/Prospectus or any other document that Anywhere or Compass (as applicable) have filed or may file with the SEC in connection with the proposed transaction. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, INVESTORS AND SECURITY HOLDERS OF COMPASS AND ANYWHERE ARE URGED TO READ THE REGISTRATION STATEMENT, THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT ARE FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND RELATED MATTERS. Investors and security holders may obtain free copies of the Registration Statement and the Joint Proxy Statement/Prospectus, as well as other filings containing important information about Anywhere or Compass, without charge at the SEC’s Internet website (<http://www.sec.gov>). Copies of the documents filed with the SEC by Anywhere are available free of charge on Anywhere’s internet website at <https://ir.anywhere.re/financials/sec-filings/default.aspx> or by contacting Anywhere’s investor relations contact at investor.relations@anywhere.re. Copies of the documents filed with the SEC by Compass are available free of charge on Compass’ internet website at <https://investors.compass.com/financials/sec-filings/default.aspx> or by contacting Compass’ investor relations contact at investorrelations@compass.com. The information included on, or accessible through, Anywhere’s website or Compass’ website is not incorporated by reference into this Current Report on Form 8-K.

Participants in the Solicitation

Anywhere, Compass, their respective directors and certain of their respective executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about the directors and executive officers of Anywhere is set forth in its proxy statement for its 2025 annual meeting of stockholders, which was filed with the SEC on March 24, 2025 (the “Anywhere Annual Meeting Proxy Statement”) and in its Form 8-K, which was filed with the SEC on May 7, 2025. Please refer to the sections captioned “Compensation of Independent Directors,” “Independent Director Stock Ownership Guidelines” and “Executive Compensation” in the Anywhere Annual Meeting Proxy Statement and “Anywhere Beneficial Ownership Table” in the Joint Proxy Statement/Prospectus. To the extent holdings of such participants in Anywhere’s securities have changed since the amounts described in the Anywhere Annual Meeting Proxy Statement and the Joint Proxy Statement/Prospectus, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC, which are available at <https://www.sec.gov/cgi-bin/browse-edgar?CIK=0001398987&owner=only>. Information about the directors and executive

officers of Compass is set forth in its proxy statement for its 2025 annual meeting of stockholders, which was filed with the SEC on April 4, 2025 (the “Compass Annual Meeting Proxy Statement”) and in its Form 8-Ks, which were filed with the SEC on May 29, 2025, July 30, 2025 and September 9, 2025. Please refer to the sections captioned “Compensation Tables” in the Compass Annual Meeting Proxy Statement and “Compass Beneficial Ownership Table” in the Joint Proxy Statement/Prospectus. To the extent holdings of such participants in Compass’ securities have changed since the amounts described in the Compass Annual Meeting Proxy Statement and the Joint Proxy Statement/Prospectus, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC, which are available at <https://www.sec.gov/cgi-bin/browse-edgar?CIK=0001563190&owner=only>. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the participants in the proxy solicitations and a description of their direct or indirect interests, by security holdings or otherwise, are contained in the Registration Statement, the Joint Proxy Statement/Prospectus and the other relevant materials filed with the SEC.

Forward-Looking Statements

This Current Report on Form 8-K contains or incorporates by reference herein “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can generally be identified by the use of words such as “believe,” “expect,” “anticipate,” “intend,” “project,” “estimate,” “potential,” “plan,” and similar expressions or future or conditional verbs such as “will,” “should,” “would,” “may” and “could.” These forward-looking statements include, but are not limited to, statements related to the expected results of operations of the Company, including the Company’s expected revenue and Adjusted EBITDA for the fourth quarter of 2025, the expected timeline of the Merger, the ability to satisfy all closing conditions related to the Merger and the consummation of the Offering. Forward-looking statements inherently involve many risks and uncertainties that could cause actual results to differ materially from those projected in these statements, including statements about the consummation of the Merger and the anticipated benefits thereof. Where, in any forward-looking statement, Anywhere or Compass express an expectation or belief as to future results or events, it is based on Anywhere and/or Compass’ current plans and expectations, expressed in good faith and believed to have a reasonable basis. However, neither Anywhere nor Compass can give any assurance that any such expectation or belief will result or will be achieved or accomplished. Important risk factors that may cause such a difference include, but are not limited to: Compass’ and Anywhere’s ability to consummate the proposed Merger on the expected timeline or at all; Compass’ or Anywhere’s ability to obtain approval of the stockholders; the risk that a condition of closing of the proposed Merger may not be satisfied or that the closing of the proposed Merger might otherwise not occur; the ability to complete the Merger with Anywhere on the expected timeline or at all or the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the merger agreement, including in circumstances requiring Anywhere or Compass to pay a termination fee; the ability to complete the offering of the Notes; expectations regarding the effect of the capped call transactions and regarding actions of the counterparties and/or their respective affiliates, and general market conditions which might affect the offering of the Notes. Other risk factors detailed from time to time in Anywhere’s and Compass’ reports filed with the SEC, including Anywhere’s and Compass’ annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other documents filed with the SEC, including documents that were filed or will be filed with the SEC in connection with the proposed transactions.

Certain of these risks, as well as other risks associated with the proposed transactions, are more fully discussed in the Joint Proxy Statement/Prospectus (as defined below) that is included in the Registration Statement (as defined below) filed with the SEC in connection with the proposed transactions. While the list of factors presented here is, and the list of factors presented in the Registration Statement is considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. You should not place undue reliance on any of these forward-looking statements as they are not guarantees of future performance or outcomes. Neither Anywhere nor Compass assumes any obligation to publicly provide revisions or updates to any forward-looking statements, whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by securities and other applicable laws. Neither future distribution of this Current Report on Form 8-K nor the continued availability of this Current Report on Form 8-K in archive form on Anywhere’s or Compass’ website should be deemed to constitute an update or re-affirmation of these statements as of any future date.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release issued by Compass, Inc., dated January 7, 2026.
99.2	Unaudited pro forma condensed combined financial information of Compass, Inc. as of and for the nine months ended September 30, 2025 and for the year ended December 31, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

COMPASS, INC.

Date: January 7, 2026

By: /s/ Scott Wahlers
Scott Wahlers
Chief Financial Officer

Compass, Inc. Announces Proposed Offering of \$750,000,000 Convertible Senior Notes

New York, NY – January 7, 2026 - Compass, Inc. (NYSE: COMP) (the “Company”) announces that it intends to offer (the “Offering”), subject to market and other conditions, \$750.0 million in aggregate principal amount of convertible senior notes due 2031 (the “Notes”) in a private offering. The Company also intends to grant the initial purchasers of the Notes an option to purchase up to an additional \$112.5 million aggregate principal amount of the Notes within a 13-day period beginning on, and including, the date on which the Notes are initially issued.

The Notes will be the Company’s senior unsecured obligations and will be jointly and severally guaranteed on a senior unsecured basis by each of the Company’s subsidiaries that guarantees the Company’s existing revolving credit facility. The Company intends to use the net proceeds from the Offering for general corporate purposes, which will include (i) to the extent that the previously announced merger with Anywhere Real Estate Inc. (“Anywhere”) is completed (the “Merger”), the repayment of certain existing indebtedness of Anywhere and its subsidiaries at closing of the Merger, including borrowings under Anywhere’s revolving credit facility and payment of fees, costs and expenses related to the Merger and (ii) the funding of the net cost of entering into the capped call transactions described below.

The Company will satisfy any conversion elections by paying and/or delivering, as the case may be, cash, shares of its Class A common stock or a combination of cash and shares of its Class A common stock, at the Company’s election.

In connection with the pricing of the Notes and upon any exercise of the option by the initial purchasers to purchase additional Notes, the Company expects to enter into privately negotiated capped call transactions with one or more dealers, which may include certain initial purchasers or their respective affiliates and/or other financial institutions (the “counterparties”). The capped call transactions are expected to generally reduce the potential dilution to the Company’s Class A common stock upon any conversion of Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of converted Notes, as the case may be, with such reduction and/or offset subject to a cap.

The Company expects that, in connection with establishing their initial hedge of the capped call transactions, the counterparties or their respective affiliates will purchase shares of the Company’s Class A common stock and/or enter into various derivative transactions with respect to the Company’s Class A common stock concurrently with, or shortly after, the pricing of the Notes, including potentially with certain investors in the Notes. These activities could increase (or reduce the size of any decrease in) the market price of the Class A common stock or the Notes at that time. In addition, the counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to the Company’s Class A common stock and/or purchasing or selling shares of Class A common stock or other securities of the Company in secondary market transactions following the pricing of the Notes and prior to the maturity of the Notes (and are likely to do so during any observation period relating to a conversion of the Notes). This activity could also cause or avoid an increase or a decrease in the market price of the Class A common stock or the Notes, which could affect the ability of noteholders to convert the Notes and, to the extent the activity occurs during any observation period related to a conversion of the Notes, could affect the number of shares of the

Company's Class A common stock and value of the consideration that noteholders will receive upon conversion of the Notes.

The Notes (including the related guarantees) are being offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Notes (and the related guarantees). Any offers of the Notes (and the related guarantees) will be made only by means of a private offering memorandum. The offer and sale of the Notes (and the related guarantees) and the shares of the Company's Class A common stock issuable upon conversion of the Notes, if any, have not been registered under the Securities Act, or the securities laws of any other jurisdiction, and the Notes (and related guarantees) may not be offered or sold in the United States without registration or an applicable exemption from registration requirements.

About Compass

Compass is a leading tech-enabled real estate services company that includes the largest residential real estate brokerage in the United States by sales volume. Founded in 2012 and based in New York City, Compass provides an end-to-end platform that empowers its residential real estate agents at its owned-brokerage to deliver exceptional service to seller and buyer clients. The platform includes an integrated suite of cloud-based software for customer relationship management, marketing, client service, brokerage services, and other critical functionality, all custom-built for the real estate industry. Compass agents utilize the platform to grow their business, save time, and manage their business more efficiently.

No Offer or Solicitation

This press release is for informational purposes only and is not intended to and does not constitute an offer to buy, nor a solicitation of an offer to sell, subscribe for or buy any securities or the solicitation of any vote or approval in any jurisdiction pursuant to or in connection with the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

Forward-Looking Statements

Statements regarding the Offering and the expected use of proceeds therefrom are "forward-looking statements" and are subject to known and unknown risks and uncertainties that may cause actual results to differ materially from those expressed in such forward-looking statements. These risks and uncertainties include, but are not limited to, the ability to complete the offering of the Notes, the ability to complete the Merger with Anywhere on the expected timeline or at all or the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the merger agreement, expectations regarding the effect of the capped call transactions and regarding actions of the counterparties and/or their respective affiliates, and general market conditions which might affect the offering of the Notes. Additional information concerning these and other important risks and uncertainties can be found in the Company's filings with the Securities and Exchange Commission (the "SEC"), including under the captions "Note Regarding Forward-Looking Statements" and "Risk Factors" in the Company's Annual

Report on Form 10-K for the fiscal year ended December 31, 2024, as filed with the SEC on February 25, 2025, under the captions “Special Note Regarding Forward-Looking Statements” and “Risk Factors” in the Company’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2025, as filed with the SEC on November 5, 2025 and the Company’s subsequent filings with the SEC. The Company undertakes no obligation to update any forward-looking statements to reflect subsequent events or circumstances, except as required by law.

Investor Contact

Soham Bhonsle
soham.bhonsle@compass.com

Media Contact

Devin Daly Huerta
devin.daly@compass.com

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

Introduction

On September 22, 2025, Compass, entered into a merger agreement with Anywhere and Merger Sub. The merger agreement provides that, upon the terms and subject to the conditions set forth therein, and at the closing of the transaction contemplated by the merger agreement, Merger Sub shall be merged with and into Anywhere, with Anywhere surviving the merger as a wholly owned subsidiary of Compass.

The accompanying unaudited pro forma financial information is prepared in accordance with Article 11 of Regulation S-X, Pro Forma Financial Information using the assumptions set forth in the notes to the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined balance sheet is presented as if the merger and related financing had occurred on September 30, 2025, and the unaudited pro forma condensed combined statements of operations for the nine months ended September 30, 2025, and the year ended December 31, 2024, are presented to give effect to the merger and related financing as if they occurred on January 1, 2024.

The unaudited pro forma condensed combined financial information gives effect to the accounting for the merger (the “Purchase Accounting Adjustments”) and the related financing (the “Financing Accounting Adjustments” and, collectively, the “Transaction Accounting Adjustments”). All terms defined in this section are used solely for the purposes of this section and do not apply to any other section.

In the accompanying unaudited pro forma condensed combined financial information, the historical consolidated financial statements of Compass and Anywhere have been adjusted to depict the Transaction Accounting Adjustments, in accordance with GAAP. The pro forma adjustments are based upon available information and certain assumptions that management believes are reasonable under the circumstances. All adjustments are preliminary and subject to change.

At the effective time, each share of Anywhere common stock that is issued and outstanding immediately prior to the completion of the merger, other than certain excluded shares of Anywhere common stock as described in the merger agreement, will be converted into the right to receive 1.436 fully paid and nonassessable shares (referred to herein as the exchange ratio) of Compass Class A common stock (“Compass Shares”), with cash in lieu of any fractional shares of Compass Shares, less any applicable withholding taxes.

On the terms and subject to the conditions set forth in the merger agreement, at the effective time, each outstanding equity award with respect to Anywhere common stock will be treated as follows:

- *Anywhere RSU Awards, Anywhere DSU Awards and Anywhere PSU Awards:* Except as set forth below, at the effective time, each outstanding Anywhere RSU Award, each outstanding Anywhere DSU Award and each outstanding Anywhere PSU Award (other than any Anywhere RSU Award or Anywhere DSU Award granted to a non-employee director of Anywhere) will be canceled and converted into a Compass RSU Award covering a number of shares of Compass Class A common stock (rounded to the nearest whole share) equal to the product of (i) the total number of shares of Anywhere common stock subject to the Anywhere RSU Award, Anywhere DSU Award or Anywhere PSU Award, as applicable, immediately prior to the effective time, multiplied by (ii) the exchange ratio, with substantially the same terms and conditions (including vesting and accelerated vesting) as applied to the corresponding Anywhere RSU Award, Anywhere DSU Award or Anywhere PSU Award, as applicable, immediately prior to the effective time (except that Anywhere PSU Awards will only be subject to service-based vesting and any performance goals will cease to apply). With respect to each Anywhere PSU Award, performance goals will be determined based on the average of any individual performance periods (to the extent applicable and set forth in the existing award agreement) (provided that the average will be no less than the target performance level), without regard to any relative total stockholder return modifier (to the extent applicable), and based on: (A) for performance periods ending on or prior to the effective time, actual performance as determined in good faith by the Anywhere Compensation Committee, (B) for any performance period that has commenced but not ended on or prior to the closing date, actual performance
-

through the most recent practicable date prior to the closing date, with performance for any portion of the performance period that remains following the closing date extrapolated based on the forecasted performance as determined in good faith by the Anywhere Compensation Committee and in consultation with Compass, and (C) for any performance periods that have not yet commenced as of the closing date, the target performance level.

- At the effective time, each outstanding Anywhere RSU Award and each outstanding Anywhere DSU Award, in each case, granted to a non-employee director of Anywhere that is outstanding immediately prior to the effective time will fully vest (to the extent unvested) and be converted into the right to receive the merger consideration.
- *Anywhere Option Awards:* At the effective time, each outstanding Anywhere Option Award (other than an Anywhere Option Award held by an individual who is not an employee of Anywhere as of immediately prior to the effective time) will cease to represent a right to acquire shares of Anywhere common stock and will be assumed and converted automatically into an Adjusted Option to purchase a number of shares of Compass common stock equal to the number of shares of Anywhere common stock subject to such Anywhere Option Award immediately prior to the effective time multiplied by the exchange ratio (with fractional shares rounded down to the nearest whole share), at an exercise price per share of Compass Class A common stock equal to (I) the per share exercise price for shares of Anywhere common stock subject to the corresponding Anywhere Option Award divided by (II) the exchange ratio (rounded up to the nearest whole cent). Each Adjusted Option will otherwise be subject to the same terms and conditions applicable to the corresponding Anywhere Option Award, including vesting terms.
- At the effective time, each Anywhere Option Award that is outstanding and unexercised immediately prior to the effective time and is held by any individual who is not an employee of Anywhere as of immediately prior to the effective time will, without any action on the part of Compass, Anywhere or the holder thereof, be canceled, with the holder being entitled to receive the merger consideration in respect of each net share, determined by dividing (i) (A) the excess, if any, of the value of the merger consideration over the per share exercise price of the Anywhere Option Award, multiplied by (B) the number of shares subject to the Anywhere Option Award immediately prior to the effective time, by (ii) the Compass closing price.
- *Anywhere Performance-Vesting Cash Awards and Anywhere Time-Vesting Cash Awards:* At the effective time, each outstanding Anywhere Performance-Vesting Cash Award and Anywhere Time-Vesting Cash Award will be assumed by Compass and continue to be subject to the same terms and conditions (including vesting and accelerated vesting) as apply as of immediately prior to the effective time; except that any performance goals applicable to the Anywhere Performance-Vesting Cash Awards will be deemed achieved in the same manner as described above with respect to Anywhere PSU Awards.

In connection with the merger agreement, on September 22, 2025, Compass entered into a debt financing commitment letter and related fee letter with MSSF, pursuant to which MSSF and each other additional commitment party appointed thereunder has committed to provide Compass with debt financing in an aggregate principal amount of up to \$750 million in the form of a 364-day senior secured bridge loan facility, subject to customary conditions, mandatory commitment reductions and entry into definitive financing and ancillary documentation as set forth therein. Compass expects that the existing senior non-convertible notes and asset-based securities facilities of Anywhere and its subsidiaries will remain in place following the closing, excluding (x) Anywhere's remaining 0.25% Exchangeable Senior Notes, which are shown as repaid before the effective time because only an immaterial was outstanding when this unaudited pro forma financial information was prepared, and (y) Anywhere's revolving credit facility, which contains a change in control provision and is required to be repaid upon the closing of the merger. To the extent funded, the net proceeds of the debt financing are expected to be used to refinance certain existing indebtedness of Anywhere and its subsidiaries, including Anywhere's revolving credit facility, to pay fees, costs and expenses related to the transaction, and for general corporate purposes. Compass is contemplating alternative financing arrangements, including a potential issuance of convertible notes, in lieu of the bridge loan facility to finance the acquisition. The terms and timing of any such convertible notes issuance or other alternative financing arrangements have not been finalized and, accordingly, are not currently determinable, and the consummation of any such alternative financing, including a convertible notes offering, cannot be guaranteed. As a

result, the unaudited condensed pro forma financial information assumes the bridge loan facility, which has a maturity of less than one year, is outstanding for the entirety of the pro forma periods.

The merger will be accounted for as a business combination using the acquisition method with Compass assumed to be the accounting acquiror in accordance with Accounting Standards Codification 805, *Business Combinations* (“ASC 805”). Under this method of accounting, the consideration transferred will be allocated to Anywhere’s assets acquired and liabilities assumed based upon their estimated fair values at the closing date. Any differences between the fair value of the consideration transferred and the fair value of the assets acquired, and liabilities assumed will be recorded as goodwill. The process of valuing the net assets of Anywhere at the closing date, the allocation of the consideration transferred, as well as evaluating accounting policies for conformity, is preliminary and represents Compass’ current best estimate and is subject to revision.

The unaudited pro forma condensed combined financial information and related notes are provided for illustrative purposes only and do not purport to represent what the combined company’s actual results of operations or financial position would have been had the merger been completed on the dates indicated, nor are they necessarily indicative of the combined company’s future results of operations or financial position for any future period. The pro forma adjustments, which are described in the accompanying notes, may be revised as additional information becomes available and is evaluated. It is likely that the actual adjustments upon the completion of the merger will differ from the pro forma adjustments, and it is possible the differences may be material.

The following unaudited pro forma condensed combined financial information gives effect to the merger and the bridge loan facility, which includes adjustments for the following:

- Certain reclassifications to conform Anywhere’s historical financial statement presentation to Compass’ historical financial statement presentation;
- Adjustments to reflect purchase accounting under ASC 805;
- Non-recurring transaction costs in connection with the merger; and
- Proceeds and uses of the bridge loan facility entered into in connection with the merger. The pro forma condensed financial information assumes the use of the bridge loan facility to refinance certain existing indebtedness of Anywhere and its subsidiaries and to pay fees, costs and expenses related thereto. Compass is contemplating alternative financing arrangements, including a potential issuance of convertible notes, in lieu of the bridge loan facility to finance the acquisition. However, the terms of any such alternative financing, including the contemplated convertible notes offering, are not currently determinable, and the completion of any such alternative financing, including a convertible notes offering, cannot be guaranteed. As a result, the unaudited condensed pro forma financial information assumes the bridge loan facility, which has a maturity of less than one year, is outstanding for the entirety of the pro forma periods as it is expected to be replaced with alternative financing, including a potential issuance of convertible notes.

Other Transactions

In addition, the unaudited pro forma condensed combined statements of operations gives effect to the acquisition of At World Properties Holdings, LLC (“AWPH, LLC”) by Compass on January 13, 2025 (the “AWPH, LLC Acquisition”) as if the AWP, LLC Acquisition occurred on January 1, 2024. Immediately prior to the closing of the AWP, LLC Acquisition, AWP, LLC settled its outstanding debt and divested its subsidiary, SGI Acquisition Holdings, Inc. (d/b/a Christie’s International Real Estate Sereno), which maintained brokerage operations in the Northern California market. In addition, Compass drew down \$50.0 million from its revolving credit facility to partially fund the AWP, LLC Acquisition. The remaining consideration for the AWP, LLC Acquisition was funded by Compass’ cash on hand and shares to be issued after the close of the AWP, LLC Acquisition. Our Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, filed on November 5,

2025, provides additional details regarding the AWPB, LLC Acquisition described herein. The AWPB, LLC Acquisition is fully reflected in the Compass historical balance sheet as of September 30, 2025.

The following adjustments are presented in *Note 2 – AWPB, LLC Acquisition Adjustments*:

- Certain reclassifications to conform AWPB, LLC’s historical financial statement presentation to Compass’ historical financial statement presentation; and
 - Adjustments to reflect acquisition accounting under ASC 805.
-

Unaudited Pro Forma Condensed Combined Balance Sheet
As of September 30, 2025
(In millions)

As of September 30, 2025								
		Anywhere (Adjusted Historical Note 3) ⁽¹⁾	Transaction Accounting Adjustments (Note 4)				Pro Forma Combined for Merger and Financing Adjustments	
	Compass (Historical)		Purchase Accounting Adjustments	Notes	Financing Accounting Adjustments	Notes		
Assets								
Current Assets								
Cash and cash equivalents	\$ 170.3	\$ 139.0	\$ (150.0)	(4E)	\$ 324.8	(4H)	\$ 484.1	
Restricted cash	—	6.0	—		—		6.0	
Accounts receivable, net of allowance	70.5	133.0	—		—		203.5	
Relocation receivables	—	244.0	—		—		244.0	
Compass Concierge receivables, net of allowance	35.5	—	—		—		35.5	
Other current assets	37.0	200.0	—		—		237.0	
Total current assets	313.3	722.0	(150.0)		324.8		1,210.1	
Property and equipment, net	119.4	242.0	(121.1)	(4C)	—		240.3	
Operating lease right-of-use assets	377.4	304.0	—		—		681.4	
Intangible assets, net	211.8	1,445.0	184.9	(4C)	—		1,841.7	
Goodwill	479.4	2,499.0	(35.8)	(4A)	—		2,942.6	
Other non-current assets	52.2	531.0	(7.7)	(4B) / (4G)	(3.0)	(4H)	572.5	
Total assets	\$ 1,553.5	\$ 5,743.0	\$ (129.7)		\$ 321.8		\$ 7,488.6	
Liabilities and Stockholders' Equity								
Current liabilities								
Accounts payable	\$ 15.3	\$ 87.0	\$ —		\$ —		\$ 102.3	
Commissions payable	114.0	66.0	—		—		180.0	
Accrued expenses and other current liabilities	133.1	536.0	47.1	(4D) / (4E)	(1.8)	(4I)	714.4	
Current lease liabilities	99.8	95.0	—		—		194.8	
Concierge credit facility	28.8	—	—		—		28.8	
Securitization obligations	—	180.0	—		—		180.0	
Current portion of long-term debt	—	451.0	(36.0)	(4B)	323.6	(4H)	738.6	
Total current liabilities	391.0	1,415.0	11.1		321.8		2,138.9	
Non-current lease liabilities	352.4	259.0	—		—		611.4	
Other non-current liabilities	31.7	235.0	—		—		266.7	
Long-term debt	—	2,125.0	25.0	(4B)	—		2,150.0	
Deferred income taxes	—	189.0	(169.2)	(4G)	—		19.8	
Total liabilities	775.1	4,223.0	(133.1)		321.8		5,186.8	
Stockholders' equity								
Common Stock	—	1.0	(1.0)	(4F)	—		—	
Additional paid-in capital	3,461.4	4,838.0	(3,380.3)	(4F)	—		4,919.1	
Accumulated deficit	(2,688.1)	(3,283.0)	3,344.7	(4F)	—		(2,626.4)	
Accumulated other comprehensive loss	—	(40.0)	40.0	(4F)	—		—	
Total Compass, Inc. stockholders' equity	773.3	1,516.0	3.4		—		2,292.7	
Non-controlling interest	5.1	4.0	—		—		9.1	
Total stockholders' equity	778.4	1,520.0	3.4		—		2,301.8	
Total liabilities and stockholders' equity	\$ 1,553.5	\$ 5,743.0	\$ (129.7)		\$ 321.8		\$ 7,488.6	

- (1) The adjusted historical Anywhere amounts include certain adjustments related to Compass' financial statement presentation. Refer to *Note 3 – Accounting Policies and Anywhere Reclassifications*, for further discussion and for the reconciliation to Anywhere's historical consolidated balance sheet as of September 30, 2025.

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Nine Months Ended September 30, 2025
(In millions, except share and per share data)

	For the Nine Months Ended September 30, 2025					
	Compass (Adjusted Historical Note 2) ⁽¹⁾	Anywhere (Adjusted Historical Note 3) ⁽²⁾	Transaction Accounting Adjustments (Note 5)		Pro Forma Combined for Merger and Financing Adjustments	
			Purchase Accounting Adjustments	Notes	Financing Accounting Adjustments	Notes
Revenue	\$ 5,270.0	\$ 4,512.0	\$ —		\$ —	
Operating expenses:						
Commissions and other related expense	4,301.1	2,923.0	—		—	
Sales and marketing	283.2	294.0	—		—	
Operations and support	317.4	776.0	—		—	
Research and development	181.2	120.0	—		—	
General and administrative	101.2	186.0	(25.1)	(5A)	—	
Anywhere merger transaction and integration expenses	7.5	5.0	—		—	
Restructuring costs	14.2	36.0	—		—	
Depreciation and amortization	87.1	147.0	74.0	(5B)	—	
Total operating expenses	5,292.9	4,487.0	48.9		—	
(Loss) income from operations	(22.9)	25.0	(48.9)		—	
Investment income, net	3.6	—	—		—	
Interest expense	(7.2)	(119.0)	4.9	(5D)	(48.3)	(5F) / (5G)
Gain on the early extinguishment of debt	—	2.0	—		—	
Other income, net	—	6.0	—		—	
Loss before income taxes and equity in income of unconsolidated entities	(26.5)	(86.0)	(44.0)		(48.3)	
Income tax benefit (provision)	2.8	15.0	(17.3)	(5E)	—	
Equity in income of unconsolidated entities	5.5	8.0	—		—	
Net loss	(18.2)	(63.0)	(61.3)		(48.3)	
Net loss (income) attributable to non-controlling interests	0.3	(1.0)	—		—	
Net loss attributable to Compass, Inc.	\$ (17.9)	\$ (64.0)	\$ (61.3)		\$ (48.3)	
Net loss per share attributable to Compass, Inc., basic and diluted	\$ (0.03)	\$ (0.57)				
Weighted-average shares used in computing net loss per share attributable to Compass, Inc., basic and diluted	560,966,851	111,800,000				

- (1) The adjusted historical Compass amounts include certain acquisition adjustments related to the AWPB, LLC Acquisition. Refer to *Note 2 – AWPB, LLC Acquisition Adjustments*, for further discussion and for the reconciliation to Compass' historical condensed consolidated statements of operations for the nine months ended September 30, 2025.
- (2) The adjusted historical Anywhere amounts include certain adjustments related to Compass' financial statement presentation. Refer to *Note 3 – Accounting Policies and Anywhere Reclassifications*, for further discussion and for the reconciliation to Anywhere's historical consolidated statements of operations for the nine months ended September 30, 2025.

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Year Ended December 31, 2024
(In millions, except share and per share data)

	For the Year Ended December 31 2024						
	Compass (Adjusted Historical Note 2) ⁽¹⁾	Anywhere (Adjusted Historical Note 3) ⁽²⁾	Transaction Accounting Adjustments (Note 5)				Pro Forma Combined for Merger and Financing Adjustments
			Purchase Accounting Adjustments	Notes	Financing Accounting Adjustments	Notes	
Revenue	\$ 6,143.3	\$ 5,692.0	\$ —		\$ —		\$ 11,835.3
Operating expenses:							
Commissions and other related expense	5,007.8	3,649.0	—		—		8,656.8
Sales and marketing	401.0	410.0	—		—		811.0
Operations and support	389.7	972.0	—		—		1,361.7
Research and development	198.4	179.0	—		—		377.4
General and administrative	170.4	222.0	48.4	(5A) / (5C)	—		440.8
Anywhere merger transaction and integration expenses	—	—	150.0	(5C)	—		150.0
Restructuring costs	9.7	40.0	—		—		49.7
Depreciation and amortization	123.9	200.0	97.0	(5B)	—		420.9
Impairments	—	10.0	—		—		10.0
Other income, net	—	—	—		—		—
Total operating expenses	6,300.9	5,682.0	295.4		—		12,278.3
(Loss) income from operations	(157.6)	10.0	(295.4)		—		(443.0)
Investment income, net	5.4	—	—		—		5.4
Interest expense	(9.3)	(153.0)	7.5	(5D)	(66.9)	(5F) / (5G)	(221.7)
Gain (loss) on the early extinguishment of debt	—	7.0	(3.7)	(5D)	—		3.3
Loss before income taxes and equity in income of unconsolidated entities	(161.5)	(136.0)	(291.6)		(66.9)		(656.0)
Income tax benefit	0.1	2.0	219.2	(5E)	—		221.3
Equity in income of unconsolidated entities	0.1	7.0	—		—		7.1
Net loss	(161.3)	(127.0)	(72.4)		(66.9)		(427.6)
Net loss (income) attributable to non-controlling interests	0.1	(1.0)	—		—		(0.9)
Net loss attributable to Compass, Inc.	\$ (161.2)	\$ (128.0)	\$ (72.4)		\$ (66.9)		\$ (428.5)
Net loss per share attributable to Compass, Inc., basic and diluted	\$ (0.30)	\$ (1.15)					\$ (0.61)
Weighted-average shares used in computing net loss per share attributable to Compass, Inc., basic and diluted	540,207,466	111,100,000					701,073,672

- (1) The adjusted historical Compass amounts include certain acquisition adjustments related to the AWPH, LLC Acquisition. Refer to *Note 2 – AWPH, LLC Acquisition Adjustments*, for further discussion and for the reconciliation to Compass' historical consolidated statements of operations for the year ended December 31, 2024.
- (2) The adjusted historical Anywhere amounts include certain adjustments related to Compass' financial statement presentation. Refer to *Note 3 – Accounting Policies and Anywhere Reclassifications*, for further discussion and for the reconciliation to Anywhere's historical consolidated statements of operations for the year ended December 31, 2024.

Notes to Unaudited Pro Forma Condensed Combined Financial Information

Note 1. Basis of Presentation

The accompanying unaudited pro forma condensed combined financial information was prepared in accordance with Article 11 of Regulation S-X, *Pro Forma Financial Information*. The historical information of Compass and Anywhere is presented in accordance with GAAP and rules of the Securities and Exchange Commission (the “SEC”).

The unaudited pro forma condensed combined financial information is prepared using the acquisition method of accounting in accordance with the business combination accounting guidance under ASC 805, with Compass as the accounting acquirer for the merger. Under ASC 805, assets acquired, and liabilities assumed in a business combination are recognized and measured at the transaction date fair value. Transaction costs associated with a business combination are expensed as incurred. The excess of consideration over the fair value of assets acquired and liabilities assumed, if any, is allocated to goodwill. Accordingly, the merger consideration allocation and related adjustments reflected in this unaudited pro forma condensed combined financial information are preliminary and subject to revision based on a final determination of fair value.

The unaudited pro forma condensed combined financial information does not reflect any anticipated synergies or dis-synergies, operating efficiencies, or cost savings that may result from the integration. The pro forma adjustments represent Compass’ best estimates and are based upon currently available information and certain assumptions that Compass believes are reasonable under the circumstances.

In determining the preliminary estimate of fair values of assets acquired and liabilities assumed of Anywhere, Compass used publicly available benchmarking information as well as a variety of other assumptions, including market participant assumptions. The pro forma purchase price allocation relating to the merger is preliminary and subject to change, as additional information becomes available and as additional analyses are performed. There can be no assurances that the valuations will not result in material changes to this purchase price allocation. Any increase or decrease in fair values of the net assets as compared with the unaudited pro forma condensed combined financial information may change the amount of the total acquisition consideration allocated to goodwill and other assets and liabilities and may impact the unaudited pro forma condensed combined statements of operations due to adjustments in the depreciation and amortization expense of the adjusted assets.

In connection with the merger, Compass considered the impact of the business combination and partially decreased its valuation allowance by \$224.2 million related to certain U.S. deferred tax assets. The change in Compass’ valuation allowance is based on the Anywhere acquired deferred tax liability including increases due to fair market value adjustments. For more information regarding the income tax impact of the merger refer to *Note 4 - Adjustments to Unaudited Pro Forma Condensed Combined Balance Sheet*.

Note 2. AWPB, LLC Acquisition

Basis of presentation

The unaudited pro forma condensed combined statements of operations gives effect to the acquisition of AWPB, LLC by Compass on January 13, 2025, as if it occurred on January 1, 2024. There is no pro forma adjustment to the combined balance sheet as of September 30, 2025, as AWPB, LLC’s historical figures are already reflected in the Compass historical balance sheet, as of that date. The historical information of Compass and AWPB, LLC is presented in accordance with GAAP and rules of the SEC.

Acquisition Adjustments

The following unaudited pro forma condensed combined statement of operations gives effect to the accounting for the AWPB, LLC Acquisition and depicts the acquisition adjustments related to this transaction for the nine months ended September 30, 2025 and the year ended December 31, 2024.

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Nine Months Ended September 30, 2025
(In millions, except share and per share data)

	For the Nine Months Ended September 30, 2025	For the Period from January 1, 2025 to January 12, 2025			For the Nine Months Ended September 30, 2025
	Compass (Historical)	AWPH, LLC (Historical) (1)	Acquisition Adjustments	Notes	Compass (Adjusted Historical)
Revenue	\$ 5,261.8	\$ 8.2	\$ —		\$ 5,270.0
Operating expenses:					
Commissions and other related expense	4,295.2	5.9	—		4,301.1
Sales and marketing	281.9	1.3	—		283.2
Operations and support	317.1	0.3	—		317.4
Research and development	180.7	0.5	—		181.2
General and administrative	100.9	0.3	—		101.2
Anywhere merger transaction and integration expenses	7.5	—	—		7.5
Restructuring costs	14.2	—	—		14.2
Depreciation and amortization	85.8	0.8	0.5	(2a)	87.1
Total operating expenses	5,283.3	9.1	0.5		5,292.9
Loss from operations	(21.5)	(0.9)	(0.5)		(22.9)
Investment income, net	3.6	—	—		3.6
Interest expense	(7.1)	(1.7)	1.6	(2b)	(7.2)
Loss before income taxes and equity in income of unconsolidated entities	(25.0)	(2.6)	1.1		(26.5)
Income tax benefit (provision)	3.3	(0.5)	—		2.8
Equity in income of unconsolidated entities	5.5	—	—		5.5
Net loss	(16.2)	(3.1)	1.1		(18.2)
Net loss attributable to non-controlling interests	0.3	—	—		0.3
Net loss attributable to Compass, Inc.	\$ (15.9)	\$ (3.1)	\$ 1.1		\$ (17.9)
Net loss per share attributable to Compass, Inc., basic and diluted	\$ (0.03)				\$ (0.03)
Weighted-average shares used in computing net loss per share attributable to Compass, Inc., basic and diluted ⁽²⁾	558,840,800				560,966,851

- (1) The historical AWPB, LLC amounts exclude the impact of the divestiture of SGI Acquisition Holdings, Inc., a subsidiary of AWPB, LLC, which is assumed to have occurred prior to the completion of the AWPB, LLC Acquisition. Additionally, details regarding the reclassification adjustments between the AWPB, LLC pre-acquisition presentation and the Compass presentation are not provided as the impact of the reclassification on the pro forma financial information is not expected to be material.
- (2) The Compass adjusted historical weighted-average shares used in computing net loss per share attributable to the pro forma combined company is comprised of Compass' historical weighted-average shares outstanding of 558,840,800 and an additional 2,126,051 shares of Compass class A common stock related to the AWPB, LLC Acquisition. The 2.1 million incremental shares primarily reflect the assumption that the 38.5 million minimum shares to be issued in connection with the acquisition of AWPB, LLC were outstanding for the full nine-month period rather than beginning on the January 13, 2025 acquisition date. Of the 38.5 million minimum shares related to the acquisition of AWPB, LLC, as disclosed in Compass' Form 10-Q dated November 5, 2025, Compass issued 28.4 million during the three months ended September 30, 2025, and 10.1 million are expected to be issued in January 2026.

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Year Ended December 31, 2024
(In millions, except share and per share data)

	For the year ended December 31 2024				
	Compass (Historical)	AWPH, LLC ⁽¹⁾ (Adjusted)	Acquisition Adjustments	Notes	Compass (Adjusted Historical)
Revenue	\$ 5,629.1	\$ 514.2	\$ —		\$ 6,143.3
Operating expenses:					
Commissions and other related expense	4,634.6	373.2	—		5,007.8
Sales and marketing	368.7	32.2	0.1	(2c)	401.0
Operations and support	334.5	53.9	1.3	(2c)	389.7
Research and development	188.8	9.4	0.2	(2c)	198.4
General and administrative	165.2	4.9	0.3	(2c)	170.4
Restructuring costs	9.7	—	—		9.7
Depreciation and amortization	82.4	7.2	34.3	(2a)	123.9
Total operating expenses	5,783.9	480.8	36.2		6,300.9
(Loss) income from operations	(154.8)	33.4	(36.2)		(157.6)
Investment income, net	6.8	2.6	(4.0)	(2d)	5.4
Interest expense	(6.4)	(17.2)	14.3	(2b)	(9.3)
(Loss) income before income taxes and equity in (loss) income of unconsolidated entities	(154.4)	18.8	(25.9)		(161.5)
Income tax benefit (provision)	0.5	(0.4)	—		0.1
Equity in (loss) income of unconsolidated entities	(0.6)	0.7	—		0.1
Net (loss) income	(154.5)	19.1	(25.9)		(161.3)
Net loss attributable to non-controlling interests	0.1	—	—		0.1
Net (loss) income attributable to Compass, Inc.	\$ (154.4)	\$ 19.1	\$ (25.9)		\$ (161.2)
Net loss per share attributable to Compass, Inc., basic and diluted	\$ (0.31)				\$ (0.30)
Weighted-average shares used in computing net loss per share attributable to Compass, Inc., basic and diluted ⁽²⁾	501,514,681				540,207,466

- (1) The adjusted AWP, LLC amounts include certain adjustments that are detailed in the AWP, LLC Acquisition Accounting Policies and Reclassification Adjustments section below.
- (2) The Compass adjusted historical weighted-average shares used in computing net loss per share attributable to the pro forma combined company is comprised of Compass historical weighted-average shares outstanding of 501,514,681 and an additional 38,692,785 shares of Compass Class A common stock related to the AWP, LLC acquisition. Of the 38.7 million incremental shares, 38.5 million represents the minimum purchase consideration for the acquisition and 0.2 million represents incremental shares to be issued for Compass RSU Awards granted to AWP, LLC employees. As disclosed in Compass' Form 10-Q dated November 5, 2025, Compass issued 28.4 million of the 38.5 million minimum purchase consideration shares during the three months ended September 30, 2025, and expect to issue the remaining 10.1 million in January 2026.

- 2a. Reflects incremental amortization expense recognized related to finite-lived intangible assets acquired in connection with the AWPB, LLC Acquisition. Amounts are presented in millions (except useful lives):

	Useful Life (Years)	Fair Value	Amortization Expense for the Nine Months Ended September 30, 2025	Amortization Expense for the Year Ended December 31, 2024
Trademarks	2-6	\$ 20.3	\$ 0.2	\$ 6.4
Acquired technology	2	29.2	0.4	14.6
Agent networks	7	72.3	0.3	10.3
Affiliate network	6	42.3	0.3	7.1
Total identifiable intangible assets		\$ 164.1	\$ 1.2	\$ 38.4
Less: Historical amortization expense			(0.7)	(4.1)
Pro forma adjustment for incremental amortization expense			\$ 0.5	\$ 34.3

- 2b. Reflects the removal of interest expense on AWPB, LLC's historical debt, which was settled as part of the AWPB, LLC Acquisition, together with the addition of interest expense arising from Compass' \$50.0 million borrowing under Compass' revolving credit facility. For the pro forma condensed combined statement of operations for the year ended December 31, 2024, the presentation assumes that the \$50.0 million balance remained outstanding throughout the entire period. The nine months ended September 30, 2025, includes an adjustment related to the interest expense for the twelve day period from January 1, 2025 through January 12, 2025, as the historical results already include the interest expense associated with this borrowing from January 13, 2025 on. Amounts are presented in millions:

	For the Nine Months Ended September 30, 2025	For the Year Ended December 31, 2024
Interest expense for Compass' revolving credit facility	\$ (0.1)	(2.9)
Elimination of interest associated with AWPB, LLC's debt	1.7	\$ 17.2
Total Acquisition Adjustments	\$ 1.6	\$ 14.3

- 2c. Reflects the expense impact of Compass RSU Awards issued to employees of AWPB, LLC for services to be provided subsequent to the AWPB, LLC Acquisition. Expense amounts were attributed to the sales and marketing, operations and support, research and development, and general and administrative line items to align the presentation of activity with Compass' methodology for presenting similar expenses within the statements of operations.
- 2d. Reflects the reduction of Compass' investment income due to less cash available for investment in cash equivalents and money market funds as a result of the cash payments related to the AWPB, LLC Acquisition.

AWPH, LLC Acquisition Accounting Policies and Reclassification Adjustments

The following depicts certain reclassification adjustments to AWPB, LLC's historical statement of operations presentation to conform to Compass' financial statement presentation:

Unaudited Pro Forma Condensed Combined Statement of Operations For the Year Ended December 31, 2024 (In millions)

Compass	AWPB, LLC	AWPB, LLC	Divestiture of Subsidiary (Note 2e)	Reclassification Adjustments (Note 2f)	AWPB, LLC (Adjusted)
Revenue	Revenue	\$ —	\$ —	\$ 514.2	\$ 514.2
	Commission income	566.0	(124.9)	(441.1)	—
	Title agency revenues	23.2	—	(23.2)	—
	Other revenues	48.2	(4.4)	(43.8)	—
	Total revenue	637.4	(129.3)	6.1	514.2
Operating expenses:					
Commissions and other related expense	Commission and other related expense	479.0	(111.0)	5.2	373.2
Sales and marketing		—	—	32.2	32.2
Operations and support		—	—	53.9	53.9
Research and development		—	—	9.4	9.4
General and administrative		—	—	4.9	4.9
Merger transaction expenses		—	—	—	—
Restructuring costs		—	—	—	—
Depreciation and amortization		—	—	7.2	7.2
	Wages and benefits	62.1	(7.2)	(54.9)	—
	Depreciation	4.9	(0.4)	(4.5)	—
	Amortization of intangible assets	3.8	(1.1)	(2.7)	—
	Advertising and marketing	9.4	(0.6)	(8.8)	—
	Rent and occupancy	13.2	(3.7)	(9.5)	—
	Recruiting and retention	10.3	(1.4)	(8.9)	—
	Office expenses and supplies	4.4	(1.2)	(3.2)	—
	Professional fees	3.0	(0.9)	(2.1)	—
	Computer related	4.7	(0.8)	(3.9)	—
	Title agency direct cost	1.2	—	(1.2)	—
	Management fee	0.9	—	(0.9)	—
	Other operating expenses	8.0	(0.9)	(7.1)	—
Total operating expenses		604.9	(129.2)	5.1	480.8
Income from operations		32.5	(0.1)	1.0	33.4
Investment income, net		—	—	2.6	2.6
Interest income	Interest income	2.6	—	(2.6)	—
Interest expense	Interest expense	(17.2)	—	—	(17.2)
Other income	Other income	1.3	(0.3)	(1.0)	—
Income (loss) before income taxes and equity in income of unconsolidated entities		19.2	(0.4)	—	18.8
Income tax provision	Income tax expense	(0.4)	—	—	(0.4)
Equity in income of unconsolidated entities	Income from unconsolidated entities	0.7	—	—	0.7
Net income (loss)		19.5	(0.4)	—	19.1
Net income attributable to non-controlling interests		—	—	—	—
Net income (loss) attributable to Compass, Inc.		\$ 19.5	\$ (0.4)	\$ —	\$ 19.1

- 2e. Adjustments have been made to the unaudited pro forma condensed combined financial information to reflect the divestiture of SGI Acquisition Holdings, Inc., prior to the completion of the AWPB, LLC Acquisition.
- 2f. Certain reclassification adjustments have been made to the unaudited pro forma condensed combined financial information to conform AWPB, LLC's historical statement of operations to Compass' financial statement presentation. There were no material adjustments required to conform the accounting policies of AWPB, LLC to Compass. The following are material reclassification adjustments which were made to align the presentation of AWPB, LLC to Compass:
1. Reclassified commission income, title agency revenue, and other revenues to revenue to align with Compass' presentation.
 2. Reclassified amounts from various line items to align with Compass' presentation of operating expenses as follows (in millions):

For the Year Ended December 31, 2024							
	Commission and other related expense	Sales and marketing	Operations and support	Research and development	General and administrative	Depreciation and amortization	Total
Revenue	6.1	—	—	—	—	—	6.1
Commission and other agent-related costs	(3.2)	—	—	3.2	—	—	—
Wages and benefits	—	6.9	40.9	4.1	3.0	—	54.9
Depreciation	—	—	—	—	—	4.5	4.5
Amortization of intangible assets	—	—	—	—	—	2.7	2.7
Advertising and marketing	—	7.6	1.2	—	—	—	8.8
Rent and occupancy	—	9.5	—	—	—	—	9.5
Recruiting and retention	—	6.9	2.0	—	—	—	8.9
Office expenses and supplies	—	1.2	2.0	—	—	—	3.2
Professional fees	—	0.1	1.6	0.1	0.3	—	2.1
Computer related	—	—	—	3.9	—	—	3.9
Title agency direct cost	—	—	1.2	—	—	—	1.2
Management fee	—	—	—	—	0.9	—	0.9
Other operating expenses	2.3	—	4.1	—	0.7	—	7.1
Other income	—	—	0.9	(1.9)	—	—	(1.0)
Total Reclassification Adjustments	\$ 5.2	\$ 32.2	\$ 53.9	\$ 9.4	\$ 4.9	\$ 7.2	\$ 112.8

3. Reclassified interest income to investment income, net to align with Compass' presentation.

Note 3. Accounting Policies and Anywhere Reclassifications

During the preparation of this unaudited pro forma condensed combined financial information, management performed a preliminary review of Anywhere's financial information to identify differences in accounting policies and financial statement presentation as compared to those of Compass. At the time of preparing the unaudited pro forma condensed combined financial information, other than the reclassification adjustments described herein for consistency in the financial statement presentation, Compass is not aware of any other material differences in classification or significant accounting policies. However, Compass will continue to perform its detailed review of Anywhere's accounting policies. Upon completion of that review, differences may be identified between the accounting policies of Compass and Anywhere that when conformed could have a material impact on the unaudited pro forma condensed combined financial information.

The following depicts certain reclassification adjustments to Anywhere's historical balance sheet presentation to conform to Compass' financial statement presentation:

Unaudited Pro Forma Condensed Combined Balance Sheet
As of September 30, 2025
(In millions)

Compass	Anywhere	Anywhere (Historical)	Reclassification Adjustments	Notes	Anywhere (Adjusted Historical)
Assets					
Current assets					
Cash and cash equivalents	Cash and cash equivalents	\$ 139.0	\$ —		\$ 139.0
	Restricted cash	6.0	—		6.0
Accounts receivable, net of allowance	Trade receivables, net of allowance for doubtful accounts	133.0	—		133.0
	Relocation receivables	244.0	—		244.0
Compass Concierge receivables		—	—		—
Other current assets	Other current assets	200.0	—		200.0
Total current assets	Total current assets	722.0	—		722.0
Property and equipment, net	Property and equipment, net	242.0	—		242.0
Operating lease right-of-use assets	Operating lease assets, net	304.0	—		304.0
	Trademarks	584.0	(584.0)	(3a)	—
	Franchise agreements, net	771.0	(771.0)	(3a)	—
Intangible assets, net	Other intangibles, net	90.0	1,355.0	(3a)	1,445.0
Goodwill	Goodwill	2,499.0	—		2,499.0
Other non-current assets	Other non-current assets	531.0	—		531.0
Total assets	Total assets	\$ 5,743.0	\$ —		\$ 5,743.0
Liabilities and Stockholders' equity					
Current liabilities					
Accounts payable	Accounts payable	\$ 114.0	\$ (27.0)	(3b)	\$ 87.0
Commissions payable		—	66.0	(3b)	66.0
Accrued expenses and other current liabilities	Accrued expenses and other current liabilities	575.0	(39.0)	(3b)	536.0
Current lease liabilities	Current portion of operating lease liabilities	95.0	—		95.0
Concierge credit facility		—	—		—
	Securitization obligations	180.0	—		180.0
	Current portion of long-term debt	451.0	—		451.0
Total current liabilities	Total current liabilities	1,415.0	—		1,415.0
Non-current lease liabilities	Long-term operating lease liabilities	259.0	—		259.0
Other non-current liabilities	Other non-current liabilities	235.0	—		235.0
	Long-term debt	2,125.0	—		2,125.0
	Deferred income taxes	189.0	—		189.0
Total liabilities	Total liabilities	4,223.0	—		4,223.0
Stockholders' equity	Equity:				
Common stock	Common stock	1.0	—		1.0
Additional paid-in capital	Additional paid-in capital	4,838.0	—		4,838.0
Accumulated deficit	Accumulated deficit	(3,283.0)	—		(3,283.0)
	Accumulated other comprehensive loss	(40.0)	—		(40.0)
Total Compass, Inc. stockholders' equity	Total stockholders' equity	1,516.0	—		1,516.0
Non-controlling interest	Noncontrolling interests	4.0	—		4.0
Total stockholders' equity	Total equity	1,520.0	—		1,520.0
Total liabilities and stockholders' equity	Total liabilities and equity	\$ 5,743.0	\$ —		\$ 5,743.0

3a. Reclassification of "Trademarks" and "Franchise agreements, net" to "Intangible assets, net" to align with Compass' presentation of similar assets.

3b. Reclassification of commissions payable within "Accrued expenses and other current liabilities" and "Accounts payable" to "Commissions payable" to align with Compass' presentation of commissions payable to its agents.

The following depicts certain reclassification adjustments to Anywhere's historical statement of operations presentation to conform to Compass' financial statement presentation:

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Nine Month Ended September 30, 2025
(In millions)

Compass	Anywhere	Anywhere (Historical)	Reclassification Adjustments	Notes	Anywhere (Adjusted Historical)
Revenue	Gross commission income	\$ 3,680.0	\$ 832.0	(3c)	\$ 4,512.0
	Service revenue	457.0	(457.0)	(3c)	—
	Franchise fees	278.0	(278.0)	(3c)	—
	Other	97.0	(97.0)	(3c)	—
	Net revenues	4,512.0	—		4,512.0
Operating expenses:					
Commissions and other related expense	Commission and other agent-related costs	2,969.0	(46.0)	(3d)	2,923.0
Sales and marketing	Marketing	143.0	151.0	(3d) / (3e)	294.0
Operations and support	Operating	886.0	(110.0)	(3e) / (3f)	776.0
Research and development		—	120.0	(3f) / (3g)	120.0
General and administrative	General and administrative	303.0	(117.0)	(3g) / (3h)	186.0
Anywhere merger transaction and integration expenses		—	5.0	(3i)	5.0
Restructuring costs	Restructuring and merger-related costs, net	38.0	(2.0)	(3i) / (3k)	36.0
Depreciation and amortization	Depreciation and amortization	143.0	4.0	(3j)	147.0
	Former parent legacy (benefit) cost, net	(2.0)	2.0	(3h)	—
	Impairments	7.0	(7.0)	(3j) / (3k)	—
	Gain on the early extinguishment of debt	(2.0)	2.0	(3l)	—
	Other income, net	(6.0)	6.0	(3l)	—
Total operating expenses	Total expenses	4,479.0	8.0		4,487.0
Income from operations		33.0	(8.0)		25.0
Interest expense	Interest expense, net	(119.0)	—		(119.0)
Gain on the early extinguishment of debt		—	2.0	(3l)	2.0
Other income, net		—	6.0	(3l)	6.0
Loss before income taxes and equity in income of unconsolidated entities	Loss before income taxes, equity in earnings and noncontrolling interests	(86.0)	—		(86.0)
Income tax benefit	Income tax benefit	15.0	—		15.0
Equity in income of unconsolidated entities	Equity in earnings of unconsolidated entities	8.0	—		8.0
Net loss	Net loss	(63.0)	—		(63.0)
Net income attributable to non-controlling interests	Less: Net income attributable to noncontrolling interests	(1.0)	—		(1.0)
Net loss attributable to Compass, Inc.	Net loss attributable to Anywhere and Anywhere Group	\$ (64.0)	\$ —		\$ (64.0)

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Year Ended December 31, 2024
(In millions)

Compass	Anywhere	Anywhere (Historical)	Reclassification Adjustments	Notes	Anywhere (Adjusted Historical)
Revenue	Gross commission income	\$ 4,629.0	\$ 1,063.0	(3c)	\$ 5,692.0
	Service revenue	574.0	(574.0)	(3c)	—
	Franchise fees	356.0	(356.0)	(3c)	—
	Other	133.0	(133.0)	(3c)	—
	Net revenues	5,692.0	—		5,692.0
Operating expenses:					—
Commissions and other related expense	Commission and other agent-related costs	3,718.0	(69.0)	(3d)	3,649.0
Sales and marketing	Marketing	195.0	215.0	(3d) / (3e)	410.0
Operations and support	Operating	1,125.0	(153.0)	(3e) / (3f)	972.0
Research and development		—	179.0	(3f) / (3g)	179.0
General and administrative	General and administrative	392.0	(170.0)	(3g) / (3h)	222.0
Anywhere merger transaction and integration expenses		—	—		—
Restructuring costs	Restructuring costs, net	32.0	8.0	(3k)	40.0
Depreciation and amortization	Depreciation and amortization	198.0	2.0	(3j)	200.0
	Former parent legacy cost (benefit), net	2.0	(2.0)	(3h)	—
	Impairments	20.0	(10.0)	(3j) / (3k)	10.0
	Gain on the early extinguishment of debt	(7.0)	7.0	(3l)	—
Total operating expenses	Total expenses	5,675.0	7.0		5,682.0
Income from operations		17.0	(7.0)		10.0
Interest expense	Interest expense, net	(153.0)	—		(153.0)
Gain on the early extinguishment of debt		—	7.0	(3l)	7.0
Loss before income taxes and equity in income of unconsolidated entities	Loss before income taxes, equity in earnings and noncontrolling interests	(136.0)	—		(136.0)
Income tax benefit	Income tax benefit	2.0	—		2.0
Equity in income of unconsolidated entities	Equity in earnings of unconsolidated entities	7.0	—		7.0
Net loss	Net loss	(127.0)	—		(127.0)
Net income attributable to non-controlling interests	Less: Net income attributable to noncontrolling interests	(1.0)	—		(1.0)
Net loss attributable to Compass, Inc.	Net loss attributable to Anywhere and Anywhere Group	\$ (128.0)	\$ —		\$ (128.0)

3c. Reclassification of "Service revenue", "Franchise fees" and "Other" to "Revenue" to align with Compass' presentation.

3d. Reclassification of \$46.0 million and \$69.0 million of agent incentive related expenses for the nine months ended September 30, 2025 and the year ended December 31, 2024, respectively, from "Commission and other agent-related expenses" to "Sales and marketing" in order to align with Compass' presentation.

3e. Reclassification of \$105.0 million and \$145.0 million of occupancy costs pertaining to Anywhere's owned-brokerage sales offices for the nine months ended September 30, 2025 and the year ended December 31, 2024, respectively, from "Operating" to "Sales & marketing" to align with Compass' presentation.

3f. Reclassification of \$5.0 million and \$8.0 million of certain product support costs for the nine months ended September 30, 2025 and the year ended December 31, 2024, respectively, from "Operating" to "Research and development" to align with Compass' presentation.

- 3g. Reclassification of \$115.0 million and \$171.0 million of technology & data costs, including personnel costs related to Anywhere's technology employees, for the nine months ended September 30, 2025 and the year ended December 31, 2024, respectively, from "General and administrative" to "Research and development" to align with Compass' presentation.
- 3h. Reclassification of "Former parent legacy cost (benefit), net" to "General and administrative" as amount was deemed immaterial for separate presentation.
- 3i. Reclassification of transaction expenses incurred by Anywhere in connection with the merger from "Restructuring and merger-related costs, net" to "Anywhere merger transaction and integration expenses" to align with Compass' presentation.
- 3j. Reclassification of \$4.0 million and \$2.0 million of impairments related to property and equipment for the nine months ended September 30, 2025 and the year ended December 31, 2024, respectively, from "Impairments" to "Depreciation and Amortization" to align with Compass' presentation.
- 3k. Reclassification of \$3.0 million and \$8.0 million of right-of-use asset impairments related to subleased office spaces for the nine months ended September 30, 2025 and the year ended December 31, 2024, respectively, from "Impairments" to "Restructuring costs" to align with Compass' presentation.
- 3l. Reclassification of "Gain on the early extinguishment of debt" and "Other income, net" to align with Compass' presentation.

Note 4. Adjustments to Unaudited Pro Forma Condensed Combined Balance Sheet

Purchase Accounting Adjustments

The adjustments included in the unaudited pro forma condensed combined balance sheet as of September 30, 2025, are detailed below:

The accounting for the merger is based on currently available information as of the date of this filing and is considered preliminary. The final accounting for the merger may differ materially from that presented in this unaudited pro forma condensed combined financial information. The estimated fair value of consideration is based on the closing Compass common stock price per share as of November 10, 2025.

Refer to the following table for the preliminary estimated fair value of consideration transferred to acquire Anywhere (in millions, except share count and per share data):

	September 30, 2025
Anywhere shares outstanding ⁽¹⁾	112,023,820
Exchange ratio - per share	1.436
Compass shares issued	160,866,206
Compass stock price - per share ⁽²⁾	\$8.79
Equity portion of consideration	\$ 1,414.0
Add: Pre-combination value of replaced equity awards ⁽³⁾	43.7
Add: Repayment of certain Anywhere debt ⁽⁴⁾	416.8
Fair value of consideration transferred	\$ 1,874.5

(1) Anywhere's common stock outstanding plus vested Anywhere's equity awards.

(2) Compass common stock price per share as of November 10, 2025.

(3) This reflects the fair value of unvested Anywhere PSUs at target, unvested Anywhere RSUs, unvested Anywhere DSUs and unvested Anywhere Option Awards that are expected to be replaced with similar Compass stock awards allocated to the pre-acquisition period.

(4) Reflects the balance of Anywhere's revolving credit facility of \$415.0 million and accrued interest of \$1.8 million, to be repaid upon the closing of the merger.

The equity portion of the fair value of consideration transferred will depend on the market price of Compass common stock when the merger is consummated. The following table shows the effect of changes in Compass stock price and the resulting impact on the estimated stock consideration (in millions, except per share data):

Share Price Sensitivity	Compass Stock Price (Per Share)	Value of Equity Consideration Transferred
As presented	\$ 8.79	\$ 1,414.0
30% increase	\$ 11.43	\$ 1,838.2
20% increase	\$ 10.55	\$ 1,696.8
10% increase	\$ 9.67	\$ 1,555.4
10% decrease	\$ 7.91	\$ 1,272.6
20% decrease	\$ 7.03	\$ 1,131.2
30% decrease	\$ 6.15	\$ 989.8

Preliminary Purchase Price Allocation

The determination of the fair value of the identifiable assets of Anywhere and the allocation of the estimated merger consideration to these identifiable assets and liabilities is preliminary and is pending finalization of various estimates, inputs and analyses. The final purchase price allocation will be determined when Compass has completed the detailed valuations and necessary calculations. The final merger consideration allocation may be materially different than that reflected in the preliminary estimated merger consideration allocation presented herein. Any increase or decrease in fair values of the net assets as compared with the unaudited pro forma condensed combined financial information may change the allocation of total merger consideration to goodwill and other assets and liabilities and may impact the combined company statement of operations due to adjustments in the depreciation and amortization of the adjusted assets. Unless otherwise noted, Compass has estimated that the carrying value of the Anywhere assets acquired and liabilities assumed approximates the fair value. Amounts presented are in millions:

	Fair value	Notes
Cash and cash equivalents	\$ 139.0	
Restricted cash	6.0	
Accounts receivable, net of allowance for doubtful accounts	133.0	
Relocation receivables	244.0	
Other current assets	200.0	
Property and equipment, net	120.9	(4C)
Operating lease right-of-use assets	304.0	
Intangible assets, net	1,629.9	(4C)
Other non-current assets	527.3	(4B)
Total assets	\$ 3,304.1	
Accounts payable	87.0	
Commissions payable	66.0	
Accrued expenses and other current liabilities	568.8	(4D) / (4I)
Current lease liabilities	95.0	
Securitization obligations	180.0	
Non-current lease liabilities	259.0	
Other non-current liabilities	235.0	
Long-term debt	2,150.0	(4B)
Deferred income taxes	248.0	(4G)
Total liabilities assumed	\$ 3,888.8	
Non-controlling interest	4.0	

Fair value of identifiable net assets	\$ (588.7)
Goodwill	<u>\$ 2,463.2</u>

- (A) Goodwill represents the excess of the preliminary estimated merger consideration over the estimated fair value of the underlying net assets acquired. Goodwill will not be amortized but instead will be reviewed for impairment annually, or more frequently if facts and circumstances warrant review. Goodwill is attributable to the assembled workforce of Anywhere, planned growth in new markets, and synergies expected to be achieved from the combined operations of Compass and Anywhere. Goodwill recognized in the merger is not expected to be deductible for tax purposes.

The adjustment to goodwill as of September 30, 2025 is summarized as follows (in millions):

	September 30, 2025
Fair value of consideration transferred (a)	\$ 1,874.5
Fair value of identifiable net assets acquired (b)	(588.7)
Goodwill acquired (a) – (b)	2,463.2
Elimination of historical goodwill	(2,499.0)
Pro forma adjustment	\$ (35.8)

- (B) Reflects the preliminary estimated fair value adjustment to long-term debt assumed and not extinguished at the closing of the merger. The fair value of debt is primarily determined by quoted market values and is subject to change. The table below reflects the estimated adjustments (in millions):

	Carrying value as of September 30, 2025	Step-up (down) value	Fair value
9.75% Senior Secured Second Lien Notes	\$ 491.0	\$ 53.0	\$ 544.0
7.00% Senior Secured Second Lien Notes	631.0	19.0	650.0
5.75% Senior Notes	559.0	(24.0)	535.0
5.25% Senior Notes	444.0	(23.0)	421.0
Total	\$ 2,125.0	\$ 25.0	\$ 2,150.0

Additionally, the current portion of long-term debt includes a \$36.0 million adjustment for the extinguishment of Anywhere's 0.25% Exchangeable Senior Notes, which are depicted as being repaid before the merger becomes effective. The adjustment also includes the removal of \$3.7 million of unamortized deferred financing costs pertaining to the revolver credit facility from other non-current assets as those are required to be written off in accordance with GAAP.

- (C) Reflects the adjustment to eliminate the historical intangible assets of Anywhere and record the preliminary estimated fair value of the potential intangible assets acquired following the close of the merger. Additionally, the adjustment reflects the removal of \$121.1 million from property and equipment, net, which represents the carrying value of capitalized software, as the value of capitalized software is reflected in the technology intangible asset recognized. These estimates were determined using publicly available benchmarking information as well as a variety of other assumptions, including market participant assumptions. The fair value of intangible assets is expected to change as Compass finalizes various estimates, inputs and analyses.

Fair Value of Intangible Assets (in millions):

	Amount
Potential intangibles:	
Trademarks	\$ 684.2
Customer-related intangibles	422.5
Other intangibles, net ⁽¹⁾	261.6
Technology	261.6
Value of potential intangibles (a)	\$ 1,629.9
Historical intangible assets, net:	
Trademarks	\$ 584.0
Franchise agreements, net	771.0
Other intangibles, net	90.0
Carrying value as of September 30, 2025 (b)	\$ 1,445.0
Pro forma adjustment (a) - (b)	\$ 184.9

(1) Includes potential additional intangible assets such as franchise agreements, licensing agreements, restrictive covenants and title plant shares.

(D) Reflects the preliminary estimate of \$34.6 million for certain cash-settled Anywhere RSU Awards, Anywhere Performance-Vesting Cash Awards, and Anywhere Time-Vesting Cash Awards recorded as liabilities assumed at the closing of the merger.

(E) Reflects estimated one-time non-recurring transaction-related costs of approximately \$150.0 million incurred prior to, or concurrent with, the closing of the merger including investment banking fees, legal fees, consulting fees, and other transaction costs to be incurred by Compass. Additionally, this includes the pro forma adjustment to record \$12.5 million of retention expenses that will be payable at the close of the merger and classified within accrued expenses and other current liabilities, as required under the merger agreement.

(F) Reflects the elimination of Anywhere's historical equity in addition to other purchase accounting related adjustments as noted below.

Adjustments to additional paid-in capital were summarized as follows (in millions):

	September 30, 2025
Value of equity consideration transferred (Note 4)	\$ 1,457.7
Elimination of historical equity	(4,838.0)
Pro forma adjustment	\$ (3,380.3)

Adjustments to accumulated deficit were summarized as follows (in millions):

	September 30, 2025
Elimination of historical equity	\$ 3,283.0
Partial release of Compass valuation allowance (Note 4G)	224.2
Non-recurring transaction-related costs (Note 4E)	(150.0)
Retention expense (Note 4E)	(12.5)
Pro forma adjustment	\$ 3,344.7

(G) Represents a total \$169.2 million decrease to deferred income taxes.

The adjustment first includes \$59.0 million of purchase accounting increases to deferred tax liabilities driven by the pro forma fair value adjustments to Anywhere's acquired assets and liabilities, including the reset of its historical tax-deductible goodwill. The table below shows the preliminary purchase price allocation for deferred income taxes, with amounts presented (in millions).

	September 30, 2025
Historical deferred income taxes - Anywhere	\$ 189.0
Deferred tax liability purchase price allocation adjustment	59.0
Preliminary purchase price allocation - deferred income taxes	\$ 248.0

The adjustment also includes the Compass reclassification of \$4.0 million of deferred tax assets from other non-current assets to deferred income taxes to reflect jurisdictional netting requirements of the combined company. In addition, the acquired deferred tax liability comprising of significant book basis in intangible assets in excess of tax basis, including increases from the fair value adjustments noted above results in a \$224.2 million partial reduction of Compass' valuation allowance on certain U.S. deferred tax assets, which offsets the increases described above. Compass anticipates the acquired deferred tax liability is a source of future taxable income of the combined business for purposes of assessing realizability of Compass' deferred tax assets. Compass believes the estimates are provisional in nature as adjustments to our deferred taxes could change based on further refinement to the estimates of the fair values of acquired assets and liabilities, changes in judgment regarding realizability of assets as a result of the combination and other assumptions that will need to be finalized in conjunction with the consummation of the merger. These changes in estimates could be material.

Financing Accounting Adjustments

(H) Represents the pro forma adjustment to record the proceeds of \$750.0 million related to the bridge loan facility used to refinance certain existing indebtedness of Anywhere and its subsidiaries and to pay fees, costs and expenses related thereto. The proceeds are shown net of preliminary estimated debt issuance costs (including structuring & commitment fees paid for on the bridge loan) of \$11.4 million, of which \$3.0 million were paid and included in other non-current assets on Compass' historical balance sheet as of September 30, 2025. The proceeds from the bridge loan facility were used for cash payment of \$416.8 million for the settlement of Anywhere's revolving credit facility and related accrued interest expense, which is required to be settled at the closing of the merger due to a change in control provision. This obligation is classified as current portion of long-term debt based on its term of one year. Compass expects to replace this loan with long-term financing at or before maturity.

The following table summarizes the cash impacts from the bridge loan financing, including all related inflows and outflows (in millions):

	Amount
Proceeds from bridge loan facility	\$ 750.0
Debt issuance costs paid upon funding of bridge loan facility	(8.4)
Repayment of Anywhere's revolving credit facility and related accrued interest	(416.8)
Pro forma adjustment	\$ 324.8

The following table reflects the incremental adjustment required for the current portion of long-term debt related to the bridge loan facility and the related debt issuance costs, as well as the repayment of the Anywhere's revolving credit facility. Amounts presented are in millions:

	Amount
Proceeds from bridge loan facility	\$ 750.0
Debt issuance cost incurred related to bridge loan facility	(11.4)
Elimination of Anywhere's revolving credit facility	(415.0)
Pro forma adjustment	\$ 323.6

Of the \$11.4 million of debt issuance costs incurred related to the bridge loan facility, \$3.0 million was paid and included in other non-current assets on Compass' historical balance sheet as of September 30, 2025. These adjustments reflect the reclassification of the previously paid amount from non-current assets to current portion of long-term debt.

For the unaudited pro forma condensed combined balance sheet as of September 30, 2025, the bridge loan facility is assumed to remain outstanding for 364 days after the merger closes, which results in the outstanding balance being classified as a current liability on the unaudited pro forma condensed combined balance sheet.

(I) Reflects the elimination of \$1.8 million of accrued interest expense on Anywhere's revolving credit facility.

Note 5. Adjustments to Unaudited Pro Forma Condensed Combined Statements of Operations

The adjustments included in the unaudited pro forma condensed combined statements of operations for the nine months ended September 30, 2025 and for the year ended December 31, 2024 are as follows:

Purchase Accounting Adjustments

(A) Represents the adjustment to Anywhere's historical incentive-based compensation expense to record the incremental expense related to the Anywhere equity and cash awards that were converted into similar Compass incentive-based awards at the close of the merger and are considered post-combination expense. Amounts presented are in millions:

	For the Nine Months Ended September 30, 2025	For the Year Ended December 31, 2024
Post-combination incentive-based compensation expense	\$ 29.9	\$ 59.4
Less: Historical incentive-based compensation expense	(55.0)	(36.0)
Pro forma adjustment	\$ (25.1)	\$ 23.4

(B) Reflects adjustment to amortization expense, on a straight-line basis based on the preliminary fair value of intangible assets and the related useful life, which is partially offset by the reversal of depreciation expense

related to capitalized software which was removed as a result of the recognition of the below technology intangible asset. Amounts are presented in millions (except useful lives):

	Useful Life (Years)	Fair Value	Amortization expense for the Nine Months Ended September 30, 2025	Amortization expense for the Year Ended December 31, 2024
Trademarks	Indefinite life	\$ 684.2	\$ —	\$ —
Customer-related intangibles	7	422.5	45.3	60.4
Other intangibles, net	5	261.6	39.2	52.3
Technology	3	261.6	65.4	87.2
Total identifiable intangible assets		\$ 1,629.9	149.9	199.9
Less: Historical amortization expense of intangible assets			(67.0)	(89.0)
Pro forma adjustment for incremental amortization expense			\$ 82.9	\$ 110.9
Less: Reversal of depreciation expense for capitalized software			(8.9)	(13.9)
Pro forma adjustment for depreciation and amortization expense			\$ 74.0	\$ 97.0

(C) Reflects estimated non-recurring transaction-related expenses of \$150.0 million incurred by Compass, including investment banking fees, legal fees, accounting and regulatory fees directly associated with the merger. These non-recurring expenses are not anticipated to affect the unaudited pro forma condensed combined statement of operations beyond twelve months after the closing date. Additionally, this reflects the pro forma adjustment to record \$25.0 million of retention expenses for the year ended December 31, 2024, as stipulated in the merger agreement.

(D) Reflects adjustments to interest expense of \$4.9 million and \$7.5 million for the nine months ended September 30, 2025 and the year ended December 31, 2024. This adjustment is comprised of (i) accretion from the step-up in the preliminary fair value of the Anywhere notes assumed and not extinguished, which reduced interest expense by \$3.1 million for the nine months ended September 30, 2025 and \$4.2 million for the year ended December 31, 2024 and (ii) the reversal of interest expense and amortization of debt issuance costs on Anywhere's 0.25% Exchangeable Senior Notes, which reduced interest expense by \$1.8 million and \$3.3 million for the same periods.

Additionally, a \$3.7 million loss on the early extinguishment of debt is reflected for the assumed repayment of Anywhere's revolving credit facility on January 1, 2024 for the year ended December 31, 2024.

(E) Reflects estimated income tax expense of \$17.3 million and an income tax benefit of \$219.2 million related to the transaction accounting adjustments for the nine months ended September 30, 2025 and for the year ended December 31, 2024, respectively. As a Compass and Anywhere combined group, historical book losses and transaction accounting adjustments related to Anywhere are not expected to generate combined U.S. federal and state taxable income as a result of Compass' significant net operating loss carryforwards. Consequently, a tax proforma adjustment is reflected to reverse the Anywhere historical tax benefit. However, in connection with the merger, for the year ended December 31, 2024, Compass partially decreased its valuation allowance by \$224.2 million related to certain U.S. deferred tax assets. The change in Compass' valuation allowance is solely based on the Anywhere acquired deferred tax liability including increases due to fair market value adjustments. The nine months ended September 30, 2025 period also reflected Anywhere historical book losses and transaction accounting adjustments that are not expected to generate U.S. federal and state taxable income on a combined group basis. Consistent with the treatment for the year ended December 31, 2024, a tax proforma adjustment is reflected to reverse the Anywhere historical tax benefit for the nine months ended September 30, 2025.

Financing Accounting Adjustments

(F) For pro forma purposes, Compass has assumed the issuance of the bridge loan facility, but will continue to pursue alternative permanent financing arrangements, including a potential issuance of convertible notes, the terms of which are not yet known or determinable. This represents the pro forma adjustment to record interest expense and fees on the \$750.0 million bridge loan facility as well as the amortization of the associated debt issuance costs. The pro forma interest expense assumes the bridge loan facility, which has a maturity of less than one year, is outstanding for the entirety of the pro forma periods as it is expected to be replaced with permanent financing. The interest rate assumed for purposes of preparing this pro forma financial information is the effective interest rate on the bridge loan facility of 12.49%.

The following adjustments have been recorded to interest expense (in millions):

	For the Nine Months Ended September 30, 2025	For the Year Ended December 31, 2024
Estimated interest expense on the bridge loan facility	\$ 70.3	\$ 93.7
Amortization of debt issuance costs associated on the bridge loan facility	8.6	11.4
Elimination of interest expense and amortization of debt issuance costs related to debt paid at close (Note 5G)	(30.6)	(38.2)
Pro forma adjustment	\$ 48.3	\$ 66.9

A 1/8 of a percentage point increase or decrease in the benchmark rate would result in a change in interest expense of \$0.7 million and \$0.9 million for the nine months ended September 30, 2025, and for the year ended December 31, 2024, respectively.

(G) Represents the reversal of interest expense and historical amortization of debt issuance costs related to the settlement of Anywhere's revolving credit facility recorded in the income statement of Anywhere for the nine months ended September 30, 2025, and for the year ended December 31, 2024.

Note 6. Earnings Per Share

The following tables set forth the computation of pro forma basic and diluted earnings per share for the nine months ended September 30, 2025, and for the year ended December 31, 2024. Amounts are presented in millions, except share and per share data:

	For the Nine Months Ended September 30, 2025	For the Year Ended December 31, 2024
Numerator (basic and diluted):		
Pro forma net loss attributable to common shares	\$ (191.5)	\$ (428.5)
Denominator (basic and diluted):		
Weighted-average number of common shares outstanding – basic and diluted ⁽¹⁾	721,833,057	701,073,672
Pro forma loss per share:		
Net loss per share attributable to common shares - basic and diluted	\$ (0.27)	\$ (0.61)
Denominator (basic and diluted):		
Weighted-average number of common shares outstanding - basic and diluted - Compass Historical Adjusted (Note 2)	560,966,851	540,207,466
Shares of Compass common stock issued as consideration transferred to Anywhere shareholders (Note 4)	160,866,206	160,866,206
Weighted-average number of common shares outstanding – basic and diluted	721,833,057	701,073,672

-
- (1) For periods in which Compass reports net losses, diluted net loss per common share attributable to Compass is the same as basic net loss per common share attributable to Compass because potentially dilutive common shares are not assumed to have been issued if their effect is anti-dilutive.