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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 10-Q**

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

For the quarterly period ended March 31, 2026

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **001-38386**



**CARDLYTICS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**675 Ponce de Leon Ave. NE, Suite 4100**

**Atlanta Georgia**

(Address of principal executive offices, including zip code)

**(888) 798-5802**

(Registrant's telephone number, including area code)

**26-3039436**

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

**30308**

**Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:**

<b><u>Title of each class</u></b>	<b><u>Trading Symbol(s)</u></b>	<b><u>Name of each exchange on which registered</u></b>
Common Stock	CDLX	NASDAQ

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

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

As of April 30, 2026, there were 57,605,677 shares outstanding of the registrant's common stock, par value \$0.0001.

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**CARDLYTICS, INC.**  
**QUARTERLY REPORT ON FORM 10-Q**  
**TABLE OF CONTENTS**

	<b>Page</b>
<b>PART I. FINANCIAL INFORMATION</b>	
Item 1. <a href="#">Condensed Consolidated Financial Statements</a>	<a href="#">3</a>
<a href="#">Condensed Consolidated Balance Sheets (Unaudited)</a>	<a href="#">3</a>
<a href="#">Condensed Consolidated Statements of Operations (Unaudited)</a>	<a href="#">4</a>
<a href="#">Condensed Consolidated Statements of Comprehensive Loss (Unaudited)</a>	<a href="#">5</a>
<a href="#">Condensed Consolidated Statements of Stockholders' Equity (Deficit) (Unaudited)</a>	<a href="#">6</a>
<a href="#">Condensed Consolidated Statements of Cash Flows (Unaudited)</a>	<a href="#">7</a>
<a href="#">Notes to Condensed Consolidated Financial Statements (Unaudited)</a>	<a href="#">9</a>
Item 2. <a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">25</a>
Item 3. <a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">40</a>
Item 4. <a href="#">Controls and Procedures</a>	<a href="#">40</a>
<b>PART II. OTHER INFORMATION</b>	
Item 1. <a href="#">Legal Proceedings</a>	<a href="#">40</a>
Item 1A. <a href="#">Risk Factors</a>	<a href="#">41</a>
Item 2. <a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a>	<a href="#">66</a>
Item 5. <a href="#">Other Information</a>	<a href="#">66</a>
Item 6. <a href="#">Exhibits</a>	<a href="#">67</a>
<a href="#">Signatures</a>	<a href="#">68</a>

#### **RISK FACTORS SUMMARY**

Our business is subject to a number of risks and uncertainties, including those risks discussed at-length in the section below titled "Risk Factors." These risks include, among others, the following:

##### **Risks Related to our Business and Industry**

- Unfavorable conditions, including, but not limited to, inflationary pressure or tariffs and other trade protection measures, in the global economy or the industries we serve could limit our ability to grow our business and negatively affect our operating results.
- Our quarterly operating results have fluctuated and may continue to vary from period to period, which could result in our failure to meet expectations with respect to operating results and cause the trading price of our stock to decline.
- We may not be able to grow or sustain our revenue or billings in the future.
- We are dependent upon the Cardlytics platform.
- If we fail to identify and respond effectively to rapidly changing technology and industry needs, our solutions may become less competitive or obsolete.
- We are substantially dependent on Chase, Wells Fargo and a limited number of other FI partners.
- The market in which we participate is competitive, and we may not be able to compete successfully with our current or future competitors.

##### **Risks Related to our Outstanding Convertible Senior Notes**

- Servicing our debt may require a significant amount of cash. We may not have sufficient cash flow from our business to pay our indebtedness, and we may not have the ability to raise the funds necessary to settle for cash conversions of the 2024 Convertible Senior Notes or to repurchase the 2024 Convertible Senior Notes for cash upon a fundamental change, which could adversely affect our business and results of operations.

**Risks Related to Regulatory and Intellectual Property Matters**

- We and our FI partners are subject to stringent and changing privacy and data security laws, rules, contractual obligations, self-regulatory schemes, government regulation, policies and other obligations related to data privacy and security. The actual or perceived failure by us, our customers, our partners, or other third parties whom we rely upon to comply with such obligations could lead to regulatory investigations or actions, litigation, disruptions of our business operations, loss of customers or sales, harm our reputation, result in significant expense, loss of revenue or profits, subject us to significant fines and liability or otherwise adversely affect our business.
- Failure to protect our proprietary technology and intellectual property rights could substantially harm our business, financial condition and operating results.

**Risks Related to Ownership of our Common Stock**

- The market price of our common stock has been, and is likely to continue to be, volatile.
- Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of us more difficult, limit attempts by our stockholders to replace or remove our current management and limit the market price of our common stock

**PART I. FINANCIAL INFORMATION**

**ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**CARDLYTICS, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**  
(Amounts in thousands, except par value amounts)

	March 31, 2026	December 31, 2025
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 35,673	\$ 48,719
Marketable securities	24,130	—
Accounts receivable and contract assets, net	63,076	82,458
Other receivables	2,674	2,474
Prepaid expenses and other assets	2,966	3,213
Current assets of discontinued operations	—	415
Total current assets	128,519	137,279
Long-term assets:		
Property and equipment, net	1,743	1,931
Right-of-use assets under operating leases, net	4,403	4,723
Goodwill	110,305	110,305
Capitalized software development costs, net	17,779	19,005
Other long-term assets, net	1,160	1,235
Noncurrent assets of discontinued operations	—	11,163
Total assets	\$ 263,909	\$ 285,641
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Accounts payable	\$ 2,600	\$ 2,655
Accrued liabilities:		
Accrued compensation	4,572	6,038
Accrued expenses	9,918	7,125
Partner Share liability	17,470	24,792
Consumer Incentive liability	20,586	32,144
Deferred revenue and other liabilities	2,738	2,541
Current operating lease liabilities	1,467	1,438
Current liabilities of discontinued operations	—	1,657
Total current liabilities	\$ 59,351	\$ 78,390
Long-term liabilities:		
Convertible senior notes, net	\$ 169,131	\$ 168,850
Lines of credit	35,070	40,070
Long-term operating lease liabilities	4,360	4,748
Long-term liabilities of discontinued operations	—	91
Total liabilities	\$ 267,912	\$ 292,149
Stockholders' deficit:		
Common stock, \$0.0001 par value—100,000 shares authorized and 55,071 and 54,514 shares issued and outstanding as of March 31, 2026 and December 31, 2025, respectively.	\$ 10	\$ 10
Additional paid-in capital	1,405,063	1,399,542
Accumulated other comprehensive loss	(532)	(1,996)
Accumulated deficit	(1,408,544)	(1,404,064)
Total stockholders' deficit	(4,003)	(6,508)
Total liabilities and stockholders' deficit	\$ 263,909	\$ 285,641

See notes to the condensed consolidated financial statements

**CARDLYTICS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**  
(Amounts in thousands, except per share amounts)

	Three Months Ended March 31,	
	2026	2025
Revenue	\$ 34,319	\$ 56,435
Costs and expenses:		
Partner Share and other third-party costs	14,597	29,104
Delivery costs	2,581	5,786
Sales and marketing expense	6,761	10,382
Research and development expense	6,430	10,278
General and administrative expense	8,281	12,943
Change in contingent consideration	—	60
Gain on divestiture	—	(5,350)
Depreciation and amortization expense	3,943	4,347
Total costs and expenses	42,593	67,550
Operating loss	(8,274)	(11,115)
Other income (expense):		
Interest expense, net	(2,533)	(1,830)
Loss on investment	(1,285)	—
Foreign currency (loss) gain	(1,706)	2,627
Total other income (expense)	(5,524)	797
Loss before income taxes from continuing operations	(13,798)	(10,318)
Income tax benefit	—	—
Loss from continuing operations	(13,798)	(10,318)
Income (loss) from discontinued operations	9,318	(2,964)
Net loss	\$ (4,480)	\$ (13,282)
Net (loss) income per share, basic and diluted:		
Continuing operations	\$ (0.25)	\$ (0.20)
Discontinued operations	\$ 0.17	\$ (0.06)
Weighted-average common shares outstanding, basic and diluted	54,896	51,863

See notes to the condensed consolidated financial statements

**CARDLYTICS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS (UNAUDITED)**  
**(Amounts in thousands)**

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2026</b>	<b>2025</b>
Net Loss	\$ (4,480)	\$ (13,282)
Other Comprehensive Income (Loss):		
Foreign currency translation adjustments	1,464	(2,355)
Total Comprehensive Loss	<u>\$ (3,016)</u>	<u>\$ (15,637)</u>

See notes to the condensed consolidated financial statements

**CARDLYTICS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT) (UNAUDITED)**  
(Amounts in thousands)

**Three Months Ended March 31, 2026:**

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
	Shares	Amount				
Balance – December 31, 2025	54,514	\$ 10	\$ 1,399,542	\$ (1,996)	\$ (1,404,064)	\$ (6,508)
Stock-based compensation	—	—	5,521	—	—	5,521
Settlement of restricted stock	557	—	—	—	—	—
Other comprehensive income	—	—	—	1,464	—	1,464
Net loss	—	—	—	—	(4,480)	(4,480)
Balance – March 31, 2026	55,071	\$ 10	\$ 1,405,063	\$ (532)	\$ (1,408,544)	\$ (4,003)

**Three Months Ended March 31, 2025:**

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit	Total
	Shares	Amount				
Balance – December 31, 2024	51,257	\$ 10	\$ 1,366,958	\$ 3,601	\$ (1,300,576)	\$ 69,993
Stock-based compensation	—	—	9,734	—	—	9,734
Settlement of restricted stock	918	—	—	—	—	—
Other comprehensive loss	—	—	—	(2,355)	—	(2,355)
Net loss	—	—	—	—	(13,282)	(13,282)
Balance – March 31, 2025	52,175	\$ 10	\$ 1,376,692	\$ 1,246	\$ (1,313,858)	\$ 64,090

See notes to the condensed consolidated financial statements

**CARDLYTICS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
(Amounts in thousands)

	Three Months Ended March 31,	
	2026	2025
<b>Operating activities</b>		
Net loss	\$ (4,480)	\$ (13,282)
Adjustments to reconcile net loss to net cash used in operating activities:		
Credit loss expense	335	643
Depreciation and amortization	4,418	6,291
Amortization of financing costs charged to interest expense	330	405
Amortization of right-of-use assets	322	632
Gain on divestiture	(14,543)	(5,350)
Stock-based compensation expense	4,828	8,694
Change in contingent consideration	—	60
Loss on investments	1,285	—
Other non-cash expense (income), net	1,764	(2,620)
Change in operating assets and liabilities:		
Accounts receivable	18,316	7,536
Prepaid expenses and other assets	154	(56)
Accounts payable	(167)	551
Other accrued expenses	586	1,895
Partner Share liability	(7,238)	(3,860)
Consumer Incentive liability	(11,552)	(8,245)
Net cash used in operating activities	<u>(5,642)</u>	<u>(6,706)</u>
<b>Investing activities</b>		
Acquisition of property and equipment	(28)	(119)
Capitalized software development costs	(2,276)	(3,984)
Proceeds from divestiture, net of cash divested	—	200
Net cash used in investing activities	<u>(2,304)</u>	<u>(3,903)</u>
<b>Financing activities</b>		
Proceeds from issuance of debt	5,000	—
Settlement of contingent consideration	—	(3,000)
Principal payment of debt	(10,000)	—
Debt issuance costs	(22)	(34)
Net cash used in financing activities	<u>(5,022)</u>	<u>(3,034)</u>
Effect of exchange rates on cash and cash equivalents	(78)	95
Net decrease in cash and cash equivalents	(13,046)	(13,548)
Cash and cash equivalents — Beginning of period	48,719	65,594
Cash and cash equivalents — End of period	<u>\$ 35,673</u>	<u>\$ 52,046</u>

See notes to the condensed consolidated financial statements

**CARDLYTICS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
**(Amounts in thousands)**

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2026</b>	<b>2025</b>
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for interest	\$ 625	\$ 253
Amounts accrued for property and equipment	\$ —	\$ 171
Amounts accrued for capitalized software development costs	\$ 39	\$ 187

See notes to the condensed consolidated financial statements

**CARDLYTICS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**1. OVERVIEW OF BUSINESS AND BASIS OF PRESENTATION**

Cardlytics, Inc. ("we," "our," "us," the "Company," or "Cardlytics") is a Delaware corporation and was formed on June 26, 2008. We operate a commerce media platform that is designed to make commerce smarter and rewarding for everyone. At the core of our commerce media platform is the financial media network that we run within our partners' digital channels, which includes online and mobile applications (the "Cardlytics platform"). The partners for the Cardlytics platform are predominantly financial institutions ("FI partners") that provide us with access to their anonymized purchase data and digital banking customers. By applying advanced analytics to the purchase data we receive, we make it actionable, helping marketers reach potential buyers at scale and measure the true sales impact of their marketing spend. We have strong relationships with leading marketers across a variety of industries, including everyday spend, specialty retail, restaurant, travel and entertainment. Using our transaction data and analytics, we enable marketers to reach potential customers across our network of FI partners through their digital banking accounts and present them relevant offers to save money when they are thinking about their finances.

We also operate through Cardlytics UK Limited, a wholly owned and operated subsidiary registered as a private limited company in England and Wales.

***Unaudited Interim Results***

The accompanying unaudited interim condensed consolidated financial statements and information have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP") and in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC"). Accordingly, they do not include all of the information and disclosures required by GAAP for complete financial statements. In the opinion of management, these financial statements contain all normal and recurring adjustments considered necessary to present fairly the financial position, results of operations and cash flows for the periods presented. The results for interim periods presented are not necessarily indicative of the results to be expected for the full year due to the seasonality of our business, which has been historically impacted by higher consumer spending during the fourth quarter. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes thereto included on our Annual Report on Form 10-K ("Annual Report") for the fiscal year ended December 31, 2025.

***Divestitures and Presentation***

On January 23, 2026, we entered into an asset purchase agreement (the "Purchase Agreement") with PAR Technology Corporation ("PAR") and DB Sub, LLC, an indirectly wholly owned subsidiary of PAR ("Buyer"), pursuant to which Buyer agreed to acquire all of our assets, properties and rights primarily related to, or primarily used in, our Bridg platform (the "Purchased Assets" and the sale by the Company thereof, the "Bridg Sale"), subject to certain exceptions.

On March 24, 2026 (the "Closing Date"), we completed the Bridg Sale. Pursuant to the Purchase Agreement, on the Closing Date, PAR delivered to us 1,810,222 shares of PAR's common stock as consideration for the Bridg Sale.

A business is classified as held for sale when management having the authority to approve the action commits to a plan to sell the business, the business is available for immediate sale in its present condition and an active program to locate a buyer has been initiated. Additionally, the sale must be probable to occur during the next 12 months at a price that is reasonable in relation to its current fair value and actions required to complete the plan indicate it is unlikely significant changes to the plan will be made or the plan will be withdrawn. A business classified as held for sale is recorded at the lower of (i) its carrying amount and (ii) estimated fair value less costs to sell. When the carrying amount of the business exceeds its estimated fair value less costs to sell, a loss is recognized and updated each reporting period as appropriate. Assets held for sale are not further depreciated or amortized once such a determination is reached.

The results of operations of businesses classified as held for sale are reported as discontinued operations if the disposal represents a strategic shift that will have a major effect on the entity's operations and financial results. When a business is identified for discontinued operations reporting: (i) results for prior periods are retrospectively reclassified as discontinued operations; (ii) results of operations are reported in a single line, net of tax, in the condensed consolidated statement of operations; and (iii) assets and liabilities are reported as held for sale in the condensed consolidated balance sheets in the period in which the business is classified as held for sale.

We analyzed quantitative and qualitative factors relevant to the Bridg disposal group and determined that the accounting criteria to be classified as held for sale and a discontinued operation were met during the three months ended March 31, 2026. We determined the net assets were held for sale when the sale was approved by the Board of Directors in January 2026. Additionally, we determined the ultimate closing of the sale on March 24, 2026, represented a strategic shift for the Company.

## [Table of Contents](#)

As such, the results of Bridg business are presented as discontinued operations in the accompanying condensed consolidated statements of operations for all periods presented. The assets and liabilities of Bridg business have been reflected as assets and liabilities of discontinued operations in the accompanying condensed consolidated balance sheets for all prior periods presented. We ceased depreciating and amortizing its long-lived assets for the Bridg business which primarily included acquired intangibles assets, capitalized software, and right-of-use assets as of the held for sale date, during the three months ended March 31, 2026. Our condensed consolidated statements of cash flows includes cash flows from discontinued operations for all periods presented. Unless otherwise indicated, all disclosures in the notes to the condensed consolidated financial statements reflect only our continuing operations. Our Bridg business was historically presented as a reportable segment. For additional information related to the divestiture of Bridg see "Note 3—Discontinued Operations."

The Dosh app, a consumer facing cashback mobile application operated by Dosh Holdings LLC, was decommissioned on February 28, 2025. In connection with the decommission, for the three months ended March 31, 2025, we recorded a gain on divestiture of \$5.4 million primarily due to the derecognition of the wallet liability associated with the Dosh app within the condensed consolidated statement of operations.

### *Use of Estimates*

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements. Significant items subject to such estimates and assumptions include revenue recognition, internal-use software development costs, stock-based compensation, allowance for doubtful accounts, valuation of acquired intangible assets of Bridg, valuation of long-lived assets, goodwill valuation, income tax including valuation allowance and contingencies. We base our estimates on historical experience and on assumptions that we believe are reasonable. Changes in facts or circumstances may cause us to change our assumptions and estimates in future periods and it is possible that actual results could differ from our current or revised future estimates.

### *Macroeconomic Considerations*

Unfavorable conditions in the economy both in the United States and abroad may negatively affect the growth of our business and our results of operations. For example, macroeconomic events, including fluctuations in inflation and interest rates, the imposition of tariffs in the United States and abroad, the Russia-Ukraine war and the Middle East conflict have led to economic uncertainty globally. Historically, during periods of economic uncertainty and downturns, businesses may slow spending on advertising, which may impact our business and our customers' businesses.

The effect of macroeconomic conditions may not be fully reflected in our results of operations until future periods. If, however, economic uncertainty increases or the global economy worsens, our business, financial condition and results of operations may be harmed. For further discussion of the potential impacts of macroeconomic events on our business, financial condition and operating results, see the section titled "Risk Factors."

## **2. SIGNIFICANT ACCOUNTING POLICIES AND RECENT ACCOUNTING STANDARDS**

### *Significant Accounting Policies*

As described in "Note 1—Overview of Business and Basis of Presentation," our Bridg business met the criteria to be classified as a held for sale disposal group and a discontinued operation during the three months ended March 31, 2026.

There have been no changes to our significant accounting policies other than assets held for sale, discontinued operations, and the standards adopted below. These unaudited interim condensed consolidated financial statements have been prepared on a basis consistent with that used to prepare our audited annual consolidated financial statements for the year ended December 31, 2025, and include, in the opinion of management, all adjustments, consisting of normal recurring items, necessary for the fair statement of the condensed consolidated financial statements.

***Recently Issued Accounting Pronouncements Not Yet Adopted***

In December 2025, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2025-12, Codification Improvements, which makes incremental improvements to the FASB Accounting Standards Codification® in response to stakeholder feedback. The amendments in this update are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual periods. Early adoption is permitted, and the amendments may generally be applied prospectively or retrospectively, depending on the specific amendment. We are currently evaluating the potential effects of ASU 2025-12 on our consolidated financial statements.

In November 2025, the FASB issued ASU 2025-11 titled Interim Reporting (Topic 270): Narrow-Scope Improvements, which refines and reorganizes the guidance related to interim disclosure requirements and the application of Topic 270. The amendments in this update are effective for interim periods beginning January 1, 2028. Early adoption is permitted. The amendments may be applied either prospectively or retrospectively. We do not expect the adoption of ASU 2025-11 to have a material impact on our consolidated financial statements.

In June 2025, the FASB issued ASU 2025-06 titled "Targeted Improvements to the Accounting for Internal-Use Software," which simplifies the capitalization guidance by removing all references to software development project stages, so that the guidance is neutral to different software development methods. The amendments in this update are effective for annual periods beginning after December 15, 2027. Early adoption is permitted. The amendments should be applied either retrospectively, prospectively to software costs incurred after the adoption date or on a modified prospective basis. We are currently evaluating the potential effects of ASU 2025-06 on our financial statements.

In November 2024, the FASB released ASU 2024-03 titled "Disaggregation of Income Statement Expenses," which mandates that certain costs and expenses be disclosed in the notes to financial statements. These amendments will take effect for fiscal years starting after December 15, 2026, with early adoption allowed. The changes should be applied either prospectively to financial statements for periods after the effective date or retrospectively to any or all prior periods presented. We are currently assessing how the enhanced disclosure requirements of ASU 2024-03 will impact our financial statements.

***Recently Adopted Accounting Pronouncements***

In May 2025, the FASB issued ASU 2025-05 titled Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets, which updates the guidance related to the measurement of expected credit losses for accounts receivable and contract assets. The amendments in this update are effective for annual periods beginning after December 15, 2025. We adopted ASU 2025-05 effective January 1, 2026. In connection with the adoption, we elected the practical expedient to assume that current conditions at the balance sheet date persist throughout the remaining life of the asset. The adoption of this standard did not have a material impact on our condensed consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09 titled "Income Taxes (Topic 740): Improvement to Income Tax Disclosures," aimed at improving the transparency and usefulness of income tax information by enhancing disclosures related to rate reconciliation and income taxes paid. The ASU is effective for annual periods beginning with our fiscal year ending December 31, 2025. We adopted ASU 2023-09 for the year ended December 31, 2025, and applied the new disclosure requirements prospectively to the current annual period. Prior period disclosures have not been adjusted to reflect the new disclosure requirements.

**3. DISCONTINUED OPERATIONS**

***Bridg Sale***

As described in "Note 1—Overview of Business and Basis of Presentation," our Bridg business met the criteria to be classified as a held for sale disposal group and a discontinued operation during the three months ended March 31, 2026.

Pursuant to the Purchase Agreement, on the Closing Date, PAR delivered to us 1,810,222 shares of PAR's common stock as consideration for the Bridg Sale. We recorded a gain on divestiture of \$14.5 million for the three months ended March 31, 2026. We also recorded \$2.0 million of divestiture costs for the three months ended March 31, 2026. The gain on divestiture and divestiture costs are presented as part of results of the discontinued operations. The results of operations for the Bridg business is reported as discontinued operations in the condensed consolidated statements of operations for all periods presented. This business was historically presented as its own reportable segment.

We have continuing involvement with PAR under a transition services agreement, through which we and PAR continue to provide certain services to each other for a period of 120 days following the Closing Date. There were no revenue or expenses associated with this agreement for the three months ended March 31, 2026.

## [Table of Contents](#)

The following table summarizes income (loss) from discontinued operations as presented in our condensed consolidated statements of operations for the three months ended March 31, 2026 and 2025 (in thousands):

	Three Months Ended March 31,	
	2026	2025
Revenue	\$ 4,175	\$ 5,463
Costs and expenses:		
Partner Share and other third-party costs	589	346
Delivery costs	1,364	1,502
Sales and marketing expense	929	2,372
Research and development	552	1,428
General and administrative	3,460	835
Divestiture costs	2,031	—
Gain on divestiture	(14,543)	—
Depreciation and amortization expense	475	1,944
Income (loss) from discontinued operations	\$ 9,318	\$ (2,964)

The following table summarizes assets and liabilities of discontinued operations as presented in our condensed consolidated balance sheets as of March 31, 2026 and December 31, 2025 (in thousands):

	March 31, 2026	December 31, 2025
Accounts receivable, net	\$ —	\$ 211
Other receivables	—	113
Other current assets	—	91
Current assets of discontinued operations	\$ —	\$ 415
Property and equipment, net	—	94
Operating lease right-of-use assets	—	224
Intangible assets, net	—	5,553
Capitalized software development costs, net	—	5,209
Other long-term assets, net	—	83
Noncurrent assets of discontinued operations	\$ —	\$ 11,163
Accounts payable	—	705
Accrued compensation	—	67
Accrued liabilities	—	600
Partner share liability	—	68
Deferred revenue	—	48
Current operating lease liabilities	—	169
Current liabilities of discontinued operations	\$ —	\$ 1,657
Long-term deferred revenue	—	52
Long-term operating lease liabilities	—	39
Long-term liabilities of discontinued operations	\$ —	\$ 91

## [Table of Contents](#)

The amounts presented above exclude Bridg's cash, cash equivalents, and accounts receivable. As these assets were retained by the Company and not included in the divestiture, they have been excluded from the calculation of net assets divested in the transaction.

### *Bridg Acquired Intangibles*

As described in "Note 1—Overview of Business and Basis of Presentation," a business classified as held for sale is recorded at the lower of (i) its carrying amount and (ii) estimated fair value less costs to sell. When the carrying amount of the business exceeds its estimated fair value less costs to sell, a loss is recognized and updated each reporting period as appropriate. Assets held for sale are not further depreciated or amortized once such a determination is reached.

During the three months ended March 31, 2026, we assessed the Bridg disposal group for impairment and determined that the carrying value of the assets was not greater than the fair value as of the held for sale date. The fair value was determined using the agreed-upon sale price of the Bridg business less costs to sell.

Amortization expense of acquired intangibles during the three months ended March 31, 2026 and 2025 was \$0.3 million and \$1.5 million, respectively. We ceased depreciating and amortizing its long-lived assets for Bridg which primarily included acquired intangibles, capitalized software, and right-of-use assets as of the held for sale date, during the three months ended March 31, 2026.

Acquired intangible assets subject to amortization as of December 31, 2025 were as follows:

	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net</b>	<b>Weighted Average Remaining Useful Life</b>
		<b>(in thousands)</b>		<b>(in years)</b>
Developed technology	\$ 49,873	\$ (45,055)	\$ 4,818	1.5
Merchant relationships	21,930	(21,195)	735	0.4
Total other intangible assets	\$ 71,803	\$ (66,250)	\$ 5,553	

### *Cash Flows*

Cash flows related to discontinued operations are included in our condensed consolidated statements of cash flows for the three months ended March 31, 2026 and 2025. The following table provides operating and investing cash flow information for our discontinued operation (in thousands):

	<b>Three Months Ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
<b>Operating activities</b>		
Depreciation and amortization	\$ 475	\$ 1,944
Stock-based compensation expense	\$ 267	\$ 755
<b>Investing activities</b>		
Capitalized software development costs	\$ (356)	\$ (578)
<b>Non-cash investing activities</b>		
Common stock as consideration for the Bridg Sale	\$ 25,416	\$ —

## **4. GOODWILL**

### *Goodwill*

Goodwill is tested annually for impairment, unless certain triggering events require an interim impairment analysis, including macroeconomic conditions, industry and market considerations, cost factors, overall financial performance, and other relevant entity-specific events and changes. These considerations are evaluated holistically to assess whether it is more likely than not that a reporting unit's carrying value exceeds its fair value. As of March 31, 2026, the Bridg platform is considered a discontinued operation and therefore, is no longer a reporting unit. Our reporting units consist of the Cardlytics platform in the U.S. (the "U.S. Cardlytics Platform"), and the Cardlytics platform in the U.K. There is no goodwill recorded within the Cardlytics platform in the U.K.

## [Table of Contents](#)

The carrying amounts of goodwill as of March 31, 2026 were as follows (in thousands):

	<u>U.S. Cardlytics Platform</u>	<u>Consolidated</u>
Balance as of December 31, 2025	\$ 110,305	\$ 110,305
Impairment charge	—	—
Balance as of March 31, 2026	<u>\$ 110,305</u>	<u>\$ 110,305</u>

We have assessed the triggering event criteria, along with related conditions and developments, as of March 31, 2026. We continue to monitor our results and the price of our common stock in relation to goodwill impairment. Based on our qualitative analysis for the first quarter of 2026, we have determined that none of the conditions collectively constitute a triggering event. As such, we have determined that it is not more likely than not that the carrying values of our reporting units exceed their respective fair values, and an impairment test was not required as of March 31, 2026. However, the Cardlytics platform in the U.S. is susceptible to future impairment risk, and future changes in assumptions or deterioration in market conditions could result in an impairment.

## 5. REVENUE

### *The Cardlytics platform*

The Cardlytics platform is our proprietary native bank advertising channel that enables marketers to reach consumers through the FI partners' trusted and frequently visited digital banking channels. Working with the marketer, we design a campaign that targets customers based on their purchase history. The consumer is offered an incentive (collectively, "Consumer Incentives") to make a purchase from the marketer within a specified period. We use a portion of the fees that we collect from marketers to provide these Consumer Incentives to our FI partners' customers after they make qualifying purchases. Leveraging our platform, we are able to create compelling Consumer Incentives that have the potential to increase return on advertising spend for marketers and measure the effectiveness of the advertising. Consumer Incentives totaled \$23.8 million and \$35.7 million during the three months ended March 31, 2026 and 2025, respectively. We pay certain partners a negotiated and fixed percentage of our Billings to marketers less any Consumer Incentives that we pay to partners' customers and certain third-party data costs ("Partner Share"). Revenue on our condensed consolidated statements of operation is presented net of Consumer Incentives and gross of Partner Share.

The Cardlytics platform has two different pricing models: (1) served based pricing and (2) engagement based pricing.

- **Served Based Pricing.** Under our Cost per Served Sale ("CPS") pricing model, we generate Revenue by charging a percentage, which we refer to as the CPS rate, of all purchases from the marketer by consumers who (1) are served marketing and (2) subsequently make a purchase from the marketer during the campaign period, regardless of whether consumers engage with the applicable offer and thereby becomes eligible to earn the applicable Consumer Incentive. We set CPS rates for marketers based on our expectation of the marketer's return on spend for the relevant campaign. Additionally, we set the amount of Consumer Incentives payable for each campaign based on our estimation of our ability to drive incremental sales for the marketer. We seek to optimize the level of Consumer Incentives to retain a greater portion of Billings. However, if the amount of Consumer Incentives exceeds the amount of Billings that we are paid by the applicable marketer we are still responsible for paying the total Consumer Incentive. In some instances, we may also charge the marketer, the Consumer Incentive, in which case the marketer determines the level of Consumer Incentive for the campaign.
- **Engagement Based Pricing.** Under our engagement based pricing model, marketers generally pay us a fee for each purchase that we generate following a consumer's engagement with an offer. Marketers may choose between two variations of our engagement based pricing model: (1) Cost per Redemption whereby marketers specify and fund the Consumer Incentive and pay us a separate negotiated, fixed marketing fee or (2) Cost per Transaction whereby marketers pay us a negotiated, fixed marketing fee out of which we fund the Consumer Incentive, which is determined in our discretion. We generate Revenue if the consumer (i) is served an offer, (ii) selects the offer and thereby becomes eligible to earn the applicable Consumer Incentive, and (iii) makes a qualifying purchase from the marketer during the campaign period. We set the fees for engagement based pricing for marketers based on our estimation of the marketers' return on spend for the relevant campaign.

## [Table of Contents](#)

The following table summarizes Revenue from the Cardlytics platform by pricing model (in thousands):

	Three Months Ended March 31,	
	2026	2025
Served based pricing	\$ 10,062	\$ 24,911
Engagement based pricing	22,971	30,679
Other Revenue <sup>(1)</sup>	1,286	845
Cardlytics Platform Revenue	<u>\$ 34,319</u>	<u>\$ 56,435</u>

(1) Other Revenue during the three months ended March 31, 2026 and 2025 primarily includes pricing models that do not relate to served based pricing and engagement based pricing, which includes new pricing models that we are exploring and hosting fees that we charge our FI partners to support the costs required to host our services.

## 6. LEASES

We have various non-cancellable operating and finance leases for our office spaces and operational assets with lease periods expiring between 2026 and 2032.

Lease assets and liabilities, net, are as follows (in thousands):

Lease Type	Consolidated Balance Sheets Location	March 31, 2026	December 31, 2025
Operating lease assets	Right-of-use assets under operating leases, net	\$ 4,403	\$ 4,723
Total lease assets		<u>\$ 4,403</u>	<u>\$ 4,723</u>
Operating lease liabilities, current	Current operating lease liabilities	\$ 1,467	\$ 1,438
Operating lease liabilities, long-term	Long-term operating lease liabilities	4,360	4,748
Total lease liabilities		<u>\$ 5,827</u>	<u>\$ 6,186</u>

## 7. DEBT AND FINANCING ARRANGEMENTS

Our debt consists of the following (in thousands):

	March 31, 2026	December 31, 2025
Line of Credit	\$ 35,070	\$ 40,070
2024 Convertible Senior Notes, net	169,131	168,850
Total debt	<u>\$ 204,201</u>	<u>\$ 208,920</u>

Accrued interest is included within accrued expenses in our condensed consolidated balance sheet. As of March 31, 2026, we had accrued interest related to our 2024 Convertible Senior Notes (as defined below) of \$3.7 million. As of December 31, 2025, we had accrued interest related to our 2024 Convertible Senior Notes and 2020 Convertible Senior Notes of \$1.8 million.

During the three months ended March 31, 2026 and March 31, 2025, interest expense, net is reflected on the consolidated statements of operations consisted of interest expense of \$2.8 million and \$2.4 million and interest income of \$0.3 million and \$0.5 million, respectively.

### *2024 Convertible Senior Notes*

On April 1, 2024, we issued \$172.5 million principal amount of our 2024 Convertible Senior Notes in a private offering, including the exercise in full of the initial purchasers' option to purchase up to an additional \$22.5 million principal amount of the 2024 Convertible Senior Notes. The net proceeds from this offering were \$166.8 million, after deducting the initial purchasers' discounts, commissions and the offering expense payable by us. The 2024 Convertible Senior Notes were issued pursuant to, and are governed by, an indenture, dated as of April 1, 2024 (the "2024 Indenture"), between us and U.S. Bank Trust Company, National Association, as Trustee.

## [Table of Contents](#)

The 2024 Convertible Senior Notes will accrue interest at a rate of 4.25% per annum, payable semi-annually in arrears on April 1 and October 1 of each year, beginning on October 1, 2024. The 2024 Convertible Senior Notes will mature on April 1, 2029, unless earlier converted or repurchased by us. Before January 2, 2029, noteholders will have the right to convert their 2024 Convertible Senior Notes only in the following circumstances: (i) during any calendar quarter (and only during such calendar quarter), if the last reported sale price per share of our common stock, exceeds 130% of the conversion price for each of at least 20 trading days, whether or not consecutive, during the 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter; (ii) during the five consecutive business days immediately after any 10 consecutive trading day period (such 10 consecutive trading day period, the "measurement period") if the trading price per \$1,000 principal amount of 2024 Convertible Senior Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price per share of the common stock on such trading day and the conversion rate on such trading day; (iii) upon the occurrence of certain corporate events or distributions on the common stock, as described in the 2024 Indenture; and (iv) at any time from, and including, January 2, 2029 until the close of business on the scheduled trading day immediately before the maturity date. We will settle conversions by paying or delivering, as applicable, cash, shares of our common stock or a combination of cash and shares of our common stock, at our election. The initial conversion rate is 55.4939 shares of common stock per \$1,000 principal amount of 2024 Convertible Senior Notes, which represents an initial conversion price of approximately \$18.02 per share of common stock. The conversion rate and conversion price will be subject to customary adjustments upon the occurrence of certain events. In addition, if certain corporate events that constitute a "Make-Whole Fundamental Change" (as defined in the 2024 Indenture) occur, then the conversion rate will, in certain circumstances, be increased for a specified period of time.

If a "Fundamental Change" (as defined in the 2024 Indenture) occurs, then, subject to a limited exception for certain cash mergers, noteholders may require us to repurchase their 2024 Convertible Senior Notes at a cash repurchase price equal to the principal amount of the 2024 Convertible Senior Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. The definition of Fundamental Change includes certain business combination transactions involving us and certain de-listing events with respect to the common stock.

The net carrying amount of the liability component of the 2024 Convertible Senior Notes is as follows (in thousands):

	March 31, 2026	December 31, 2025
Principal	\$ 172,500	\$ 172,500
Minus:		
Unamortized issuance costs	(3,369)	(3,650)
Net carrying amount	\$ 169,131	\$ 168,850

Interest expense recognized related to the 2024 Convertible Senior Notes is as follows (in thousands):

	Three Months Ended March 31,	
	2026	2025
Contractual interest expense (due in cash)	\$ 1,833	\$ 1,833
Amortization of debt issuance costs	281	281
Total interest expense related to the 2024 Convertible Senior Notes	\$ 2,114	\$ 2,114
Effective interest rate	4.90 %	4.90 %

### **2018 Loan Facility**

In April 2022, we amended our loan facility with Pacific Western Bank (the "2018 Loan Facility") to increase the capacity of our asset-backed revolving line of credit (the "2018 Line of Credit") from \$50.0 million to \$60.0 million with an option to increase to \$75.0 million upon syndication. Additionally with this amendment, the former cash covenant, as described below, was removed and was replaced with a requirement to maintain a minimum level of Adjusted Contribution and a minimum adjusted cash of \$25.0 million, which is reduced by eligible accounts receivable in excess of the loan capacity. In November 2022, we amended our 2018 Loan Facility to modify the eligible account receivable to exclude U.K. accounts, reduce the ability to borrow up to 85% of the amount of our eligible accounts receivable to 50% and adjusted the required minimum level of Adjusted Contribution. In February 2023, we amended our 2018 Loan Facility to remove and replace the former Adjusted Contribution covenant with a requirement to maintain a minimum level of Adjusted EBITDA. In May 2023, we amended our 2018 Loan Facility to modify the covenants related to the maximum amount of cash we are allowed to pay for the First Anniversary Payment Amount and Second Anniversary Payment Amount under the Merger Agreement. In February 2024, we amended our 2018 Loan Facility to increase the ability to borrow up to 75% of the amount of our eligible accounts receivable, adjusted the required minimum level of Adjusted EBITDA and increased the interest rate to the prime rate plus 0.25%.

The 2018 Loan Facility includes customary representations, warranties and covenants (affirmative and negative), including restrictive covenants that prohibit mergers, acquisitions, dispositions of assets, incurrence of indebtedness, encumbrances on our assets and the payment or declaration of dividends, in each case subject to specified exceptions.

The 2018 Loan Facility also includes standard events of default, including in the event of a material adverse change. Upon the occurrence of an event of default, the lender may declare all outstanding obligations immediately due and payable and take such other actions as are set forth in the 2018 Loan Facility and increase the interest rate otherwise applicable to advances under the 2018 Line of Credit by an additional 3.00%. All of our obligations under the 2018 Loan Facility are secured by a first priority lien on substantially all of our assets. The 2018 Loan Facility does not include any prepayment penalties.

In April 2024, we repaid in full \$30.0 million of the principal balance of the 2018 Line of Credit. Interest on advances under the 2018 Line of Credit bore an interest rate equal to the prime rate plus 0.25%. In addition, we were required to pay an unused line fee of 0.15% per annum on the average daily unused amount of the revolving commitment.

In July 2024, we amended our 2018 Loan Facility, which increased the ability to borrow up to 85% of the amount of our U.S. eligible accounts receivable and 30% of the amount of our U.K. eligible accounts receivable, decreased our required minimum level of Adjusted EBITDA, and decreased the interest rate to prime rate plus 0.125%. The amendment also established a reserve and included an extension of the maturity date of the loan to July 31, 2026.

In September 2024, we entered into an amended and restated Loan and Security Agreement, which amended and restated the original Loan and Security Agreement to consolidate the original agreement and all subsequent amendments thereto into a single document. In January 2025, we amended our 2018 Loan Facility to decrease our required minimum level of Adjusted EBITDA. In April 2025, we amended our 2018 Loan Facility to extend the maturity date of the loan to April 15, 2028.

As of March 31, 2026, we had net borrowings of \$35.1 million under the 2018 Line of Credit, which includes a repayment of \$10.0 million on February 25, 2026 and a drawdown of \$5.0 million on March 30, 2026. Subsequent to March 31, 2026, we repaid \$20.1 million on April 7, 2026 under the 2018 Line of Credit. As of April 2026, we had \$26.1 million of unused available borrowings under our 2018 Line of Credit.

During the three months ended March 31, 2026 and 2025, we incurred \$0.6 million and \$0.1 million of interest expense associated with the 2018 Loan Facility, respectively. We believe we are in compliance with all financial covenants as of March 31, 2026.

In April 2026, we amended our 2018 Loan Facility which lowered our required minimum of unrestricted cash from \$25.0 million to \$20.0 million in the demand deposit accounts.

## 8. STOCK-BASED COMPENSATION

On May 20, 2025, at the 2025 Annual Meeting our stockholders approved the 2025 Plan. The aggregate number of shares of our common stock that may be issued pursuant to stock awards under the 2025 Plan will not exceed 15,722,908 shares, which is the sum of (i) 10,000,000 new shares, (ii) the number of shares reserved, and remaining available for issuance, under our 2018 Equity Incentive Plan ("2018 Plan"), and (iii) the number of shares subject to stock options or other stock awards granted under our 2008 Stock Plan ("2008 Plan") or 2018 Plan that would have otherwise returned to our 2018 Plan (such as upon the expiration or termination of a stock award prior to vesting). The 2025 Plan was previously approved, subject to stockholder approval, by our Board of Directors. The 2025 Plan became effective immediately upon stockholder approval at the 2025 Annual Meeting.

The 2018 Plan became effective in February 2018. Prior to the 2018 Plan, we granted awards under our 2008 Plan. Any awards granted under the 2008 Plan and the 2018 Plan remain subject to the terms of our 2008 Plan and 2018 Plan and applicable award agreements, and shares subject to awards granted under our 2008 Plan that are forfeited, canceled or expired prior to vesting become available for use under our 2025 Plan. As of March 31, 2026, there were 3,805,341 shares of our common stock reserved for issuance under our 2025 Plan.

On July 18, 2022, our Board of Directors adopted the Cardlytics, Inc. 2022 Inducement Plan ("2022 Inducement Plan"). Our Board of Directors also adopted a form of stock option grant notice and agreement and a form of restricted stock unit grant notice and agreement for use with the 2022 Inducement Plan. We reserved a total of 1,500,000 shares of our Common Stock under the 2022 Inducement Plan. On January 18, 2023, our Board of Directors approved an amendment to the 2022 Inducement Plan to reserve an additional 350,000 shares of our common stock. On July 13, 2023, our Board of Directors approved an amendment to the 2022 Inducement Plan to reserve an additional 800,000 shares of our common stock. On November 6, 2024, our board of directors approved an amendment to the 2022 Inducement Plan to reserve an additional 2,500,000 shares of our common stock. As of March 31, 2026, there were 1,356,174 shares available under the 2022 Inducement Plan.

The following table summarizes the allocation of stock-based compensation in the condensed consolidated statements of operations (in thousands):

	Three Months Ended March 31,	
	2026	2025
Delivery costs	\$ 268	\$ 473
Sales and marketing expense	708	1,605
Research and development expense	1,993	2,799
General and administrative expense	1,592	3,062
Discontinued operations	267	755
Total stock-based compensation expense	<u>\$ 4,828</u>	<u>\$ 8,694</u>

The following discussion of our share-based compensation awards includes awards related to continuing and discontinued operations.

During the three months ended March 31, 2026 and 2025, we capitalized \$0.7 million and \$1.0 million of stock-based compensation expense for software development, respectively.

### Restricted Stock Units

We grant restricted stock units ("RSUs") to certain employees and our non-employee directors. The following table summarizes changes in RSUs, inclusive of performance-based RSUs:

	Shares (in thousands)	Weighted-Average Grant Date Fair Value	Weighted-Average Remaining Contractual Term (in years)	Unamortized Compensation Costs (in thousands)
Unvested — December 31, 2025	7,786	\$ 3.15	0.76	\$ 13,374
Granted	5,614	0.96		
Vested	(557)	8.84		
Forfeited	(1,129)	3.80		
Unvested — March 31, 2026	<u>11,714</u>	<u>\$ 1.76</u>	1.21	<u>\$ 10,520</u>

*Service-based RSUs*

During the three months ended March 31, 2026, we granted 5,614,375 RSUs to employees and non-employee directors, which have vesting periods ranging from vesting immediately to vesting in four years.

Subsequent to March 31, 2026, we granted 672,000 RSUs to employees, which have vesting periods of two years. The unamortized stock-based compensation expense related to all RSUs granted subsequent to March 31, 2026 is \$0.6 million.

*Performance-based RSUs*

In June 2025 and March 2025, we granted 442,500 and 95,625 PSUs, respectively, which will vest at the achievement of specific stock price hurdles for at least 20 consecutive trading days at market close between April 1, 2025 and April 1, 2028; provided, however, that in the event that the applicable triggering stock price is met prior to April 1, 2026, such vesting will not occur until April 1, 2026.

In July 2022, we granted 100,990 PSUs which included two tranches that vest on the achievement of specific Revenue-based performance metrics ("2022 Bridg PSUs"). During the three months ended September 30, 2025 and September 30, 2024, we reassessed the likelihood of achieving the first and second tranche of the 2022 Bridg PSUs, respectively, and concluded that the achievement of each is no longer probable. As a result of the change in estimate, we reversed the previously recognized cumulative expense associated with each grant as a benefit to stock-based compensation during the period in which we deemed it no longer probable. The 2022 Bridg PSU shares were forfeited with the Bridg Sale.

In March 2022 and August 2022, we granted 269,202 and 25,248 performance-based restricted stock units ("2022 PSUs"), respectively, consisting of three tranches. The first two tranches each represent 25% of the grant, and each vests upon the achievement of certain milestones related to the installation of our Ad Server at our FI partners. In December 2022, the compensation committee of our Board of Directors certified that the first tranche's milestone related to the installation of our Ad Server at our FI partners had been achieved, which resulted in the immediate vesting of the first tranche representing 25% of the grant. In January 2025, the compensation committee of our Board of Directors certified that the second tranche's milestone had been achieved, which resulted in the immediate vesting of the second tranche representing 25% of the grant. Fifty percent of the third tranche vests upon the achievement of a certain number of advertisers purchasing both the Cardlytics and Bridg platforms at a target incremental Billings amount over the 2021 Billings amount, and the remaining 50% of the tranche vests six months after this target is achieved. During the year ended December 31, 2024, we reassessed the likelihood of achieving the third tranche's milestones and concluded that the achievement is no longer probable. As a result of the change in estimate, we have reversed the previously recognized cumulative expense associated with the third tranche of this grant as a benefit to stock-based compensation during the year ended December 31, 2024. The third tranche shares were forfeited with the Bridg Sale.

In September 2021, we granted 6,667 PSUs which have the same unmet revenue target vesting condition of the 2021 PSUs and 6,667 PSUs which have the same unmet different revenue target vesting condition of the 2021 PSUs as described below. As discussed below, we concluded that the achievement of the 2021 PSUs is no longer probable and have reversed the previously recognized cumulative expense in the respective period in which the 2021 PSUs were determined to no longer be achievable. As of April 1, 2025, the 2021 PSU was forfeited as the performance condition was not met during the performance period.

In April 2021, we granted 110,236 performance-based restricted stock units ("2021 PSUs") consisting of two tranches. The first tranche consists of 55,118 units that have a performance-based vesting condition based on a minimum Revenue target over a trailing 12-month period. The units in this first tranche fully vest upon achievement. The second tranche consists of 55,118 units with a performance-based vesting condition based on a different minimum Revenue target over a trailing 12-month period. Half of the units in the second tranche vest upon achievement and the remaining units vest six months after the achievement date, subject to continued service. Each performance-based vesting condition within the two tranches must be achieved within four years of the grant date and are subject to certification by the compensation committee of our Board of Directors. During the year-ended December 31, 2023, we reassessed the likelihood of achieving the 2021 PSUs performance-based vesting condition and concluded that the achievement is no longer probable. As a result of the change in estimate, we have reversed the previously recognized cumulative expense associated with the 2021 PSUs since the grant date as a benefit to stock-based compensation during the year ended December 31, 2023. On April 1, 2025, the 2021 PSUs were forfeited as the performance condition was not met during the performance period.

With the exception of the 2021 PSUs, the third tranche of the 2022 PSUs, the 2022 Bridg PSUs and any other PSUs tied to these vesting conditions, we believe that the achievement of all of the above referenced performance-based vesting conditions are probable before the awards' respective expiration dates.

### ***Employee Stock Purchase Plan***

Our 2018 Employee Stock Purchase Plan ("2018 ESPP") enables eligible employees to purchase shares of our common stock at a discount. Purchases are accomplished through participation in discrete offering periods. On each purchase date, participating employees purchase our common stock at a price per share equal to 85% of the lesser of the fair market value of our common stock on the first trading day of the offering period or the date of purchase.

As of March 31, 2026, 1,110,588 shares of common stock were reserved for issuance pursuant to our 2018 ESPP. Additionally, the number of shares of our common stock reserved for issuance under our 2018 ESPP will automatically increase on January 1 of each year, which began on January 1, 2019 and will continue through and including January 1, 2028, by the lesser of (i) 1% of the total number of shares of our common stock outstanding on December 31 of the preceding calendar year, (ii) 500,000 shares of our common stock or (iii) such lesser number of shares of common stock as determined by our Board of Directors. Accordingly, the number of shares of our common stock reserved for issuance under our 2018 ESPP increased by 500,000 shares on January 1, 2026. Shares subject to purchase rights granted under our 2018 ESPP that terminate without having been issued in full will not reduce the number of shares available for issuance under our 2018 ESPP.

## **9. FAIR VALUE MEASUREMENTS**

We record the fair value of assets and liabilities in accordance with ASC 820, Fair Value Measurement ("ASC 820"). ASC 820 defines fair value as the price received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity.

In addition to defining fair value, ASC 820 expands the disclosure requirements around fair value and establishes a fair value hierarchy for valuation inputs. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of the three levels, which is determined by the lowest level input that is significant to the fair value measurement in its entirety.

The fair value of our reporting units was classified in Level 3 of the fair value hierarchy due to the significance of unobservable inputs developed using company-specific information. Refer to Note 4—Goodwill and Acquired Intangibles for further details.

These levels are:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument.
- Level 3 - unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability at fair value.

Included in the fair value table are cash equivalents and marketable securities. Cash equivalents are comprised of money market funds, which approximates fair value at the balance sheet dates, due to the short period of time to maturity. Marketable Securities are comprised of 1,810,222 shares of PAR's common stock issued as consideration for the Bridg Sale, which is valued based on PAR's stock price as of the balance sheet date. The fair value of cash equivalents and marketable securities are as follows (in thousands):

	March 31, 2026			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash equivalents				
Money market funds	\$ 11,500	\$ —	\$ —	\$ 11,500
Marketable Securities	24,130	—	—	24,130
Total cash equivalents and marketable securities at fair value	<u>\$ 35,630</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 35,630</u>
	December 31, 2025			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash equivalents				
Money market funds	\$ 26,283	\$ —	\$ —	\$ 26,283
Total cash equivalents at fair value	<u>\$ 26,283</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 26,283</u>

During the three months ended March 31, 2026, the Company recorded an unrealized loss of \$1.3 million related to the change in fair value of 1,810,222 shares of PAR's common stock held since the Closing Date. This loss is recognized within Loss on investments in our condensed consolidated statement of operations for the three months ended March 31, 2026. Subsequent to March 31, 2026, the Company sold all 1,810,222 shares of PAR's common stock for cash proceeds of \$23.0 million, net of fees, resulting in a total realized loss related to the change in fair value of \$2.2 million year to date.

## 10. COMMITMENTS AND CONTINGENCIES

### *Other Commitments*

We lease property and equipment under non-cancelable operating lease agreements. Refer to Note 6—Leases for further details. In September 2020, we issued the 2020 Convertible Senior Notes with an aggregate principal amount of \$230.0 million bearing an interest rate of 1.00% due in September 2025. During the year ended December 31, 2024, we partially paid down the 2020 Convertible Senior Notes and issued the 2024 Convertible Senior Notes with an aggregate principal amount of \$172.5 million bearing an interest rate of 4.25% due on April 1, 2029. In September 2025, we paid down the remaining \$46.1 million on the 2020 Convertible Senior Notes. As of March 31, 2026, we had net borrowings of \$35.1 million against the 2018 Line of Credit. Refer to Note 7—Debt and Financing Arrangements for further details.

In January 2024, we renewed a cloud hosting agreement guaranteeing aggregate spend to a cloud hosting provider of \$17.0 million each year over a three-year period. During the second year of the agreement, we had \$16.2 million of aggregated spend. As a result of the shortfall, we accrued \$0.8 million within accrued expenses liability on our consolidated balance sheets as of December 31, 2025. During the three months ended March 31, 2026, we entered into a new five-year agreement which replaced the existing three-year agreement and remediated the shortfall from year two. As a result, we reversed the previously recognized \$0.8 million expense.

### *Litigation and Guarantees*

From time to time, we may become involved in legal actions arising in the ordinary course of business including, but not limited to, intellectual property infringement and collection matters. We make assumptions and estimates concerning the likelihood and amount of any potential loss relating to these matters using the latest information available. We record a liability for litigation if an unfavorable outcome is probable and the amount of loss or range of loss can be reasonably estimated. If an unfavorable outcome is probable and a reasonable estimate of the loss is a range, we accrue the best estimate within the range. If no amount within the range is a better estimate than any other amount, we accrue the minimum amount within the range. If an unfavorable outcome is probable but the amount of the loss cannot be reasonably estimated, we disclose the nature of the litigation and indicate that an estimate of the loss or range of loss cannot be made. If an unfavorable outcome is reasonably possible and the estimated loss is material, we disclose the nature and estimate of the possible loss of the litigation. We do not disclose information with respect to litigation where an unfavorable outcome is considered to be remote or where the estimated loss would not be material.

## [Table of Contents](#)

Additionally, we have assumed certain indemnification agreements in conjunction with acquisitions with former directors and officers that may require us, among other things, to indemnify them against certain liabilities and litigation that may arise by reason of their previous status or service as directors, officers or employees prior to being acquired by Cardlytics. As part of the Bridg acquisition, the Company assumed certain indemnification obligations of that company's officers which may cover certain litigation in which a former officer and his co-defendants are involved. The former officer and co-defendants discussed an initial settlement of their litigation at the end of March 2026 and the allocated portion of the former officer, with whom we may have an obligation, was \$5.3 million. Subsequent to March 31, 2026, we extended an offer to the former officer to settle certain obligations under the indemnification that may extend between us and the former officer for \$1.3 million and release of any rights to claims by the Company on the D&O policy covering that officer. We evaluated the offer in accordance with ASC 460, *Guarantees*, and concluded that as of March 31, 2026 that a loss is probable, and the offer represents the most likely estimate of the amount to settle the obligation. The Company is not aware of a final settlement agreement between the former officer and the other parties, so we are not currently able to determine a range of possible outcomes in excess of the \$1.3 million offer; however, based on the current allocation to the former officer we believe the maximum amount of the liability could be \$5.3 million, and we believe that \$4.0 million will be covered by the D&O policy. We have determined that this item is a recognized subsequent event related to the Bridg acquisition, that was since divested in the first quarter of 2026, and we have included the expected loss within discontinued operations.

We are not presently a party to any other legal proceedings that, if determined adversely to us, would individually or taken together have a material adverse effect on our business, operating results, financial condition or cash flows. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

### 11. EARNINGS PER SHARE

Diluted net loss per share is the same as basic net loss per share for the three months ended March 31, 2026 and 2025 because the effects of potentially dilutive items were anti-dilutive, given our net losses during these periods. The following securities as of March 31, 2026 and 2025 have been excluded from the calculation of diluted weighted-average common shares outstanding because the effect is anti-dilutive (in thousands):

	March 31,	
	2026	2025
Common stock options	39	50
2020 Convertible Senior Notes	—	541
2024 Convertible Senior Notes	9,573	9,573
Unvested restricted stock units	11,714	6,317
Common stock issuable pursuant to the 2018 ESPP	117	326

### 12. SEGMENTS

Segment information presented below is based on our Cardlytics Platform reportable segment. Refer to Note 3—Discontinued Operations for further discussion regarding the divestiture of our Bridg business.

As of March 31, 2026, we have two operating segments: the Cardlytics platform in the U.S. and U.K, as determined by the information that our Chief Executive Officer, who we consider our chief operating decision-maker ("CODM"), uses to make strategic goals and operating decisions. Our Cardlytics platform operating segments in the U.S. and U.K. represent our proprietary advertising channels and are aggregated into one reportable segment given their similar economic characteristics, nature of service, types of customers and method of distribution. Our CODM allocates resources to, and evaluates the performance of, our operating segments based on Adjusted Contribution. Our CODM uses Adjusted Contribution extensively to measure the efficiency of our advertising platform, make decisions to manage advertising campaigns and evaluate our operational performance. We view Adjusted Contribution as an important operating measure of our financial results. We believe that Adjusted Contribution provides useful information to investors and others in understanding and evaluating our results of operations in the same manner as our management and Board of Directors. Our CODM does not review assets by operating segment for the purposes of evaluating performance or allocating resources.

Revenue can be directly attributable to each segment. With the exception of deferred implementation costs, Partner Share and other third-party costs is also directly attributable to each segment. The accounting policies of each of our reportable segments are the same as those described in the summary of significant accounting policies. Refer to Note 5—Revenue for further information.

[Table of Contents](#)

The following tables provide information regarding the Cardlytics platform reportable segment (in thousands):

	Three Months Ended March 31,	
	2026	2025
<b>Cardlytics platform</b>		
Revenue	\$ 34,319	\$ 56,435
Minus: Adjusted Partner Share	13,890	28,065
Minus: Other third-party costs <sup>(1)</sup>	707	1,039
Adjusted Contribution	<u>\$ 19,722</u>	<u>\$ 27,331</u>

(1) Other third-party costs above primarily represents media and data costs that we incur to support the Cardlytics platform.

#### Adjusted Contribution

Adjusted Contribution measures the degree by which Revenue generated from our marketers exceeds the cost to obtain the purchase data and the digital advertising space from our partners. Adjusted Contribution demonstrates how incremental Revenue on our platforms generates incremental amounts to support our sales and marketing, research and development, general and administrative and other investments. Adjusted Contribution is calculated by taking our total Revenue less our Partner Share and other third-party costs. Adjusted Contribution does not take into account all costs associated with generating Revenue from advertising campaigns, including sales and marketing expenses, research and development expenses, general and administrative expenses and other expenses, which we do not take into consideration when making decisions on how to manage our advertising campaigns. Management views Adjusted Contribution as the most relevant metric to measure the financial performance as it reflects the dollars we keep after all of our partners are paid.

The following table presents a reconciliation of loss before income taxes presented in accordance with GAAP to Adjusted Contribution (in thousands):

	Three Months Ended March 31,	
	2026	2025
Adjusted Contribution	\$ 19,722	\$ 27,331
Minus:		
Delivery costs	2,581	5,786
Sales and marketing expense	6,761	10,382
Research and development expense	6,430	10,278
General and administrative expense	8,281	12,943
Change in contingent consideration	—	60
Gain on divestiture	—	(5,350)
Depreciation and amortization expense	3,943	4,347
Total other expense (income)	5,524	(797)
Loss before income taxes from continuing operations	<u>\$ (13,798)</u>	<u>\$ (10,318)</u>

The following tables provide geographical information (in thousands):

	Three Months Ended March 31,	
	2026	2025
Revenue:		
United States	\$ 27,634	\$ 50,926
United Kingdom	6,685	5,509
Total	<u>\$ 34,319</u>	<u>\$ 56,435</u>

## [Table of Contents](#)

	<b>March 31, 2026</b>	<b>December 31, 2025</b>
Property and equipment, net:		
United States	\$ 1,693	\$ 1,872
United Kingdom	50	59
Total	<u>\$ 1,743</u>	<u>\$ 1,931</u>

Capital expenditures within the United States totaled less than \$0.1 million for each period during the three months ended March 31, 2026 and 2025. Capital expenditures within the United Kingdom totaled less than \$0.1 million for each period during the three months ended March 31, 2026 and 2025.

### **Concentrations of Risk**

#### *Cash and Cash Equivalents*

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. A significant portion of our cash and cash equivalents are held in fully FDIC-insured money market accounts and demand deposit accounts that distribute funds, and credit risk, over a vast number of financial institutions. Our remaining cash and cash equivalents are held with five financial institutions, which are of high credit quality.

#### *Marketers*

As of December 31, 2025, we define a marketer as a customer who has a distinct contractual relationship with us, rather than aggregating by parent company.

Our Revenue and accounts receivable are diversified among a large number of marketers segregated by both geography and industry. During the three months ended March 31, 2026 and 2025, our top five marketers accounted for 26% and 19% of our Revenue, respectively, with no marketer accounting for over 10%. As of March 31, 2026 and 2025, our top five marketers accounted for 26% and 17% of our accounts receivable, respectively, with one marketer accounting for over 10% during the three months ended March 31, 2026.

#### *FI Partners*

Our business is substantially dependent on a limited number of FI partners. We require participation from our FI partners in the Cardlytics platform and access to their purchase data in order to offer our solutions to marketers and their agencies. We must have FI partners with a sufficient number of customers and levels of customer engagement to ensure that we have robust purchase data and marketing space to support a broad array of incentive programs for marketers. Our agreements with a substantial majority of our FI partners have terms of three to seven years but are generally terminable by the FI partner on 90 days or less prior notice. The agreements generally have auto-renewal provisions that allow for the agreements to extend past their originally contemplated end date, unless terminated earlier in accordance with the terms of the agreement. If an FI partner terminates its agreement with us, we would lose that FI partner as a source of purchase data and online banking customers.

During the three months ended March 31, 2026 and 2025, our top three FI partners combined to account for over 88% and 80% respectively, of the total Partner Share we paid to all partners for each period, with the top two FI partners representing over 70% for each period.

On April 22, 2025, we received a written non-renewal notice from Bank of America related to our agreements, which will each expire pursuant to their terms effective as of July 31, 2025. Pursuant to the agreements, Bank of America has requested that we continue to provide uninterrupted operations under the agreements for a period through January 27, 2026, which period was extended through February 16, 2026, at which point our relationship with Bank of America ended.

On July 7, 2025, we entered into a Fourth Amendment (the "Fourth Amendment") to Schedule #1 of the Master Agreement, as previously amended (the "Master Agreement"), with JPMorgan Chase Bank, National Association. The Fourth Amendment extends the term of the Master Agreement until November 18, 2028, and further amends provisions related to Supplier Billings Share, Incentive Bonus, Quality Credits, and certain other matters. Pursuant to the Fourth Amendment, among other items, the parties agreed to reduce the Supplier Billings Share beginning on January 1, 2026, although the Supplier Billings Share, or the portion of Billings retained by the Company, remains higher than it was prior to the Third Amendment to Schedule #1 of the Master Agreement.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with (1) our consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and (2) the audited consolidated financial statements and the related notes and management's discussion and analysis of financial condition and results of operations for the fiscal year ended December 31, 2025 included in our Annual Report on Form 10-K, filed with the Securities and Exchange Commission ("SEC") on March 4, 2026.*

*This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These statements are often identified by the use of words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "project," "will," "would" or the negative or plural of these words or similar expressions or variations, and such forward-looking statements include, but are not limited to, statements with respect to our business strategy, plans and objectives for future operations, including our expectations regarding our expenses; continued enhancements of our platform and new product offerings; our future financial and business performance; and our ability to continue to add new FI partners and marketers and maintain our relationships with existing FI partners and marketers. The events described in these forward-looking statements are subject to a number of risks, uncertainties, assumptions and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified herein, and those discussed in the section titled "Risk Factors," set forth in Part II, Item 1A of this Quarterly Report on Form 10-Q and in our other SEC filings. You should not rely upon forward-looking statements as predictions of future events. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.*

### Overview

We operate a commerce media platform that is designed to make commerce smarter and rewarding for everyone. At the core of our commerce media platform is the financial media network that we run within our partners' digital channels, which includes online and mobile applications (the "Cardlytics platform"). The partners for the Cardlytics platform are predominantly financial institutions ("FI partners") that provide us with access to their anonymized purchase data and digital banking customers. By applying advanced analytics to the purchase data we receive, we make it actionable, helping marketers reach potential buyers at scale and measure the true sales impact of their marketing spend. We have strong relationships with leading marketers across a variety of industries, including everyday spend, specialty retail, restaurant, travel and entertainment.

Working with an advertiser, we design a campaign that targets consumers based on their purchase history. The consumer is offered an incentive ("Consumer Incentives") to make a purchase from the brand within a specified period. We use a portion of the fees that we collect from advertisers to provide these Consumer Incentives to customers after they make qualifying purchases. We report our Revenue on our consolidated statements of operations net of Consumer Incentives since we do not provide the goods or services that are purchased by customers from the advertisers to which the Consumer Incentives relate.

We pay certain partners a negotiated and fixed percentage of our Billings to advertisers less any Consumer Incentives that we pay to consumers and certain third-party data costs ("Partner Share"). We report our Revenue gross of Partner Share. Partner Share costs are included in Partner Share and other third-party costs in our consolidated statements of operations, rather than as a reduction of Revenue, because we and not our partners act as the principal in our arrangements with advertisers.

We run campaigns offering compelling Consumer Incentives to drive an expected rate of return on advertising spend for marketers. At times, we may collaborate with a partner to enhance the level of Consumer Incentives to their respective customers, funded by their Partner Share. We believe that these investments by our partners positively impact our platform by making their customers more highly engaged with our platforms. However, these investments negatively impact our GAAP Revenue, which is reported net of Consumer Incentives.

### Divestitures and Presentation

On January 23, 2026, we entered into an asset purchase agreement (the "Purchase Agreement") with PAR Technology Corporation ("PAR") and DB Sub, LLC, an indirectly wholly owned subsidiary of PAR ("Buyer"), pursuant to which Buyer agreed to acquire all of our assets, properties and rights primarily related to, or primarily used in, our Bridg platform (the "Purchased Assets") and the sale by the Company thereof, the "Bridg Sale"), subject to certain exceptions.

On March 24, 2026 (the "Closing Date"), we completed the Bridg Sale. Pursuant to the Purchase Agreement, on the Closing Date, PAR delivered to us 1,810,222 shares of PAR's common stock as consideration for the Bridg Sale.

## [Table of Contents](#)

The Dosh app, a consumer facing cashback mobile application operated by Dosh Holdings LLC, was decommissioned on February 28, 2025. In connection with the decommission, for the three months ended March 31, 2025, we recorded a gain on disposal or divestiture of \$5.4 million primarily due to the derecognition of the wallet liability associated with the Dosh app within the condensed consolidated statement of operations.

### Non-GAAP Measures and Other Performance Metrics

We regularly monitor a number of financial and operating metrics in order to measure our current performance and estimate our future performance. Our metrics may be calculated in a manner different than similar metrics used by other companies.

### Key Performance Metrics

in thousands except ACPU amounts	Three Months Ended March 31,	
	2026	2025
Cardlytics MQUs	197,011	214,891
Cardlytics ACPU	\$ 0.10	\$ 0.13

### Cardlytics Monthly Qualified Users ("MQUs")

We define MQUs as targetable customers that have made a transaction using their account with primarily an FI Partner in a given month, excluding pilot supply during the ramp up period, and whose transaction data was shared with Cardlytics. We then calculate a monthly average of these MQUs for the periods presented. We believe that the number of MQUs is an indicator of the Cardlytics platform's ability to drive engagement and is reflective of the consumer base and insights that we offer to marketers.

in thousands	Three Months Ended March 31,		Change	
	2026	2025	#	%
Cardlytics MQUs	197,011	214,891	-17,880	(8)

During the three months ended March 31, 2026, Cardlytics MQUs decreased by 17.9 million compared to the three months ended March 31, 2025, primarily driven by a FI partner in the U.S. exiting the Cardlytics platform.

### Cardlytics Adjusted Contribution per User ("ACPU")

We define ACPU as the Cardlytics platform Adjusted Contribution generated in the applicable period, divided by Cardlytics average MQUs in the applicable period. We believe that Adjusted Contribution is the most relevant metric as it reflects the value Cardlytics keeps after subtracting out rewards, Partner Share and other third-party costs. We believe that ACPU measures the Cardlytics platform's efficiency in converting marketer budgets into the value generated by customer engagement.

	Three Months Ended March 31,		Change	
	2026	2025	\$	%
Cardlytics ACPU	\$ 0.10	\$ 0.13	\$ (0.03)	(23)

During the three months ended March 31, 2026, Cardlytics ACPU decreased by \$0.03 compared to the three months ended March 31, 2025 primarily driven by a FI partner in the U.S. exiting the Cardlytics platform.

**Key Financial Metrics (Including Non-GAAP Metrics)**

in thousands	Three Months Ended March 31,	
	2026	2025
Revenue <sup>(1)</sup>	\$ 34,319	\$ 56,435
Consumer Incentives <sup>(1)</sup>	\$ 23,827	\$ 35,680
Billings <sup>(1)</sup>	\$ 58,146	\$ 92,115
Gross Profit <sup>(1)</sup>	\$ 17,141	\$ 21,544
Adjusted Contribution <sup>(1)</sup>	\$ 19,722	\$ 27,331
Net Loss <sup>(1)</sup>	\$ (4,480)	\$ (13,282)
Adjusted EBITDA <sup>(1)</sup>	\$ 230	\$ (4,119)
Adjusted Net Loss <sup>(1)</sup>	\$ (6,246)	\$ (10,296)
Net cash used in operating activities	\$ (5,642)	\$ (6,706)
Free Cash Flow	\$ (7,946)	\$ (10,809)

(1) Revenues, Consumer Incentives, Billings, Gross Profit, Adjusted Contribution, Net Loss, Adjusted EBITDA and Adjusted Net Loss reflect the effects of disposed businesses through the respective disposal dates. Refer to Note 3—Discontinued Operations to our consolidated financial statements for additional information regarding the divestiture of our Bridg business.

**Definitions of Non-GAAP Measures**

***Billings***

Billings represents the gross amount billed to customers and marketers for services in order to generate revenue. Cardlytics platform Billings is recognized gross of both Consumer Incentives and Partner Share. Cardlytics platform GAAP Revenue is recognized net of Consumer Incentives and gross of Partner Share. Bridg platform Billings is the same as Bridg platform GAAP Revenue.

We review Billings for internal management purposes. We believe Billings is an important indicator for the current health of the business because it directly represents our ability to bill customers for our services before any Consumer Incentives are paid. Nevertheless, our use of Billings has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our financial results as reported under GAAP. Other companies, including companies in our industry that have similar business arrangements, may address the impact of Consumer Incentives differently. You should consider Billings alongside our other GAAP financial results.

***Adjusted Contribution***

Adjusted Contribution measures the degree by which Revenue generated from our marketers exceeds the cost to obtain the purchase data and the digital advertising space from our partners. Adjusted Contribution demonstrates how incremental Revenue on our platforms generates incremental amounts to support our sales and marketing, research and development, general and administrative and other investments. Adjusted Contribution is calculated by taking our total Revenue less our Partner Share and other third-party costs. Adjusted Contribution does not take into account all costs associated with generating Revenue from advertising campaigns, including sales and marketing expenses, research and development expenses, general and administrative expenses and other expenses, which we do not take into consideration when making decisions on how to manage our advertising campaigns. Management views Adjusted Contribution as the most relevant metric to measure the financial performance as it reflects the dollars we keep after all of our partners are paid.

We use Adjusted Contribution extensively to measure the efficiency of our advertising platform, make decisions to manage advertising campaigns and evaluate our operational performance. We view Adjusted Contribution as an important operating measure of our financial results. We believe that Adjusted Contribution provides useful information to investors and others in understanding and evaluating our results of operations in the same manner as our management and Board of Directors. Adjusted Contribution should not be considered in isolation from, or as an alternative to, measures prepared in accordance with GAAP. Adjusted Contribution should be considered together with other operating and financial performance measures presented in accordance with GAAP. Also, Adjusted Contribution may not necessarily be comparable to similarly titled measures presented by other companies. Refer to Note 12 - Segments to our condensed consolidated financial statements for further details on our Adjusted Contribution by segment.

### **Adjusted EBITDA**

Adjusted EBITDA represents our Net Loss before interest expense, net; depreciation and amortization; stock-based compensation expense continuing operations; foreign currency loss (gain); loss on investment; gain on divestiture; change in contingent consideration and Income (loss) from discontinued operations and, in applicable periods, certain other income and expense items, such as impairment of goodwill and intangible assets; income tax benefit; gain on debt extinguishment; reduction in force and deferred implementation costs. We do not consider these excluded items to be indicative of our core operating performance. Of these items depreciation and amortization expense, stock-based compensation expense, impairment of goodwill and intangible assets and foreign currency loss (gain) are non-cash impacting. Notably, any impacts related to minimum Partner Share commitments in connection with agreements with certain partners are not added back to net loss in order to calculate Adjusted EBITDA.

Adjusted EBITDA is a key measure used by management to understand and evaluate our core operating performance and trends and to generate future operating plans, make strategic decisions regarding the allocation of capital and invest in initiatives that are focused on cultivating new markets for our solution. In particular, the exclusion of certain expenses in calculating adjusted EBITDA facilitates comparisons of our operating performance on a period-to-period basis. Adjusted EBITDA is not a measure calculated in accordance with GAAP.

We believe that Adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and Board of Directors. Nevertheless, use of Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our financial results as reported under GAAP. Some of these limitations are: (1) Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs; (2) Adjusted EBITDA does not reflect the potentially dilutive impact of stock-based compensation and equity instruments issued to our partners; (3) Adjusted EBITDA does not reflect tax payments or receipts that may represent a reduction or increase in cash available to us; and (4) other companies, including companies in our industry, may calculate adjusted EBITDA or similarly titled measures differently, which reduces the usefulness of the metric as a comparative measure. Because of these and other limitations, you should consider Adjusted EBITDA alongside our net loss and other GAAP financial results.

### **Adjusted Net Loss**

We define Adjusted Net Loss as our Net Loss before stock-based compensation expense continuing operations; foreign currency loss (gain); loss on investment; gain on divestiture; change in contingent consideration; and Income (loss) from discontinued operations and, in applicable periods, certain other income and expense items, such as impairment of goodwill, gain on debt extinguishment and intangible assets, reduction in force and income tax benefit. We define Adjusted Net Loss per share as Adjusted Net Loss divided by our weighted-average common shares outstanding, diluted.

### **Free Cash Flow**

We define Free Cash Flow as net cash used in operating activities, plus acquisition of property and equipment and capitalized software development costs and, in applicable periods, acquisition of patents. We believe free cash flow is useful to measure the funds generated in a given period that are available for distribution or to sustain the business. We believe this supplemental information enhances stockholders' ability to evaluate our performance.

### **Results of Non-GAAP Measures**

#### **Billings**

in thousands	Three Months Ended March		Change	
	2026	2025	\$	%
Billings <sup>(1)</sup>	\$ 58,146	\$ 92,115	(33,969)	(37)

(1) Billings reflect the effects of disposed businesses through the respective disposal dates. Refer to Note 3—Discontinued Operations to our consolidated financial statements for additional information regarding the divestiture of our Bridg business.

During the three months ended March 31, 2026, Billings decreased by \$34.0 million compared to the three months ended March 31, 2025, primarily driven by a \$35.5 million decrease in net sales to existing marketers, partially offset by an increase of \$1.5 million in sales to new marketers.

In the near term, we expect our Billings to decrease compared to applicable prior year periods, primarily related to our largest FI partner recently restricting us from publishing offers for certain marketers on its channels. We expect that these restrictions will impact our ability to grow marketing budgets for select advertisers, and in many cases will cause the marketing budgets for select advertisers to decrease significantly. We intend to work with our other FI partners to shift such marketers to other channels.

[Table of Contents](#)

The following table presents a reconciliation of Billings to Revenue, the most directly comparable GAAP measure, for each of the periods indicated:

in thousands	Three Months Ended March 31,	
	2026	2025
Revenue <sup>(1)</sup>	\$ 34,319	\$ 56,435
Plus:		
Consumer Incentives	23,827	35,680
Billings <sup>(1)</sup>	\$ 58,146	\$ 92,115

(1) Revenue and Billings reflect the effects of disposed businesses through the respective disposal dates. Refer to Note 3—Discontinued Operations to our consolidated financial statements for additional information regarding the divestiture of the Bridg business.

**Adjusted Contribution**

The following table presents a reconciliation of Adjusted Contribution to gross profit, the most directly comparable GAAP measure, for each of the periods indicated:

in thousands	Three Months Ended March 31,	
	2026	2025
Revenue <sup>(1)</sup>	\$ 34,319	\$ 56,435
Minus:		
Partner Share and other third-party costs <sup>(1)</sup>	14,597	29,104
Delivery costs <sup>(1)(2)</sup>	2,581	5,786
Gross Profit <sup>(1)</sup>	17,141	21,545
Plus:		
Delivery costs <sup>(1)(2)</sup>	2,581	5,786
Adjusted Contribution <sup>(1)</sup>	\$ 19,722	\$ 27,331

(1) Revenue, Partner Share and other third-party costs, Delivery costs, Gross Profit and Adjusted Contribution reflect the effects of disposed businesses through the respective disposal dates. Refer to Note 3—Discontinued Operations to our consolidated financial statements for additional information regarding the divestiture of the Bridg business.

(2) Stock-based compensation expense recognized in consolidated delivery costs totaled \$0.3 million and \$0.5 million during the three months ended March 31, 2026 and 2025, respectively.

**Adjusted EBITDA**

The following table presents a reconciliation of Adjusted EBITDA to Net Loss, the most directly comparable GAAP measure:

in thousands	Three Months Ended March 31,	
	2026	2025
Net Loss	\$ (4,480)	\$ (13,282)
Plus:		
Interest expense, net	2,533	1,830
Depreciation and amortization	3,943	4,347
Stock-based compensation expense continuing operations	4,561	7,939
Foreign currency loss (gain)	1,706	(2,627)
Loss on investment	1,285	—
Gain on divestiture	—	(5,350)
Change in contingent consideration	—	60
(Income) loss from discontinued operations	(9,318)	2,964
Adjusted EBITDA	\$ 230	\$ (4,119)

[Table of Contents](#)**Adjusted Net Loss**

The following table presents a reconciliation of Adjusted Net Loss to Net Loss, the most directly comparable GAAP measure, for each of the periods indicated:

in thousands	Three Months Ended March 31,	
	2026	2025
Net Loss	\$ (4,480)	\$ (13,282)
Plus:		
Stock-based compensation expense continuing operations	4,561	7,939
Foreign currency loss (gain)	1,706	(2,627)
Loss on investment	1,285	—
Gain on divestiture	—	(5,350)
Change in contingent consideration	—	60
(Income) loss from discontinued operations	(9,318)	2,964
Adjusted Net Loss	<u>\$ (6,246)</u>	<u>\$ (10,296)</u>
Weighted-average number of shares of common stock used in computing Adjusted Net Income (Loss) per share:		
Weighted-average common shares outstanding, diluted	54,896	51,863
Adjusted Net Income (Loss) per share, diluted	<u>\$ (0.11)</u>	<u>\$ (0.20)</u>

**Free Cash Flow**

The following is a reconciliation of free cash flow to net cash used in operating activities, the most directly comparable GAAP measure, for each of the periods indicated:

in thousands	Three Months Ended March 31,	
	2026	2025
Net cash used in operating activities	\$ (5,642)	\$ (6,706)
Plus:		
Acquisition of property and equipment	(28)	(119)
Capitalized software development costs	(2,276)	(3,984)
Free Cash Flow	<u>\$ (7,946)</u>	<u>\$ (10,809)</u>

**Components of Results of Operations****Revenue**

We sell our Cardlytics platform solution by entering into agreements directly with marketers or their marketing agencies, generally through the execution of insertion orders. The insertion orders state the terms of the arrangement, the negotiated fee, payment terms and the fixed period of time of the campaign. We generally invoice marketers monthly based on the qualifying purchases of our partners' customers as reported by our partners during the month or based on the engagement of our partners' customers with our offers during the month. We report our Revenue net of Consumer Incentives and gross of Partner Share and other third-party costs. The Bridg platform generated Revenue through the sale of subscriptions to our cloud-based customer-data platform and the delivery of professional services, such as implementation, onboarding and technical support in connection with each subscription. We recognize subscription Revenue on a ratable basis over the contract term beginning on the date that our service is made available to the customer.

**Cost and Expense**

We classify our expenses into the following categories: Partner Share and other third-party costs; delivery costs; sales and marketing expense; research and development expense; general and administrative expense; and depreciation and amortization expense.

## [Table of Contents](#)

### *Partner Share and Other Third-Party Costs*

Partner Share and other third-party costs consist primarily of the Partner Share that we pay our partners, media and data costs and deferred implementation costs incurred pursuant to our agreements with certain partners. To the extent that we use a specific partner's customers' anonymized purchase data in the delivery of our solutions, we generally pay the applicable partner a Partner Share calculated based on the relative contribution of the data provided by the partner to the overall delivery of the services. We expect that our Partner Share and other third-party costs will fluctuate over time in connection with changes in our Revenue.

### *Delivery Costs*

Delivery costs consist primarily of personnel costs of our campaign, data operations and production support teams, including salaries, benefits, bonuses, stock-based compensation and payroll taxes. Delivery costs also include hosting costs, purchased or licensed software costs, outsourcing costs and professional services costs. As we continue to migrate our technology to the cloud, we expect our delivery costs will increase in absolute dollars and if such anticipated Revenue growth does not occur, our delivery costs as a percentage of Revenue will be adversely affected. Over time, we expect delivery costs will decline as a percentage of Revenue.

### *Sales and Marketing Expense*

Sales and marketing expense consists primarily of personnel costs of our sales, account management, marketing and analytics teams, including salaries, benefits, bonuses, commissions, stock-based compensation and payroll taxes. Sales and marketing expense also includes professional fees, marketing programs such as trade shows, marketing materials, public relations, sponsorships and other brand building expenses, as well as outsourcing costs, travel and entertainment expenses and company-funded consumer testing expenses for certain marketers that are not current customers. Over time, we expect sales and marketing expenses will decline as a percentage of Revenue.

### *Research and Development Expense*

Research and development expense consists primarily of personnel costs of our IT engineering, IT architecture and product development teams, including salaries, benefits, bonuses, stock-based compensation and payroll taxes. Research and development expense also includes outsourcing costs, software licensing costs, professional fees and travel expenses. We focus our research and development efforts on improving our solutions and developing new ones. In the near term we expect research and development expenses will decline in absolute dollars as we optimize our development efforts. Over time we expect research and development expense to decrease as a percentage of Revenue.

### *General and Administrative Expense*

General and administrative expense consists of personnel costs of our executive, finance, legal, compliance, IT support and human resources teams, including salaries, benefits, bonuses, stock-based compensation and payroll taxes. General and administrative expense also includes professional fees for external legal, accounting and consulting services, financing transaction costs, facilities costs such as rent and utilities, royalties, bad debt expense, travel expense, property taxes and franchise taxes. We expect that general and administrative expenses will decrease over time as a percentage of Revenue as we optimize our cost structure.

### *Divestiture costs*

Divestiture costs primarily represent legal and other professional fees.

### *Change in Contingent Consideration*

Our acquisition of Bridg included a component of contingent consideration to be paid to the sellers if certain performance levels were achieved by Bridg over a specific period of time. Contingent consideration is initially recorded at fair value on the acquisition date based, in part, on a range of estimated probabilities for achievement of these performance levels. The fair value is periodically adjusted as actual performance levels become known and updates are made to the estimated probabilities for future performance. A gain or loss is recognized in the income statement for fair value adjustments. If we make additional acquisitions, it is possible that we will incur gains or losses in the future due to the change in contingent consideration.

## [Table of Contents](#)

### *Impairment of goodwill and intangible assets*

Intangible assets are recorded at fair value on the date of acquisition and amortized over their estimated useful lives. We evaluate the recoverability of our finite-lived intangible assets and other long-lived assets whenever events or substantive changes in circumstances indicate that the carrying amount may not be recoverable. The impairment analysis involves determining whether the estimated fair value of each intangible asset exceeds its carrying amount. Our estimation of the fair value of definite lived intangible assets include the use of discounted cash flow analyses, which reflected estimates of future revenue, customer attrition rates, royalty rates, cash flows and discount rates.

### *Loss on Investment*

Loss on Investment consists primarily of the gain recorded in connection with the decommission of the Dosh app, a consumer facing cashback mobile application operated by Dosh Holdings LLC on February 28, 2025. In connection with the decommission, we recorded a loss on investment due to the derecognition of the wallet liability associated with the Dosh app.

### *Depreciation and Amortization Expense*

Depreciation and amortization expense includes depreciation of property and equipment over the estimated useful life of the applicable asset as well as amortization of acquired intangible assets, deferred patent costs and capitalized internal-use software development costs.

### *Interest Expense, Net*

Interest expense, net consists of interest incurred on our debt facilities, as well as related discount amortization and financing costs, partially offset by interest income on our cash balances.

### *Foreign Currency (Loss) Gain*

Foreign currency (loss) gain consists primarily of gains and losses on foreign currency transactions.

## Results of Operations

The following table presents our condensed consolidated statements of operations:

	Three Months Ended March 31,	
	2026	2025
Revenue	\$ 34,319	\$ 56,435
Costs and expenses:		
Partner Share and other third-party costs	14,597	29,104
Delivery costs	2,581	5,786
Sales and marketing expense	6,761	10,382
Research and development expense	6,430	10,278
General and administrative expense	8,281	12,943
Change in contingent consideration	—	60
Gain on divestiture	—	(5,350)
Depreciation and amortization expense	3,943	4,347
Total costs and expenses	42,593	67,550
Operating loss	(8,274)	(11,115)
Other income (expense):		
Interest expense, net	(2,533)	(1,830)
Loss on investment	(1,285)	—
Foreign currency (loss) gain	(1,706)	2,627
Total other income (expense)	(5,524)	797
Loss before income taxes from continuing operations	(13,798)	(10,318)
Income tax benefit	—	—
Loss from continuing operations	(13,798)	(10,318)
Income (loss) from discontinued operations	9,318	(2,964)
Net loss	\$ (4,480)	\$ (13,282)

## Comparison of Three Months Ended March 31, 2026 and 2025

### Divestitures and Presentation

As a result of the closing of the Bridg Sale, we analyzed quantitative and qualitative factors relevant to the Bridg disposal group and determined that the accounting criteria to be classified as held for sale and a discontinued operation were met during the three months ended March 31, 2026. Accordingly, the operating results of the Bridg business have been reflected as discontinued operations for all periods presented.

### Revenue

in thousands	Three Months Ended March 31,		Change	
	2026	2025	\$	%
Billings	\$ 58,146	\$ 92,115	\$ (33,969)	(37)%
Consumer Incentives	23,827	35,680	(11,853)	(33)%
Revenue	\$ 34,319	\$ 56,435	\$ (22,116)	(39)%
% of Billings	59 %	61 %		

The \$22.1 million decrease in Revenue during the three months ended March 31, 2026 compared to the three months ended March 31, 2025 was comprised of a \$34.0 million decrease in Billings and a \$11.9 million decrease in Consumer Incentives. Consumer Incentives decreased at a lower rate than Billings during the three months ended March 31, 2026 compared to the three months ended March 31, 2025 primarily due to strategic decisions to drive incremental performance for our advertisers as well as optimization of our network.

[Table of Contents](#)**Costs and Expenses***Partner Share and Other Third-Party Costs*

in thousands	Three Months Ended March 31,		Change	
	2026	2025	\$	%
Partner Share and other third-party costs	\$ 14,597	\$ 29,104	\$ (14,507)	(50)%
% of Revenue	43 %	52 %		

Partner Share and other third-party costs decreased by \$14.5 million during the three months ended March 31, 2026 compared to the three months ended March 31, 2025, primarily driven by lower top line billings and changes in Partner mix.

*Delivery Costs*

in thousands	Three Months Ended March 31,		Change	
	2026	2025	\$	%
Delivery costs excluding stock-based compensation expense	\$ 2,313	\$ 5,313	\$ (3,000)	(56)%
Plus:				
Stock-based compensation expense	268	473	(205)	(43)
Total delivery costs	\$ 2,581	\$ 5,786	\$ (3,205)	(55)%
% of Revenue	8 %	10 %		

Total delivery costs decreased by \$3.2 million during the three months ended March 31, 2026 compared to the three months ended March 31, 2025. Delivery costs excluding stock-based compensation decreased by \$3.0 million during the three months ended March 31, 2026 compared to the three months ended March 31, 2025, driven by a decrease of \$1.3 million in staff expense and \$1.7 million in data storage expense.

*Sales and Marketing Expense*

in thousands	Three Months Ended March 31,		Change	
	2026	2025	\$	%
Sales and marketing expense excluding stock-based compensation expense	\$ 6,053	\$ 8,777	\$ (2,724)	(31)%
Plus:				
Stock-based compensation expense	708	1,605	(897)	(56)
Total sales and marketing expense	\$ 6,761	\$ 10,382	\$ (3,621)	(35)%
% of Revenue	20 %	18 %		

Total sales and marketing expense decreased by \$3.6 million during the three months ended March 31, 2026 compared to the three months ended March 31, 2025. Sales and marketing expenses excluding stock-based compensation decreased by \$2.7 million during the three months ended March 31, 2026 compared to the three months ended March 31, 2025 primarily due to a decrease of \$2.6 million in staff expenses and \$0.1 million in marketing expense.

### Research and Development Expense

in thousands	Three Months Ended March 31,		Change	
	2026	2025	\$	%
Research and development expense excluding stock-based compensation expense	\$ 4,437	\$ 7,479	\$ (3,042)	(41)%
Plus:				
Stock-based compensation expense	1,993	2,799	(806)	(29)
Total research and development expense	\$ 6,430	\$ 10,278	\$ (3,848)	(37)%
% of Revenue	19 %	18 %		

Total research and development expense decreased by \$3.8 million during the three months ended March 31, 2026 compared to the three months ended March 31, 2025. Research and development expenses excluding stock-based compensation decreased by \$3.0 million during the three months ended March 31, 2026 compared to the three months ended March 31, 2025, primarily due to a decrease of \$2.4 million in staff expenses, \$0.4 million in data storage and software license expense, \$0.1 million in professional fees, and \$0.1 million in facilities and travel expense.

### General and Administrative Expense

in thousands	Three Months Ended March 31,		Change	
	2026	2025	\$	%
General and administrative expense excluding stock-based compensation expense	\$ 6,689	\$ 9,881	\$ (3,192)	(32)%
Plus:				
Stock-based compensation expense	1,592	3,062	(1,470)	(48)
Total general and administrative expense	\$ 8,281	\$ 12,943	\$ (4,662)	(36)%
% of Revenue	24 %	23 %		

Total general and administrative expense decreased by \$4.7 million during the three months ended March 31, 2026 compared to the three months ended March 31, 2025. General and administrative expense excluding stock-based compensation decreased by \$3.2 million during the three months ended March 31, 2026 compared to the three months ended March 31, 2025, primarily due to reductions of \$1.2 million in staff expenses, \$0.5 million in other administration fees, \$0.4 million in professional fees, \$0.3 million in facilities expense, \$0.3 million in franchise and usage taxes, \$0.3 million in software licenses and data storage, \$0.2 million in travel and entertainment expense.

### Stock-based Compensation Expense

The following table summarizes the allocation of stock-based compensation in the condensed consolidated statements of operations:

in thousands	Three Months Ended March 31,		Change	
	2026	2025	\$	%
Delivery costs	\$ 268	\$ 473	\$ (205)	(43)%
Sales and marketing expense	708	1,605	(897)	(56)
Research and development expense	1,993	2,799	(806)	(29)
General and administrative expense	1,592	3,062	(1,470)	(48)
Total stock-based compensation expense	\$ 4,828	\$ 8,694	\$ (3,866)	(44)%
% of Revenue	14 %	15 %		

Stock-based compensation expense decreased by \$3.9 million during the three months ended March 31, 2026 compared to the three months ended March 31, 2025, primarily driven by the Bridg Sale on March 24, 2026. Refer to Note 3—Discontinued Operations to our condensed consolidated financial statements for additional information regarding the divestiture of our Bridg business.

[Table of Contents](#)*Change in contingent consideration*

in thousands	Three Months Ended March 31,		Change	
	2026	2025	\$	%
Change in contingent consideration	\$ —	\$ 60	\$ (60)	(100)
% of Revenue	— %	— %		

During the three months ended March 31, 2025 we realized an expense of \$0.1 million primarily due to the change in value of contingent consideration to the former Bridg shareholders. Refer to Note 9—Fair Value Measurements to our consolidated financial statements for additional information regarding the contingent consideration.

*Divestiture costs*

in thousands	Three Months Ended March 31,		Change	
	2026	2025	\$	%
Divestiture costs	\$ —	\$ (5,350)	\$ 5,350	n/a
% of Revenue	— %	(9)%		

During the three months ended March 31, 2025, we realized an expense of \$5.4 million primarily due to the decommissioning of the Dosh app, a consumer facing cashback mobile application, operated by Dosh Holding LLC on February 28, 2025. Refer to Note 1—Overview of Business and Basis of Presentation for more information.

*Depreciation and Amortization Expense*

in thousands	Three Months Ended March 31,		Change	
	2026	2025	\$	%
Depreciation and amortization expense	\$ 3,943	\$ 4,347	\$ (404)	(9)%
% of Revenue	11 %	8 %		

Depreciation and amortization expense decreased by \$0.4 million during the three months ended March 31, 2026 compared to the three months ended March 31, 2025, primarily due to a decrease in fixed assets.

*Interest Expense, Net*

in thousands	Three Months Ended March 31,		Change	
	2026	2025	\$	%
Interest expense	\$ (2,796)	\$ (2,376)	\$ (420)	18 %
Interest income	263	546	(283)	(52)
Interest expense, net	\$ (2,533)	\$ (1,830)	\$ (703)	38 %
% of Revenue	(7)%	(3)%		

Interest expense, net increased by \$0.7 million during the three months ended March 31, 2026 compared to the three months ended March 31, 2025 primarily due to an increase in interest expense due to the draw down on our 2018 Line of Credit, partially offset by an increase in interest income associated with the approval of the second quarter 2021 employee retention tax credit.

*Foreign Currency (Loss) Gain*

in thousands	Three Months Ended March 31,		Change	
	2026	2025	\$	%
Foreign currency (loss) gain	\$ (1,706)	\$ 2,627	\$ (4,333)	n/a
% of Revenue	(5)%	5 %		

Foreign currency (loss) gain was a loss of \$1.7 million during the three months ended March 31, 2026 compared to a gain of \$2.6 million during the three months ended March 31, 2025, primarily due to the change in the value of the British pound relative to the U.S. dollar.

## Liquidity and Capital Resources

The following table summarizes our cash and cash equivalents, working capital, accounts receivable and contract assets, net and unused available borrowings:

in thousands	March 31, 2026	December 31, 2025
Cash and cash equivalents	\$ 35,673	\$ 48,719
Working capital <sup>(1)</sup>	69,168	58,889
Accounts receivable and contract assets, net	63,076	82,458
Unused available borrowings <sup>(2)</sup>	26,056	8,458

(1) We define working capital as current assets less current liabilities. See our condensed consolidated financial statements for further details regarding our current assets and current liabilities.

(2) As part of our amended and restated Loan and Security Agreement, we are required to maintain a minimum unrestricted cash of \$20.0 million in demand deposit accounts.

Our cash and cash equivalents are available for working capital purposes. We do not enter into investments for trading purposes, and our investment policy is to invest any excess cash in short-term, highly liquid investments that limit the risk of principal loss. Currently, a significant portion of our cash and cash equivalents are held in fully FDIC-insured money market accounts and demand deposit accounts. As of March 31, 2026, our money market account earned approximately a 4.1% annual rate of interest. As of March 31, 2026, \$5.0 million of our cash and cash equivalents were in the United Kingdom. While our investment in Cardlytics U.K. Limited is not considered indefinitely invested, we do not have any current plans to repatriate these funds.

Subsequent to March 31, 2026, the Company liquidated its entire position in PAR common stock, 1,810,222 shares, for net cash proceeds of \$23.0 million. Of these proceeds, \$20.1 million was utilized to pay down the outstanding balance on our 2018 Line of Credit. As of April 2026, the Company had \$15.0 million drawn on the facility with \$26.1 million in remaining borrowing capacity.

Through March 31, 2026, we have incurred accumulated net losses of \$1,408.5 million since inception, including net loss of \$4.5 million for the three months ended March 31, 2026. We have historically financed our operations and capital expenditures through convertible note financings, private placements of our redeemable convertible preferred stock, public offerings of our common stock as well as lines of credit.

Our future capital requirements will depend on many factors, including our growth rate, the timing and extent of spending to support research and development efforts, our merger and acquisition efforts, the continued expansion of sales and marketing activities, the enhancement of our platforms, the introduction of new solutions, the continued market acceptance of our solutions and the extent of the impact of macroeconomic events on the global economy. We expect to incur additional operating losses in the near term as we continue our efforts to grow our business and may require additional capital resources to continue to grow our business. We believe that we have sufficient liquidity to fund our operations and capital requirements for at least the next 12 months and in the long-term following the date our consolidated financial statements were issued. However, if our access to capital is restricted or our borrowing costs increase, our operations and financial condition could be materially and adversely impacted. In the event that additional financing is required from outside sources, we may not be able to raise such financing on terms acceptable to us or at all.

### Material Cash Requirements

In January 2024, we renewed a cloud hosting agreement guaranteeing aggregate spend to a cloud hosting provider of \$17.0 million each year over a three-year period. During the second year of the agreement, we had \$16.2 million of aggregated spend. As a result of the shortfall, we accrued \$0.8 million within accrued expenses liability on our consolidated balance sheets as of December 31, 2025. During the three months ended March 31, 2026, we entered into a new five-year agreement which replaced the existing three-year agreement and remediated the shortfall from year two. As a result, we reversed the previously recognized \$0.8 million expense. The new terms established a year-one guaranteed aggregate spend of \$10.0 million, escalating by \$0.5 million annually thereafter.

## **Sources of Funds**

### *2024 Convertible Senior Notes*

On April 1, 2024, we issued \$172.5 million principal amount of our 4.25% Convertible Senior Notes due in 2029 (the "2024 Convertible Senior Notes" or the "Notes") in a private offering, including the exercise in full of the initial purchasers' option to purchase up to an additional \$22.5 million principal amount of 2024 Convertible Senior Notes. The net proceeds from the offering were \$166.8 million, after deducting the initial purchasers' discounts, commissions and the offering expenses payable by us. The 2024 Convertible Senior Notes were issued pursuant to, and are governed by, an indenture, dated as of April 1, 2024, between us and U.S. Bank Trust Company, National Association, as trustee. We used approximately \$169.3 million of net proceeds from the offering and cash on hand to repurchase for cash approximately \$183.9 million in aggregate principal amount of the 2020 Convertible Senior Notes, together with accrued and unpaid interest, in privately negotiated transactions below par and entered into concurrently with the pricing of the offering through one of the initial purchasers or one of its affiliates, as our agents.

### *2018 Loan Facility*

In April 2022, we amended our loan facility with Pacific Western Bank (the "2018 Loan Facility") to increase the capacity of our asset-backed revolving line of credit (the "2018 Line of Credit") from \$50.0 million to \$60.0 million with an option to increase to \$75.0 million upon syndication. This amendment also extended the maturity date of the 2018 Loan Facility from December 31, 2022 to April 29, 2024, and further stated that if we had positive Adjusted EBITDA by December 31, 2023, we could extend the maturity date of the loan to April 29, 2025. Additionally with this amendment, the former cash covenant, as described below, was removed and was replaced with a requirement to maintain a minimum level of Adjusted Contribution and a minimum adjusted cash of \$25.0 million, which is reduced by eligible accounts receivable in excess of the loan capacity. In November 2022, we amended our 2018 Loan Facility to modify the eligible account receivable to exclude U.K. accounts, reduce the ability to borrow up to 85% of the amount of our eligible accounts receivable to 50% and adjusted the required minimum level of Adjusted Contribution. In February 2023, we amended our 2018 Loan Facility to remove and replace the former Adjusted Contribution covenant with a requirement to maintain a minimum level of Adjusted EBITDA. In May 2023, we amended our 2018 Loan Facility to modify the covenants related to the maximum amount of cash we are allowed to pay for the First Anniversary Payment Amount and Second Anniversary Payment Amount under the Merger Agreement. In February 2024, we amended our 2018 Loan Facility to increase the ability to borrow up to 75% of the amount of our eligible accounts receivable, adjusted the required minimum level of Adjusted EBITDA and increased the interest rate to the prime rate plus 0.25%.

In April 2024, we repaid in full \$30.0 million of the principal balance of the 2018 Line of Credit. Interest on advances under the 2018 Line of Credit bore an interest rate equal to the prime rate plus 0.25%. During the three months ended March 31, 2025, we incurred approximately \$0.7 million of interest expense associated with the 2018 Loan Facility. In addition, we are required to pay an unused line fee of 0.15% per annum on the average daily unused amount of the revolving commitment.

In July 2024, we amended our 2018 Loan Facility, which increased the ability to borrow up to 85% of the amount of our U.S. eligible accounts receivable and 30% of the amount of our U.K. eligible accounts receivable, decreased our required minimum level of Adjusted EBITDA, and decreased the interest rate to prime rate plus 0.125%. The amendment also establishes a reserve and included an extension of the maturity date of the loan to July 31, 2026.

In September 2024, we entered into an amended and restated Loan and Security Agreement, which amended and restated the original Loan and Security Agreement to consolidate the original agreement and all subsequent amendments thereto into a single document. In January 2025, we amended our 2018 Loan Facility to decrease our required minimum level of Adjusted EBITDA. In April 2025, we amended our 2018 Loan Facility to extend the maturity date of the loan to April 15, 2028.

As of March 31, 2026, we had net borrowings of \$35.1 million under the 2018 Line of Credit, which includes a repayment of \$10.0 million on February 25, 2026 and a drawdown of \$5.0 million on March 30, 2026. Subsequent to March 31, 2026, we repaid \$20.1 million on April 7, 2026 under the 2018 Line of Credit. As of April 2026, we had \$26.1 million of unused available borrowings under our 2018 Line of Credit.

During the three months ended March 31, 2026 and 2025, we incurred \$0.6 million and \$0.1 million of interest expense associated with the 2018 Loan Facility, respectively. We believe we are in compliance with all financial covenants as of March 31, 2026.

In April 2026, we amended our 2018 Loan Facility which lowered our required minimum of unrestricted cash from \$25.0 million to \$20.0 million in the demand deposit accounts.

### Uses of Funds

Our collection cycles can vary from period to period based on the payment practices of our marketers and their agencies. We are generally obligated to pay Consumer Incentives between one and four months following redemption, regardless of whether we have collected payment from a marketer or its agency. We are generally obligated to pay our FI partners' Partner Share by the end of the month following our collection of payment from the applicable marketer or its agency. As a result, timing of cash receipts from our marketers can significantly impact our operating cash flows for any period. Further, the timing of payment of commitments and implementation fees to our FI partners may also result in variability of our operating cash flows for any period.

Our operating cash flows also vary from quarter to quarter due to the seasonal nature of our marketers' advertising spending. Many marketers tend to devote a significant portion of their marketing budgets to the fourth quarter of the calendar year to coincide with consumer holiday spending and reduce marketing spend in the first quarter of the calendar year. Any lag between the timing of our payment of Consumer Incentives and our receipt of payment from marketers and their agencies can exacerbate our need for working capital during the first quarter of the calendar year.

The following table summarizes our cash flows for the periods presented:

in thousands	Three Months Ended March 31,	
	2026	2025
Cash and cash equivalents — Beginning of period	\$ 48,719	\$ 65,594
Net cash used in operating activities	(5,642)	(6,706)
Net cash used in investing activities	(2,304)	(3,903)
Net cash used in financing activities	(5,022)	(3,034)
Effect of exchange rates on cash and cash equivalents	(78)	95
Cash and cash equivalents — End of period	\$ 35,673	\$ 52,046

### Operating Activities

Operating activities used \$5.6 million of cash during the three months ended March 31, 2026, which reflected our Net Loss of \$4.5 million, including \$1.3 million of non-cash charges, offset by a \$0.1 million change in our net operating assets and liabilities. The non-cash charges primarily related to stock-based compensation expense, depreciation and amortization expense, amortization of right-of-use assets, amortization of financing costs charged to interest expense, credit losses expense, divestiture costs and impairment of goodwill and intangible assets. The change in our net operating assets and liabilities was primarily due to a \$11.6 million decrease in our Consumer Incentive liability, a \$7.2 million decrease in Partner Share liability, a \$0.2 million decrease in accounts payable and a \$0.6 million decrease in other accrued expense, partially offset by a \$18.3 million decrease in accounts receivable and a \$0.2 million increase in prepaid expenses and other assets. These fluctuations are primarily driven by the quarterly seasonality of our business.

Operating activities used \$6.7 million of cash during the three months ended March 31, 2025, which reflected our Net Loss of \$13.3 million, including \$8.7 million of non-cash charges, offset by a \$2.2 million change in our net operating assets and liabilities. The non-cash charges primarily related to stock-based compensation expense, depreciation and amortization expense, amortization of right-of-use assets, amortization of financing costs charged to interest expense and credit losses expense. The change in our net operating assets and liabilities was primarily due to a \$8.2 million decrease in our Consumer Incentive liability, a \$3.9 million decrease in Partner Share liability and a \$0.1 million increase in prepaid expenses and other assets, partially offset by a \$1.9 million increase in other accrued expense, a \$7.5 million decrease in accounts receivable and a \$0.6 million increase in accounts payable. These fluctuations are primarily driven by the quarterly seasonality of our business.

### Investing Activities

Investing activities used \$2.3 million and \$3.9 million of cash during the three months ended March 31, 2026 and 2025, respectively. Our investing cash flows during the three months ended March 31, 2026 and 2025 primarily consisted of funds used for the purchases of technology hardware and capitalization of costs to develop internal-use software.

### Financing Activities

Financing activities used \$5.0 million of cash during the three months ended March 31, 2026, which consisted of cash paid against the 2018 Line of Credit.

Financing activities used \$3.0 million of cash during the three months ended March 31, 2025, which consisted of cash paid pursuant to the Settlement Agreement with the Stockholder Representative to resolve all outstanding disputes related to the Merger Agreement.

### **Critical Accounting Estimates**

Our condensed consolidated financial statements are prepared in accordance with GAAP. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures. We evaluate our estimates and assumptions on an ongoing basis.

We believe that the assumptions and estimates associated with capitalized software development costs including determining if a project is eligible for capitalization, determining whether the incurred costs are directly associated with the project, evaluating the current stage of the project's development, and determining its fair value as part of our long-lived asset impairment analysis, the assumptions used in the valuation models to determine the fair value of equity awards and stock-based compensation expense, the assumptions used both in the initial valuation and ongoing impairment analysis of goodwill and acquired intangible assets of Bridg and the assumptions required in determining any valuation allowance recorded against deferred tax assets have the greatest potential impact on our condensed consolidated financial statements.

Therefore, we consider these to be our critical accounting policies and estimates. By their nature, estimates are subject to an inherent degree of uncertainty. Actual results could differ materially from these estimates. There have been no material changes to our critical accounting policies and estimates from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2025.

### **ITEM 3. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily the result of fluctuations in interest rates and foreign exchange rates.

#### **Interest Rate Risk**

The interest rates under the 2018 Line of Credit are variable. Interest on advances under the 2018 Line of Credit bears an interest rate of the prime rate of 7.50% plus 0.125%. As of March 31, 2026, the prime rate was 7.50% and a 10% increase in the current prime rate would, for example, result in a \$0.5 million annual increase in interest expense if the maximum amount under the 2018 Line of Credit was outstanding for an entire year. The 2024 Convertible Senior Notes bears an interest rate of 4.25%.

#### **Foreign Currency Exchange Risk**

Both Revenue and operating expense of Cardlytics U.K. Limited are denominated in British pounds. We bear foreign currency risks related to the extent that any unfavorable fluctuation in the exchange rate between U.S. dollars and the British pound could result in an adverse impact to either Revenue or expense. For example, if the average value of the British pound had been 10% lower relative to the U.S. dollar during the three months ended March 31, 2026 and 2025, our Revenue would have decreased by \$2.0 million and \$0.6 million, respectively. The overall impact to net loss would be partially mitigated by decreases in operating expense of \$0.7 million in the three months ended March 31, 2026 and 2025.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e)) under the Securities Exchange Act of 1934, as amended ("Exchange Act"), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based upon that evaluation, our principal executive officer and principal financial officer has concluded that as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

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

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

From time to time we may become involved in legal proceedings or be subject to claims arising in the ordinary course of our business.

We are not presently a party to any legal proceedings that, if determined adversely to us, would individually or taken together have a material adverse effect on our business, operating results, financial condition or cash flows. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

## ITEM 1A. RISK FACTORS

*Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information contained in this report, and in our other public filings in evaluating our business. Our business, financial condition, operating results, cash flow, and prospects could be materially and adversely affected by any of these risks or uncertainties. In that event, the market price of our common stock could decline, and you could lose part or all of your investment.*

### **Risks Related to our Business and Industry**

***Unfavorable conditions, including inflationary pressure, or tariffs and other trade protection measures, in the global economy or the industries we serve could limit our ability to grow our business and negatively affect our operating results.***

Our operating results may vary based on the impact of unfavorable changes in our industry or the global economy on us or our customers and potential customers. Negative or unstable conditions in the general economy, including conditions resulting from a global or domestic recession or the fear thereof, the imposition of tariffs in the United States and abroad, fluctuations in inflation and interest rates, changes in gross domestic product growth, financial and credit market fluctuations, political turmoil and regulatory changes, natural catastrophes, lower corporate earnings, reduction in business confidence and activity, warfare, including the Russia-Ukraine war and conflict in the Middle East, and terrorist attacks on the United States, Europe, the Asia-Pacific region, or elsewhere could cause a decrease in business and consumer spending, result in reduced committed marketing budgets from our marketers, and negatively affect the growth of our business and our results of operations. For example, in April 2025, the U.S. government announced a new universal baseline tariff of 10%, plus additional country-specific tariffs for select trading partners, on all U.S. imports. The ultimate impact of any tariffs will depend on various factors, including how long such tariffs remain in place, the ultimate levels and application of such tariffs and the extent to which other countries impose retaliatory tariffs. These conditions make it extremely difficult for marketers and us to accurately forecast and plan future business activities and could cause marketers to begin or continue to reduce or delay their marketing spending. Historically, economic downturns have resulted in overall reductions in marketing spending. If macroeconomic conditions deteriorate or are characterized by uncertainty or volatility, marketers may curtail or freeze spending on marketing in general and for services such as ours specifically, which could have a material and adverse impact on our business, financial condition and operating results.

In addition, our business may be materially and adversely affected by weak economic conditions in the industries that we serve. We have historically generated a substantial majority of our revenue from marketers in the restaurant, brick and mortar retail, telecommunications and cable industries, and have expanded into new industries such as everyday spend, specialty retail, restaurant, travel and entertainment. All of these industries have been negatively impacted by the imposition of tariffs, inflationary pressure and certain precautions taken to control inflationary pressure. We cannot predict the timing, strength or duration of any economic slowdown or recovery. In addition, even if the overall economy is robust, we cannot assure you that the market for services such as ours will experience growth or that we will experience growth.

***Our quarterly operating results have fluctuated and may continue to vary from period to period, which could result in our failure to meet expectations with respect to operating results and cause the trading price of our stock to decline.***

Our operating results have historically fluctuated, and our future operating results may vary significantly from quarter to quarter due to a variety of factors, many of which are beyond our control. Period-to-period comparisons of our operating results should not be relied upon as an indication of our future performance. Given our relatively short operating history and the rapidly evolving nature of our industry, our historical operating results may not be useful in predicting our future operating results.

Factors that may impact our quarterly operating results include the factors set forth in this "Risk Factors" section, as well as the following:

- our ability to attract and retain marketers and partners;
- the amount and timing of revenue, operating costs and capital expenditures related to the operations and expansion of our business, particularly with respect to our efforts to attract new marketers and partners to our network;
- the revenue mix generated from our operations in the U.S. and U.K.;
- the revenue mix generated from the operations of Cardlytics and its subsidiaries;
- decisions made by our FI partners to increase Consumer Incentives or use their Partner Share to fund their Consumer Incentives;
- decisions made by our FI partners to not allow certain offers to appear in some or all of their channels;
- changes in the economic prospects of marketers, the industries that we primarily serve, or the economy generally, which could alter marketers' spending priorities or budgets;
- the termination or alteration of relationships with our partners in a manner that impacts ongoing or future marketing

- campaigns;
- reputational harm;
- the amount and timing of expenses required to grow our business, including the timing of our payments of Partner Share and Partner Share commitments as compared to the timing of our receipt of payments from our marketers;
- changes in demand for our solutions or similar solutions;
- seasonal trends in the marketing industry;
- competitive market position, including changes in the pricing policies of our competitors;
- exposure related to our international operations and foreign currency exchange rates, including as a result of the impact of tariffs imposed by the U.S. government;
- quarantine, private travel limitation, or business disruption in regions affecting our operations, stemming from actual, imminent or perceived outbreak of contagious disease;
- other events or factors, including those resulting from war, such as hostilities between Russia and Ukraine, and the current armed conflict in the Middle East, and incidents of terrorism;
- expenses associated with items such as litigation, regulatory changes, cyberattacks or security breaches;
- the introduction of new technologies, products or solution offerings by competitors; and
- costs related to acquisitions of other businesses or technologies.

Fluctuations in our quarterly operating results, non-GAAP and other metrics and the price of our common stock may be particularly pronounced in the current economic environment. Each factor above or discussed elsewhere in this "Risk Factors" section or the cumulative effect of some of these factors may result in fluctuations in our operating results. This variability and unpredictability could result in our failure to meet expectations with respect to operating results, or those of securities analysts or investors, for a particular period. If we fail to meet or exceed expectations for our operating results for these or any other reasons, the market price of our stock could fall and we could face costly lawsuits, including securities class action suits.

***We may not achieve or sustain revenue and billings growth in the future.***

Our revenue decreased 39.2% to \$34.3 million in three months ended March 31, 2026 from \$56.4 million during the three months ended March 31, 2025. Our billings decreased 36.9% to \$58.1 million during the three months ended March 31, 2026 from \$92.1 million in three months ended March 31, 2025. We may not be able to achieve or maintain year-over-year billings growth and may not see revenue growth in the near term or at all, and you should not consider our revenue and billings growth in any specific historical periods as indicative of our future performance. Our revenue and billings may be negatively impacted in future periods due to a number of factors, including, but not limited to, slowing demand for our solutions, increasing competition, decreasing growth of our overall market, inflationary pressure, our inability to engage and retain a sufficient number of marketers or partners, or our failure, for any reason, to capitalize on growth opportunities. If we are unable to maintain consistent revenue or achieve or maintain revenue growth or billings growth, our stock price could be volatile, and it may be difficult for us to achieve and maintain profitability.

***We are dependent upon the Cardlytics platform.***

The majority of our revenue and billings during the three months ended March 31, 2026 and 2025 were derived from sales of advertising via the Cardlytics platform. Following the closing of our sale of the Bridg business, our revenue and billings will be solely derived from the Cardlytics platform. Accordingly, our operating results could suffer due to:

- lack of continued participation by FI partners in our network, in whole or in part, or our failure to attract new FI partners;
- any decline in demand for the Cardlytics platform by marketers or their agencies;
- failure by our FI partners to increase engagement with our solutions within their customer bases, adopt our new technology and products, improve their customers' user experience, increase customer awareness, leverage additional customer outreach channels like email or otherwise promote our incentive programs on their websites and mobile applications, including by making the programs difficult to access or otherwise diminishing their prominence;
- our failure to offer compelling incentives to our FI partners' customers;
- FI partners may elect to use their Partner Share to fund their Consumer Incentives;
- the introduction by competitors of products and technologies that serve as a replacement or substitute for, or represent an improvement over, the Cardlytics platform, or an FI partner's decision to implement any existing or future product or technology of a competitor alongside, or in lieu, of the Cardlytics platform;
- FI partners developing, or acquiring, their own products, technology, or lines of business to support transaction-based marketing or other incentive programs;
- decisions made by our FI partners to restrict us from pursuing certain marketers for their channels;

- technological innovations or new standards that the Cardlytics platform does not address; and
- sensitivity to current or future prices offered by us or competing solutions.

In addition, we are often required to pay Consumer Incentives before we receive payment from the applicable marketer. Accordingly, if we encounter any significant failure to ultimately collect payment, our business, financial condition and operating results could be adversely affected.

If we are unable to grow our revenue and billings from sales of the Cardlytics platform, our business and operating results would be harmed.

***We are substantially dependent on Chase, Wells Fargo and a limited number of other FI partners.***

We require participation from our FI partners in the Cardlytics platform and access to their purchase data in order to offer our solutions to marketers and their agencies. We must have FI partners with a sufficient number of customers and levels of customer engagement to ensure that we have robust purchase data and marketing space to support a broad array of incentive programs for marketers.

During the three months ended March 31, 2026 and 2025, our top three FI partners combined to account for over 88% and 80% respectively, of the total Partner Share we paid to all partners for each period, with the top two FI partners representing over 70% for each period.

Our agreements with a substantial majority of our FI partners have three- to seven-year terms, but are generally terminable by the FI partner on 90 days or more prior notice. Additionally, our agreements with our FI partners generally do not require us to serve as their sole offer provider, or require our FI partners to publish any given offer on their channels, and they could therefore, reduce their reliance on our solutions during the term of the applicable agreement.

Our FI partners have the ability to restrict us from publishing offers for certain marketers on their channels. These restrictions have impacted and may continue to impact our ability to grow marketing budgets for selected advertisers.

In April 2025, we received a written non-renewal notice from Bank of America, previously one of our top three FI partners, with respect to our services agreements by which we published offers to Bank of America's customers. As a result, these agreements expired pursuant to their terms as of July 31, 2025, provided that Bank of America requested that we continue to provide uninterrupted operations under the services agreements for 180 days thereafter, i.e., through January 27, 2026, which period was extended to February 16, 2026, at which point our relationship with Bank of America ended.

If another FI partner does not renew its agreement or terminates its agreement with us, we would lose that FI partner as a source of purchase data and online banking customers. Our FI partners may elect to withhold from us or limit the use of their purchase data for many reasons, including:

- a change in the business strategy;
- if there is a competitive reason to do so;
- if new technical requirements arise;
- concern by our FI partners or their customers related to our use of purchase data;
- if they choose to develop and use in-house solutions or use a competitive solution in lieu of our solutions; and
- if legislation is passed restricting the dissemination, or our use, of the data that is currently provided to us, or if judicial interpretations result in similar limitations.

To the extent that we breach or are alleged to have breached the terms of our agreement with any FI partner, or a disagreement arises with an FI partner regarding the interpretation of our contractual arrangements, which has occurred in the past and may occur again in the future, such FI partner may be more likely to cease providing us data, reduce its reliance on us, or terminate its agreement with us. The loss of any of Chase, Wells Fargo or any other significant FI partner, or their reduced reliance on us or our solutions, could significantly harm our business, results of operations and financial conditions.

***We may fail to meet our publicly announced guidance or other expectations about our business and future operating results, which would cause our stock price to decline.***

We have provided and may continue to provide guidance about our business, future operating results and other business metrics. In developing this guidance, our management must make certain assumptions and judgments about our future performance. Some of those key assumptions relate to the impact of unfavorable macroeconomic conditions and the associated economic uncertainty on our business and the timing and scope of economic recovery globally, which are inherently difficult to predict. Furthermore, analysts and investors may develop and publish their own projections of our business, which may form a consensus about our future performance. Our business results may vary significantly from such guidance or that consensus due to a number of factors, many of which are outside of our control, which could adversely affect our operations and operating results. Furthermore, if we make downward revisions of any publicly announced guidance, or if our publicly announced guidance of future operating results fails to meet expectations of securities analysts, investors or other interested parties, the price of our common stock may decline.

***If we fail to maintain our relationships with current FI partners or attract new FI partners or other supply partners, we may not be able to sufficiently grow our revenue, which could significantly harm our business, results of operations and financial condition.***

Our ability to grow our revenue depends on our ability to maintain our relationships with current FI partners, both holistically and at the current level of service we provide them, and attract new FI partners. A significant percentage of consumer credit and debit card spending is concentrated with the 10 largest financial institutions in the U.S., five of which are currently part of our network, while the balance of card spending is spread across thousands of smaller financial institutions. Accordingly, our ability to efficiently grow our revenue will specifically depend on our ability to maintain our relationships with the large financial institutions that are currently part of our network and establish relationships with the large financial institutions and other potential supply partners that are not currently part of our network. We have in the past and may in the future be unsuccessful in attempts to establish and maintain relationships with large financial institutions and other supply partners. If we are unable to maintain our relationships with current FI partners and attract new FI partners and other supply partners, our business, results of operations and financial condition would be significantly harmed, and we may fail to capture a material portion of the native bank advertising market opportunity.

***Our future success will depend, in part, on our ability to expand into new industries.***

We have historically generated a substantial majority of our revenue from marketers in the restaurant, brick and mortar retail, telecommunications and cable industries, and have expanded into the gas, grocery, travel and entertainment industries, and believe that our future success will depend, in part, on our ability to expand adoption of our solutions in new industries. As we market to a wider group of potential marketers and their agencies, we will need to adapt our marketing strategies to meet the concerns and expectations of customers in these new industries. Our success in expanding sales of our solutions to marketers in new industries will depend on a variety of factors, including our ability to:

- tailor our solutions so that they that are attractive to businesses in such industries;
- hire personnel with relevant industry experience to lead sales and services teams; and
- develop sufficient expertise in such industries so that we can provide effective and meaningful marketing programs and analytics.

If we are unable to successfully market our solutions to appeal to marketers and their agencies in new industries, we may not be able to achieve our growth or business objectives.

***An actual or perceived breach of the security of our systems, or those of third parties with whom we work, could result in adverse consequences resulting from such breach, including but not limited to a disruption of our operations, reputational harm, loss of revenue or profits, loss of customers, regulatory investigations or actions, litigation, fines and penalties and other adverse consequences.***

We leverage our FI partners' purchase data and infrastructures to deliver our Cardlytics platform. We do not currently receive or have access to any personal data from our FI partners, although we may obtain or have access to personal data from our FI partners in the future as our business evolves. Additionally, we receive, collect, store, process, generate, use, transfer, disclose, make accessible, protect, secure, dispose of, transmit, share and have access to personal data and other sensitive or confidential information as a result of other aspects of our business. As such, we may be a more visible target for cyberattacks or physical breaches of our systems, databases or data centers, and we have in the past and we may in the future suffer from such attacks or breaches. There is a risk that actors may attempt to gain access to our systems, for the purpose of stealing personal data, sensitive or proprietary data, accessing sensitive information on our network, or disrupting our or their respective operations. Cyberattacks, malicious internet-based activity and online and offline fraud, and other similar activities threaten the confidentiality, integrity, and availability of our sensitive information and information systems, and those of the third parties with whom we work. Such threats are prevalent and continue to rise, are increasingly difficult to detect, and come from a variety of sources, including traditional computer "hackers," threat actors, "hacktivists," organized criminal threat actors, personnel (such as through theft or misuse), sophisticated nation states, and nation-state-supported actors.

Some actors now engage and are expected to continue to engage in cyberattacks, including without limitation nation-state actors for geopolitical reasons and in conjunction with military conflicts and defense activities. During times of war and other major conflicts, we, the third parties with whom we work, and our customers may be vulnerable to a heightened risk of these attacks, including retaliatory cyberattacks, that could materially disrupt our systems and operations, and ability to provide our services.

In addition to traditional computer "hackers," we and the third parties with whom we work are subject to a variety of evolving threats, including but not limited to social-engineering attacks (including deep fakes, which may be increasingly more difficult to identify as fake, and phishing attacks), threat actors, software bugs, malicious code (such as viruses and worms), malware (including as a result of advanced persistent threat intrusions), employee theft or misuse, denial-of-service attacks, credential attacks, credential harvesting, and ransomware attacks. We also may be the subject of viruses, malware installation, server malfunction, software or hardware failures, loss of data or other computer assets, adware, malicious or unintentional actions or in actions by employees or others with authorized access to our network that create or expose vulnerabilities, attacks enhanced or facilitated by artificial intelligence ("AI"), and other similar threats or other similar issues. In particular, severe ransomware attacks are becoming increasingly prevalent and can lead to significant interruptions in our operations, ability to provide our products or services, loss of sensitive data and income, reputational harm, and diversion of funds. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting such payments.

Current or future threat actor capabilities, discovery of existing or new vulnerabilities in our systems and attempts to exploit those vulnerabilities or other developments may compromise the technology protecting our systems. Due to a variety of both internal and external factors, including defects or misconfigurations of our technology, our services have in the past and may in the future become vulnerable to security incidents (both from intentional attacks and accidental causes) that cause them to fail to secure networks and detect and block attacks. It may be difficult and/or costly to detect, investigate, mitigate, contain, and remediate a security incident. Our efforts to do so may not be successful. Actions taken by us or the third parties with whom we work to detect, investigate, mitigate, contain, and remediate a security incident could result in outages, data losses, and disruptions of our business. Threat actors may also gain access to other networks and systems after a compromise of our networks and systems. For example, threat actors may use an initial compromise of one part of our environment to gain access to other parts of our environment, or leverage a compromise of our networks or systems to gain access to the networks or systems of third parties with whom we work, including our FI partners' systems, such as through phishing or supply chain attacks.

Remote work presents risks to our systems and data, as more of our personnel utilize network connections, computers and devices outside our premises or network, including working at home, while in transit and in public locations. A security breach could result in operational or administrative disruptions, or impair our ability to meet our marketers' requirements, which could result in decreased revenue. Also, our reputation could suffer irreparable harm, causing our current and prospective marketers and FI partners to decline to use our solutions in the future. Future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities' systems and technologies. Furthermore, we may discover security issues that were not found during due diligence of such acquired or integrated entities, and it may be difficult to integrate companies into our information technology environment and security program. Additionally, sensitive information of the Company could be leaked, disclosed, or revealed as a result of or in connection with our employees', personnel's, or vendors' use of generative AI technologies.

## [Table of Contents](#)

We utilize third parties to operate critical business systems and to process sensitive information in a variety of contexts, including, without limitation, cloud-based infrastructure, data center facilities, encryption and authentication technology, employee email, and other functions. Our ability to monitor these third parties' information security practices is limited, and these third parties may not have adequate information security measures in place. If the third parties with whom we work experience a security incident or other interruption, we could experience adverse consequences. While we may be entitled to damages if the third parties fail to satisfy their data privacy or security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award. In addition, supply-chain attacks have increased in frequency and severity, and we cannot guarantee that third parties' infrastructure in our supply chain or our third-party partners' supply chains have not been compromised.

It is difficult, costly and resource intensive to maintain efforts designed to prevent, detect, investigate, contain and remediate security incidents. While we have implemented security measures designed to protect against security incidents, there can be no assurance that these measures will be effective. We take steps designed to detect, mitigate, and remediate vulnerabilities in our systems (such as our hardware and software, including that of third parties upon which we rely). We may not, however, detect and remediate all such vulnerabilities, at all or on a timely basis. Further, we may experience delays in developing and deploying remedial measures and patches designed to address identified vulnerabilities. Even if we have issued or otherwise made patches for vulnerabilities in our software applications, products or services, our customers may be unwilling or unable to deploy such patches and use such information effectively and in a timely manner. Vulnerabilities could be exploited and result in a security incident.

Certain of the previously identified or similar threats have in the past and may in the future cause a security incident or other interruption that could result in unauthorized, unlawful, or accidental acquisition, modification, destruction, loss, alteration, encryption, disclosure of, or access to our sensitive information or our information technology systems, or those of the third parties with whom we work. A security incident or other interruption could disrupt our ability (and that of third parties with whom we work) to provide our platform.

Further, we could expend significant financial and operational resources to protect against or in response to a security incident, including repairing system damage, increasing cybersecurity protection costs by deploying additional personnel and protection technologies, dealing with regulatory scrutiny, and litigating and resolving legal claims, all of which could divert resources and the attention of our management and key personnel away from our business operations. Applicable data privacy and security obligations may require us, or we may voluntarily choose, to notify relevant stakeholders, including affected individuals, customers, regulators, and investors, of security incidents, or to take other actions, such as providing credit monitoring and identity theft protection services. Such disclosures and related actions are costly, and the disclosure or the failure to comply with such requirements could lead to adverse consequences.

In any event, an actual or perceived breach of the security of our, or the third parties with whom we work, systems or data could materially harm our business, financial condition and operating results. Such adverse consequences may take the form of government enforcement actions (for example, investigations, fines, penalties, audits and inspections); additional reporting requirements and oversight; restrictions on processing of sensitive information; litigation (including class claims); indemnification obligations; reputational harm; monetary fund diversions; diversion of management attention; interruptions in our operations (including data availability); financial loss; and other similar harms. Security incidents and associated consequences may prevent or cause customers to stop using our platform, deter new customers from using our platform, and negatively impact our ability to grow and operate our business. In particular, our product and service offering involves access to our customers' information and systems, a security incident could heighten the impact of these material adverse consequences because of the nature of our business and expectations of our customers.

We cannot assure you that any relevant limitations of liability provisions in our contracts would be enforceable or adequate or would otherwise protect us from any liabilities or damages with respect to any particular claim relating to a security lapse or breach. While we maintain cybersecurity insurance, our insurance may be insufficient or may not cover all liabilities incurred by such attacks. We also cannot be certain that our insurance coverage will be adequate for data handling or data security liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceeds available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, including our financial condition, operating results and reputation.

***Our business could be adversely affected if marketers or their agencies are not satisfied with our solutions or our systems and infrastructure fail to meet their needs.***

We derive nearly all of our revenue from marketers and their agencies. Accordingly, our business depends on our ability to satisfy marketers and their agencies with respect to their marketing needs. We are in the process of updating our platforms. Any failure or delays in the performance of our systems could cause service interruptions or impaired system performance. Such failures in our systems could cause us to fail to maximize our earning potential with respect to any given marketing campaign. Such failures in our systems could also cause us to over-run on campaigns, thus committing us to higher redemptions, which may negatively affect the profitability of the affected campaigns. If sustained or repeated, these performance issues could adversely affect our business, financial condition or operating results, and further reduce the attractiveness of our solutions to new and existing marketers and cause existing marketers to reduce or cease using our solutions, which could also adversely affect our business, financial condition or operating results. In addition, negative publicity resulting from issues related to our marketer relationships, regardless of accuracy, may damage our business by adversely affecting our ability to attract new marketers or marketing agencies and maintain and expand our relationships with existing marketers.

If the use of our solutions increases, or if marketers or partners demand more advanced features from our solutions, we will need to devote additional resources to improving our solutions, and we also may need to expand our technical infrastructure at a more rapid pace than we have in the past. This may involve purchasing equipment, additional data storage and maintenance solutions, upgrading our technology and infrastructure and introducing new or enhanced solutions. It may take a significant amount of time to plan, develop and test changes to our infrastructure, and we may not be able to accurately forecast demand or predict the results we will realize from such improvements. There are inherent risks associated with changing, upgrading, improving and expanding our technical infrastructure. Any failure of our solutions to operate effectively with future infrastructure and technologies could reduce the demand for our solutions, resulting in marketer or partner dissatisfaction and harm to our business. Also, any expansion of our infrastructure would likely require that we appropriately scale our internal business systems and services organization, including without limitation implementation and support services, to serve our growing marketer base. If we are unable to respond to these changes or fully and effectively implement them in a cost-effective and timely manner, our solutions may become ineffective, we may lose marketers and/or partners, and our business, financial condition and operating results may be negatively impacted.

***We derive a material portion of our revenue from a limited number of marketers, and the loss of one or more of these marketers could adversely impact our business, results of operations and financial conditions.***

Our revenue and accounts receivable are diversified among a large number of marketers segregated by both geography and industry. During the three months ended March 31, 2026 and 2025, our top five marketers accounted for 26% and 19% of our Revenue, respectively, with no marketer accounting for over 10%. As of March 31, 2026 and 2025, our top five marketers accounted for 26% and 17% of our accounts receivable, respectively, with one marketer accounting for over 10% during the three months ended March 31, 2026.

We do not have material long-term commitments from most of these marketers. If we were to lose one or more of our significant marketers, our revenue may significantly decline. In addition, revenue from significant marketers may vary from period-to-period depending on the timing or volume of marketing spend. Further, our credit risk is concentrated among a limited number of marketers. The loss of one or more of our significant marketers could adversely affect our business, results of operations and financial conditions.

***We have a relatively short operating history, which makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful.***

We have a relatively short operating history, which limits our ability to forecast our future operating results and subjects us to a number of uncertainties, including with respect to our ability to plan for and model future growth. We have encountered and will continue to encounter risks and uncertainties frequently experienced by growing companies in developing industries. If our assumptions regarding these uncertainties, which we use to manage our business, are incorrect or change in response to changes in our markets, or if we do not address these risks successfully, our operating and financial results could differ materially from our expectations, our business could suffer and our stock price could decline. Any success that we may experience in the future will depend in large part on our ability to, among other things:

- maintain and expand our network of partners;
- build and maintain long-term relationships with marketers and their agencies;
- develop and offer competitive solutions that meet the evolving needs of marketers;
- expand our relationships with partners to enable us to use their purchase data for new solutions;
- improve the performance and capabilities of our solutions;
- successfully expand our business;

## Table of Contents

- successfully compete with other companies that are currently in, or may in the future enter, the markets for our solutions;
- increase market awareness of our solutions and enhance our brand;
- manage increased operating expenses as we continue to invest in our infrastructure to scale our business; and
- attract, hire, train, integrate and retain qualified and motivated employees.

***Any failure of our partners to effectively deliver and promote the online incentive programs that comprise the Cardlytics platform could materially and adversely affect our business.***

We have spent the last several years and significant resources building out technology integrations with our partners to facilitate the delivery of incentive programs to our partners' customers and measure those customers subsequent in-store or digital spending. We are also reliant on our network of partners to promote their digital incentive programs and our offers that appear on these programs, increase customer awareness and leverage additional customer outreach channels like email, all of which can increase customer engagement. We believe that key factors in the success and effectiveness of our incentive program include the level of accessibility and prominence of the program on the partners' website and mobile applications and the accessibility and prominence of our offers within these programs, as well as the user interface through which a customer is presented with marketing content. In certain cases, we have little control over the prominence of the incentive program and design of the user interface that our partners choose to use. To the extent that our partners de-emphasize incentive programs or our offers that appear on these programs, make incentive programs difficult to locate on their website or mobile applications or fail to provide a user interface that is appealing to partners' customers, partners' customers may be less likely to engage with the incentive programs or our offers that appear on these programs, which could negatively impact the amount of fees that we are able to charge our marketer customers in connection with marketing campaigns, and, therefore, our revenue. In addition, a failure by our partners to properly deliver or sufficiently promote marketing campaigns may reduce the efficacy of our solutions and impair our ability to attract and retain marketers and their agencies. As a result, the revenue we generate from our Cardlytics platform may be adversely affected, which would materially and adversely affect our business, financial condition and results of operations.

***If we do not effectively grow and train our sales team, we may be unable to add new marketers or increase sales to our existing marketers and our business will be adversely affected.***

We continue to be substantially dependent on our sales team to obtain new marketers and to drive sales with respect to our existing marketers. We believe that the characteristics and skills of the best salespeople for our solutions are still being defined, as our market is relatively new. Further, we believe that there is, and will continue to be, significant competition for sales personnel with the skills and technical knowledge that we require. Our ability to achieve significant revenue growth will depend, in large part, on our success in recruiting, training, integrating and retaining sufficient numbers of sales personnel to support our revenue goals. New hires require significant training, and it may take significant time before they achieve full productivity. Our recent hires and planned hires may not become productive as quickly as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals in the markets where we do business or plan to do business. In addition, as we continue to grow, a large percentage of our sales team will be new to our company and our solutions. If we are unable to hire and train sufficient numbers of effective sales personnel, or the sales personnel are not successful in obtaining new marketers or increasing sales to our existing marketers, our business will be adversely affected.

***We generally do not have long-term commitments from marketers, and if we are unable to retain and increase sales of our solutions to marketers and their agencies or attract new marketers and their agencies, our business, financial condition and operating results would be adversely affected.***

Most marketers do business with us by placing insertion orders for particular marketing campaigns, either directly or through marketing agencies that act on their behalf. We often do not have any commitment from a marketer beyond the campaigns governed by a particular insertion order, and we frequently must compete to win further business from a marketer. In most circumstances, our insertion orders may be canceled by marketers or their marketing agencies prior to the completion of all the campaigns contemplated in the insertion orders; provided that marketers or their agencies are required to pay us for services performed prior to cancellation. As a result, our success is dependent upon our ability to outperform our competitors and win repeat business from existing marketers, while continually expanding the number of marketers for which we provide services. To maintain and increase our revenue, we must encourage existing marketers and their agencies to increase their use of our solutions and add new marketers.

Many marketers and marketing agencies, however, have only just begun using our solutions for a limited number of marketing campaigns, and our future revenue growth will depend heavily on these marketers and marketing agencies expanding their use of our solutions across campaigns and otherwise increasing their spending with us. Even if we are successful in convincing marketers and their agencies to use our solutions, it may take several months or years for them to meaningfully increase the amount that they spend with us. Further, larger marketers with multiple brands typically have individual marketing budgets and marketing decision makers for each of their brands, and we may not be able to leverage our success in securing a portion of the marketing budget of one or more of a marketer's brands into additional business with other brands. Moreover, marketers may place internal limits on the allocation of their marketing budgets to digital marketing, to particular campaigns, to a particular provider or for other reasons. In addition, we are reliant on our FI partner network to have sufficient marketing inventory within the Cardlytics platform to place the full volume of advertisements contracted for by our marketers and their agencies. Any failure to meet these demands may hamper the growth of our business and the attractiveness of our solutions.

Our ability to retain and increase sales of our solutions and attract new marketers and their agencies may be adversely affected by competitive offerings, marketing methods that are lower priced or perceived as more effective than our solutions, or a general continued reduction or decline in spending by marketers due to the global economic uncertainty and financial market conditions. Larger marketers may themselves have a substantial amount of purchase data and they may also seek to augment their own purchase data with additional purchase, impression or demographic data acquired from third-party data providers, which may allow them to develop, individually or with partners, internal targeting and measurement capabilities.

Because many of our agreements with our marketers or their agencies are not long-term, we may not be able to accurately predict future revenue streams, and we cannot guarantee that our current marketers will continue to use our solutions, or that we will be able to replace departing marketers with new marketers that provide us with comparable revenue. If we are unable to retain and increase sales of our solutions to existing marketers and their agencies or attract new marketers and their agencies for any of the reasons above or for other reasons, our business, financial condition and operating results would be adversely affected.

***We have a history of losses and may not achieve net income in the future.***

We have incurred annual net losses since inception and expect to incur net losses in certain periods in the future. During the three months ended March 31, 2026 and 2025, our net loss was \$4.5 million and \$13.3 million, respectively. We had an accumulated deficit of \$1,408.5 million as of March 31, 2026. We have never achieved net income on an annual basis, and we do not know if we will be able to achieve or sustain net income. We plan to continue to invest in our research and development and sales and marketing efforts, and we anticipate that our operating expenses will continue to increase as we scale our business and expand our operations. Our general and administrative expenses may increase as a result of our growth as well. Our ability to achieve and sustain net income is based on numerous factors, many of which are beyond our control. We may never be able to generate sufficient revenue to achieve or sustain net income.

***We operate in an emerging industry and future demand and market acceptance for our solutions is uncertain.***

We believe that our future success will depend in large part on the growth, if any, of the market for transaction-based marketing solutions. Utilization of consumer purchase data to inform marketing is an emerging industry and future demand and market acceptance for this type of marketing is uncertain. If the market in which we participate does not continue to develop or develops more slowly than we expect, our business, financial condition and operating results could be harmed.

***The market in which we participate is competitive and we may not be able to compete successfully with our current or future competitors.***

The market for transaction-based marketing and analytics is nascent and we believe that there is no one company with which we compete directly across our range of solutions. With respect to the Cardlytics platform, we believe that we are the only company that enables marketing through FI channels at scale, although we believe we currently have competition from other companies that deliver similar solutions on a smaller scale. In the future, we may face competition from online retailers, credit card companies, established enterprise software companies, advertising and marketing companies and agencies, digital publishers and mobile pay providers with access to a substantial amount of consumer purchase data or our own FI partners that have introduced, or may in the future introduce, competitive solutions. While we may successfully partner with a wide range of companies that are only moderately competitive to us, these companies may become more competitive to us in the future. As we introduce new solutions, as our existing solutions evolve and as other companies introduce new products and solutions, we are likely to face additional competition.

Some of our actual and potential competitors may have advantages over us, such as longer operating histories, significantly greater financial, technical, marketing or other resources, stronger brand and recognition, larger intellectual property portfolios and broader global distribution and presence. In addition, our industry is evolving rapidly and is becoming increasingly competitive. Larger and more established companies may focus on transaction-based marketing and could directly compete with us. Smaller companies could also launch new products and services that we do not offer and that could gain market acceptance quickly.

## [Table of Contents](#)

Our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements. Larger competitors are also often in a better position to withstand any significant reduction in capital spending and will therefore not be as susceptible to economic downturns and inflationary pressure. In addition, current or potential competitors may be acquired by third parties with greater available resources. As a result of such relationships and acquisitions, our current or potential competitors might be able to adapt more quickly to new technologies and customer needs, devote greater resources to the promotion or sale of their products and services, initiate or withstand substantial price competition, take advantage of other opportunities more readily or develop and expand their product and service offerings more quickly than we can. For all of these reasons, we may not be able to compete successfully against our current or future competitors.

***If we fail to identify and respond effectively to rapidly changing technology and industry needs, our solutions may become less competitive or obsolete.***

Our future success depends on our ability to adapt and innovate. To attract, retain and increase new marketers and partners, we will need to expand and enhance our solutions to meet changing needs, add functionality and address technological advancements. If we are unable to adapt our solutions to evolving trends in the marketing industry, if we are unable to properly identify and prioritize appropriate solution development projects or if we fail to develop and effectively market new solutions or enhance existing solutions to address the needs of existing and new marketers and partners, we may not be able to achieve or maintain adequate market acceptance and penetration of our solutions, or our solutions may become less competitive or obsolete.

In addition, new, more effective or less costly technologies may emerge that use data sources that we do not have access to, that use entirely different analytical methodologies than we do or that use other indicators of purchases by consumers. If existing and new marketers and their agencies perceive greater value in alternative technologies or data sources, our ability to compete for marketers and their agencies could be materially and adversely affected.

***A number of factors could impair our ability to collect the significant amounts of data that we use to deliver our solutions.***

Our ability to collect and use data may be restricted or prevented by a number of other factors, including:

- the failure of our network or software systems, or the network or software systems of our partners;
- decisions by our partners to restrict our ability to collect data from them (which decision they may be able to make at their discretion) or to refuse to implement the mechanisms that we request to ensure compliance with our technical requirements or legal obligations;
- decisions by our partners to limit our ability to use their purchase data outside of the applicable banking channel;
- decisions by our partners' customers to opt out of the incentive program or to use technology that reduces our ability to deliver relevant advertisements;
- interruptions, failures or defects in our or our partners' data collection, mining, analysis and storage systems;
- changes in regulations impacting the collection and use of data;
- changes in browser or device functionality and settings, and other new technologies, which impact our partners' ability to collect and/or share data about their customers; and
- changes in international laws, rules, regulations and industry standards or increased enforcement of international laws, rules, regulations, and industry standards.

Any of the above-described limitations on our ability to successfully collect, utilize and leverage data could also materially impair the optimal performance of our solutions and severely limit our ability to target consumers or bill marketers for our services, which would harm our business, financial condition and operating results.

***The efficacy of some of our solutions depends upon third-party data providers.***

We rely on several third parties to assist us in matching our anonymized identifiers with third-party identifiers. This matching process enables us to, among other things, use transaction data to measure in-store and online campaign sales impact or provide marketers with valuable visibility into the behaviors of current or prospective customers both within and outside the context of their marketing efforts. If any of these key data providers were to withdraw or withhold their identifiers from us, or if we fail to renew the agreements governing the relationships with such providers, our ability to provide our solutions could be adversely affected, and certain marketers may severely limit their spending on our solutions or stop spending with us entirely. Replacements for any of these third-party identifiers may not fit the needs of certain marketers or be available in a timely manner or under economically beneficial terms.

***Defects, errors or delays in our solutions could harm our reputation, which would harm our operating results.***

The technology underlying our solutions may contain material defects or errors that could adversely affect our ability to operate our business and cause significant harm to our reputation. This risk is compounded by the complexity of the technology underlying our solutions and the large amounts of data that we leverage and process. In addition, with regard to the Cardlytics platform, if we are unable to attribute Consumer Incentives to our partners' customers in a timely manner, our FI partners may limit or discontinue their use of our solutions. Any such error, failure, malfunction, disruption or delay could result in damage to our reputation and could harm our business, financial condition and operating results.

***Significant system disruptions, loss of data center capacity, or changes to our data hosting solutions could adversely affect our business, financial condition and operating results.***

Our business is heavily dependent upon highly complex data processing capabilities. We currently contract with Amazon Web Services for our cloud-hosting solutions. We have largely migrated our data storage capabilities to Amazon Web Services' cloud-hosting solution. If we do not complete the migration in a seamless fashion or fail to administer the cloud-hosting solution in a well-managed, secure and effective manner, we may experience unplanned service disruptions or unforeseen costs. If for any reason our arrangements with our data-hosting solutions are terminated, or if we are unable to renew our agreements on commercially reasonable terms, we may be required to transfer that portion of our operations to new data-hosting solutions, and we may incur significant costs and possible service interruption in connection with doing so. Further, protection of our data-hosting solutions against damage or interruption from cyber-attacks, fire, flood, tornadoes, power loss, telecommunications or equipment failure or other disasters and events beyond our control is important to our continued success. Any damage to, or failure of, the systems of the data-hosting solutions that we utilize could result in interruptions to the availability or functionality of our solutions. In addition, the failure of the data-hosting solutions that we utilize to meet our capacity requirements could result in interruptions in the availability or functionality of our solutions or impede our ability to scale our operations. Any damage to the data-hosting solutions that we utilize that causes loss of capacity or otherwise causes interruptions in our operations could materially adversely affect our ability to quickly and effectively respond to our marketers' or partners' requirements, which could result in loss of their confidence, adversely impact our ability to attract new marketers or partners and force us to expend significant resources. The occurrence of any such events could adversely affect our business, financial condition and operating results.

***Seasonal fluctuations in marketing activity could adversely affect our cash flows.***

We expect our revenue, operating results, cash flows from operations and other key performance metrics to vary from quarter to quarter in part due to the seasonal nature of our marketers' spending on digital marketing campaigns. For example, many marketers tend to devote a significant portion of their budgets to the fourth quarter of the calendar year to coincide with consumer holiday spending and to reduce spend in the first quarter of the calendar year. Seasonality could have a material impact on our revenue, operating results, cash flow from operations and other key performance metrics from period to period.

***Our corporate culture has contributed to our success, and if we cannot maintain it, we could lose the innovation, creativity and teamwork fostered by our culture, and our business may be harmed.***

As of March 31, 2026, we had 224 full-time employees. We may further expand our overall headcount and operations, with no assurance that we will be able to do so while effectively maintaining our corporate culture. We believe our corporate culture is one of our fundamental strengths as it enables us to attract and retain top talent and deliver superior results for our customers. As we grow, change and integrate acquired businesses and their employees, we may find it difficult to preserve our corporate culture, which could reduce our ability to innovate and operate effectively. In turn, the failure to preserve our culture could negatively affect our ability to attract, recruit, integrate and retain employees, continue to perform at current levels and effectively execute our business strategy. Additionally, available share count, at current market price, may limit our ability to attract and retain key talent as a part of our equity compensation.

***If we are unable to attract, integrate and retain additional qualified personnel, including top technical talent, our business could be adversely affected.***

Our future success depends in part on our ability to identify, attract, integrate and retain highly skilled technical, managerial, sales and other personnel, including top technical talent from the industry. We face intense competition for qualified individuals from numerous other companies, including other software and technology companies, many of whom have greater financial and other resources than we do. These companies also may provide more diverse opportunities and better chances for career advancement. Some of these characteristics may be more appealing to high-quality candidates than those we have to offer. In addition, new hires often require significant training and, in many cases, take significant time before they achieve full productivity. We may incur significant costs to attract and retain qualified personnel, including significant expenditures related to salaries and benefits and compensation expenses related to equity awards, and we may lose new employees to our competitors or other companies before we realize the benefit of our investment in recruiting and training them. Additionally, available share count, at current market price, may limit our ability to attract and retain key talent as a part of our equity compensation. Moreover, new employees may not be or become as productive as we expect, as we may face challenges in adequately or appropriately integrating them into our workforce and culture. In addition, as we move into new geographies, we will need to attract and recruit skilled personnel in those areas. We have little experience with recruiting in geographies outside of the U.S. and the U.K., and may face additional challenges in attracting, integrating and retaining international employees. If we are unable to attract, integrate and retain suitably qualified individuals who are capable of meeting our growing technical, operational and managerial requirements, on a timely basis or at all, our business may be adversely affected.

***We are dependent on the continued services and performance of our senior management and other key personnel, the loss of any of whom could adversely affect our business.***

Our future success depends in large part on the continued contributions of our senior management and other key personnel. In particular, the leadership of key management personnel is critical to the successful management of our company, the development of our solutions and our strategic direction. We do not maintain "key person" insurance for any member of our senior management team or any of our other key employees. Our U.S.-based senior management and key personnel are all employed on an at-will basis, which means that they could terminate their employment with us at any time, for any reason and without notice. The loss of any of our key management personnel could significantly delay or prevent the achievement of our development and strategic objectives and adversely affect our business.

***Our international sales and operations subject us to additional risks that can adversely affect our business, operating results and financial condition.***

During the three months ended March 31, 2026 and 2025, we derived 17.4% and 8.9%, respectively, of our revenue from outside the U.S. While substantially all of our operations are located in the U.S., we have offices in the U.K. and Taiwan and may continue to expand our international operations as part of our growth strategy. Our ability to convince marketers to expand their use of our solutions or renew their agreements with us is directly correlated to our direct engagement with such marketers or their agencies. To the extent that we are unable to engage with non-U.S. marketers and agencies effectively with our limited sales force capacity, we may be unable to grow sales to existing marketers to the same degree we have experienced in the U.S.

Our international operations subject us to a variety of risks and challenges, including:

- localization of our solutions, including adaptation for local practices;
- increased management, travel, infrastructure and legal and compliance costs associated with having international operations;
- fluctuations in currency exchange rates and related effects on our operating results;
- longer payment cycles and difficulties in collecting accounts receivable or satisfying revenue recognition criteria;
- increased financial accounting and reporting burdens and complexities;
- general economic conditions in each country or region, including inflationary pressure;
- the global economic uncertainty and financial market conditions;
- reduction in billings associated with the U.K. as well as issues related to foreign currency exchange rates and trade with foreign jurisdictions;
- contractual and legislative restrictions or changes;
- economic uncertainty around the world;
- compliance with foreign laws and regulations and the risks and costs of non-compliance with such laws and regulations;

## [Table of Contents](#)

- compliance with applicable laws and regulations for foreign operations, including the Foreign Corrupt Practices Act, the U.K. Bribery Act, import and export control laws, tariffs, trade barriers, economic sanctions and other regulatory or contractual limitations on our ability to sell our products in certain foreign markets, and the risks and costs of non-compliance;
- potential changes in a specific country's or region's political or economic climate, including ongoing international tension and conflict;
- heightened risks of unfair or corrupt business practices in certain geographies and of improper or fraudulent sales arrangements that may impact financial results, which may also result in restatements of financial statements or irregularities in financial statements;
- difficulties in repatriating or transferring funds from or converting currencies in certain countries;
- cultural differences inhibiting foreign employees from adopting our corporate culture;
- reduced protection for intellectual property rights in some countries and practical difficulties of enforcing rights abroad; and
- compliance with the laws of foreign taxing jurisdictions and overlap of different tax regimes.

Any of these risks could adversely affect our international operations, reduce our international revenues or increase our operating costs, adversely affecting our business, financial condition and operating results.

***If we do not manage our growth effectively, the quality of our solutions may suffer, and our business, financial condition and operating results may be negatively affected.***

The growth in our business has placed, and is expected to continue to place, a significant strain on our managerial, administrative, operational and financial resources, as well as our infrastructure. We rely heavily on information technology ("IT") systems to manage critical functions such as data storage, data processing, matching and retrieval, revenue recognition, budgeting, forecasting and financial reporting. To manage our growth effectively, we must continue to improve and expand our infrastructure, including our IT, financial and administrative systems and controls. In particular, we may need to significantly expand our IT infrastructure as the amount of data we store and transmit increases over time, which will require that we both utilize existing IT products and adopt new technologies. If we are not able to scale our IT infrastructure in a cost-effective and secure manner, our ability to offer competitive solutions will be harmed and our business, financial condition and operating results may suffer.

We must also continue to manage our employees, operations, finances, research and development and capital investments efficiently as a remote-first company where the majority of our employees are working from home. Our productivity and the quality of our solutions may be adversely affected if we do not integrate and train our new employees quickly and effectively or if we fail to appropriately coordinate across our executive, research and development, technology, service development, analytics, finance, human resources, marketing, sales, operations and customer support teams. If we continue our rapid growth, we will incur additional expenses, and our growth may continue to place a strain on our resources, infrastructure and ability to maintain the quality of our solutions. If we do not adapt to meet these evolving challenges, or if the current and future members of our management team do not effectively manage our growth, the quality of our solutions may suffer and our corporate culture may be harmed. Failure to manage our future growth effectively could cause our business to suffer, which, in turn, could have an adverse impact on our business, financial condition and operating results.

***If currency exchange rates fluctuate substantially in the future, the results of our operations could be adversely affected.***

Due to our international operations, we may be exposed to the effects of fluctuations in currency exchange rates, including inflationary pressure. We generate revenue and incur expenses for employee compensation and other operating expenses at our foreign offices in the local currency. Fluctuations in the exchange rates between the U.S. dollar and foreign currencies could result in the dollar equivalent of such revenue and expenses being lower, which could have a negative net impact on our reported operating results. Although we may in the future decide to undertake foreign exchange hedging transactions to cover a portion of our foreign currency exchange exposure, we currently do not hedge our exposure to foreign currency exchange risks.

***Our ability to use net operating losses and certain other tax attributes to offset future taxable income may be limited.***

Portions of our net operating loss ("NOL") carry-forwards could expire unused and be unavailable to offset future tax liabilities because of their limited duration or because of restrictions under U.S. tax law. As of December 31, 2025 and 2024, we had U.S. aggregate federal and state NOLs of \$990.7 million and \$900.7 million, respectively. Our federal NOLs generated in tax years beginning before January 1, 2018, are permitted to be carried forward for only 20 years under applicable U.S. tax law. Our federal NOLs generated in tax years beginning after December 31, 2017, may be carried forward indefinitely, but the deductibility of such federal NOL carry-forwards in a taxable year is limited to 80% of taxable income in such year.

In addition, under Section 382 and Section 383 of the Internal Revenue Code of 1986, as amended (the "Code"), if a corporation undergoes an "ownership change," which is generally defined as a greater than 50% change, by value, in its equity ownership over a three-year period, the corporation's ability to use its pre-change NOL carry-forwards and other pre-change tax attributes to offset its post-change taxable income or taxes may be limited. We have experienced "ownership changes" under Code Section 382 in the past, and future changes in ownership of our stock, including by reason of future offerings, as well as other changes that may be outside of our control, could result in future ownership changes under Code Section 382. If we are or become subject to limitations on our use of federal NOL carry-forwards under Code Section 382, some of our federal NOL carry-forwards could expire unutilized or underutilized, even if we earn taxable income against which our federal NOL carry-forwards could otherwise be offset. Similar provisions of state tax law may also apply to limit our use of accumulated state tax attributes. In addition, at the state level, there may be periods during which the use of NOL carry-forwards is suspended or otherwise limited, which could accelerate or permanently increase state taxes owed.

***Changes in tax laws or regulations could materially adversely affect our company.***

New tax laws or regulations could be enacted at any time, and existing tax laws or regulations could be interpreted, modified or applied in a manner that is adverse to us, which could adversely affect our business and financial condition. The U.S. government has enacted legislation, commonly referred to as the One Big Beautiful Bill Act, that along with other recent U.S. federal tax reform, has resulted in significant changes to the taxation of business entities including, among other changes, the imposition of minimum taxes and excise taxes, changes to the taxation of income derived from international operations, changes in the deduction and amortization of research and development expenditures, and limitations on the deductibility of business interest. It is uncertain if and to what extent various states will conform to federal tax legislation. The impact of such changes or any future legislation could affect our U.S. tax expense and could have a material adverse impact on our business and financial condition.

***We may not achieve the anticipated benefits of the Bridg Sale.***

For the year ended December 31, 2025, revenue from the Bridg platform accounted for approximately 9% of our total revenue. We expect to continue to focus our resources, capital, and management attention towards expanding the core Cardlytics platform. As a result, our operational and financial profile will change following the completion of the Bridg Sale, and our exposure to the risks inherent in our remaining business will increase. The Bridg Sale may result in changes to our business and growth strategies and our organizational structure, which could be disruptive to our business operations. There can no assurance that the consideration we received in connection with the Bridg Sale will exceed the revenue that the Bridg platform may have contributed to our business.

Further, we may be required to pay an amount to PAR pursuant to the Purchase Agreement entered into in connection with the Bridg Sale, which provides for a potential post-closing adjustment to the purchase price paid by PAR in the event that deferred revenue received by us prior to the Closing Date exceeds our good-faith estimate made prior to the Closing Date. We have also agreed to retain all liabilities for pre-closing operations of the Bridg business. Any requirement to spend our resources in connection with a post-closing adjustment to the purchase price or pursuant to any retained liabilities may harm our business, results of operations and financial condition.

***Future acquisitions could disrupt our business and adversely affect our business, financial condition and operating results.***

We may choose to expand by making acquisitions that could be material to our business, financial condition or operating results. Acquisitions involve many risks, including the following:

- an acquisition may negatively affect our business, financial condition, operating results or cash flows because it may require us to incur charges or assume substantial debt or other liabilities, may cause adverse tax consequences or unfavorable accounting treatment, may expose us to claims and disputes by third parties, including intellectual property claims and disputes, or may not generate sufficient financial return to offset additional costs and expenses related to the acquisition;
- we may encounter difficulties or unforeseen expenditures in integrating the business, technologies, products, personnel or operations of any company that we acquire, particularly if key personnel of the acquired company decide not to work for us;
- an acquisition, whether or not consummated, may disrupt our ongoing business, divert resources, increase our expenses and distract our management;
- an acquisition may result in a delay or reduction of purchases for both us and the company that we acquired due to uncertainty about continuity and effectiveness of solution from either company;
- we may encounter difficulties in, or may be unable to, successfully sell any acquired products or solutions;
- an acquisition may involve the entry into geographic or business markets in which we have little or no prior experience or where competitors have stronger market positions;
- challenges inherent in effectively managing an increased number of employees in diverse locations;
- potential strain on our financial and managerial controls and reporting systems and procedures;

## Table of Contents

- potential known and unknown liabilities associated with an acquired company;
- our use of cash to pay for acquisitions would limit other potential uses for our cash;
- if we incur debt to fund such acquisitions, such debt may subject us to material restrictions on our ability to conduct our business as well as financial maintenance covenants;
- the risk of impairment charges related to potential write-downs of acquired assets or goodwill in future acquisitions; and
- to the extent that we issue a significant amount of equity or convertible debt securities in connection with future acquisitions, existing stockholders may be diluted and earnings (loss) per share may decrease (increase).

We may not succeed in addressing these or other risks or any other problems encountered in connection with the integration of any acquired business. The inability to successfully integrate the business, technologies, products, personnel or operations of any acquired business, or any significant delay in achieving integration, could have a material adverse effect on our business, financial condition and operating results.

### ***Charges to earnings resulting from our acquisitions may cause our operating results to suffer.***

Under accounting principles, we have allocated the total purchase price of Bridg's net tangible assets and intangible assets based on its fair value as of the date of the acquisition, and we have recorded the excess of the purchase price over that fair value as goodwill. Our management's estimates of fair value will be based upon assumptions that they believe to be reasonable but that are inherently uncertain. The following factors, among others, could result in material charges that would cause our financial results to be negatively impacted:

- impairment of other long-term assets;
- charges for the amortization of identifiable intangible assets and for stock-based compensation; and
- accrual of newly identified pre-acquisition contingent liabilities that are identified subsequent to the finalization of the purchase price allocation.

Additional costs may include costs of employee redeployment, relocation and retention, including salary increases or bonuses, taxes and termination of contracts that provide redundant or conflicting services. Some of these costs may have to be accounted for as expenses that would negatively impact our results of operations.

### ***We may require additional capital to support growth, and such capital might not be available on terms acceptable to us, if at all, which may in turn hamper our growth and adversely affect our business.***

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new solutions or enhance our solutions, improve our operating infrastructure or acquire complementary businesses and technologies. Accordingly, we may need to engage in equity, equity-linked or debt financings to secure additional funds. If we raise additional funds through future issuances of equity or equity-linked securities, including convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities that we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing that we secure in the future could involve restrictive covenants relating to our capital-raising activities and other financial and operational matters, including the ability to pay dividends or repurchase shares of our capital stock. This may make it more difficult for us to obtain additional capital, to pursue business opportunities, including potential acquisitions, or to return capital to our stockholders. We also may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth, service our indebtedness and respond to business challenges could be significantly impaired, and our business may be adversely affected.

***Bringing new FI partners into our network may require considerable time and expense and can be long and unpredictable.***

Our FI partners and FI partner prospects engage in highly regulated businesses, are often slow to adopt technological innovation and have rigorous standards with respect to providing third parties, like us, with access to their data. Our operating results depend in part on expanding our FI partner network to maintain and enhance the scale of our solutions. The length of time that it takes to add an FI partner to our network, from initial evaluation to integration into our network, varies substantially from FI to FI and may take several years. Our sales and integration cycle with respect to our FI partners is long and unpredictable, requires considerable time and expense and may not ultimately be successful. It is difficult to predict exactly when, or even if, a new FI partner will join our network and we may not generate revenue from a new FI partner in the same period as we incurred the costs associated with acquiring such FI partner, or at all. Once an FI partner has agreed to work with us, it may take a lengthy period of time for the implementation of our solutions to be prioritized and integrated into the FI partner's infrastructure. Because a substantial portion of our expenses are relatively fixed in the short term, our operating results will suffer if revenue falls below our expectations in a particular quarter, which could cause the price of our stock to decline. Ultimately, if additions to our FI partner's network are not realized in the time period expected or not realized at all, or if an FI partner terminates its agreement with us, our business, financial condition and operating results could be adversely affected.

***Bringing new FI partners into our network, or changes made by our existing FI partners, may impede our ability to accurately forecast the performance of our network.***

Bringing new FI partners into our network, or changes made by our existing FI partners, may impede our ability to accurately predict how certain marketing campaigns will perform, and thus may impede our ability to accurately forecast the performance of our network. Such inaccurate predictions could result in marketing campaigns underperforming, which impacts the total fees we can collect from marketers, or over performing, which may result in us paying certain Consumer Incentives to consumers without adequate compensation from the marketers. The amount of time it will take us to be able to understand the impact of a new FI partner on our network or changes made by an existing FI partner is uncertain and difficult to predict. Additionally, our understanding of the impact of any given FI partner is subject to change at any time, as such understanding can be impacted by factors such as changes to an FI partner's business strategy, changes to an FI partner's user interface, or changes in the behavior or makeup of an FI partner's consumer base.

***If we are not able to maintain and enhance our brand, our business, financial condition and operating results may be adversely affected.***

We believe that developing and maintaining awareness of the Cardlytics brand in a cost-effective manner is critical to achieving widespread acceptance of our existing solutions and future solutions and is an important element in attracting new marketers and partners. Furthermore, we believe that the importance of brand recognition will increase as competition in our market increases. Successful promotion of our brand will depend largely on the effectiveness of our marketing efforts and on our ability to deliver valuable solutions for our marketers, their agencies and our partners. In the past, our efforts to build our brand have involved significant expense. Brand promotion activities may not yield increased revenue and billings, and even if they do, any increased revenue and billings may not offset the expenses that we incurred in building our brand. If we fail to successfully promote and maintain our brand or incur substantial expenses in an unsuccessful attempt to promote and maintain our brand, we may fail to attract enough new marketers or partners or retain our existing marketers or partners and our business could suffer.

**Risks Related to our Indebtedness**

***Servicing our debt may require a significant amount of cash. We may not have sufficient cash flow from our business to pay our indebtedness, and we may not have the ability to raise the funds necessary to settle for cash conversions of the 2024 Convertible Senior Notes or to repurchase the 2024 Convertible Senior Notes for cash upon a fundamental change, which could adversely affect our business and results of operations.***

In April 2024, we issued \$172.5 million principal amount of our 4.25% Convertible Senior Notes due in 2029 (the "2024 Convertible Senior Notes"). The interest rate for the 2024 Convertible Senior Notes is fixed at 4.25% per annum and is payable semi-annually in arrears on April 1 and October 1 of each year, beginning on October 1, 2024. Additionally, as of March 31, 2026, we had net borrowings of \$35.1 million against the 2018 Line of Credit. Borrowings under our 2018 Line of Credit bear an interest rate equal to the prime rate plus 0.125%.

## Table of Contents

Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness, including the 2024 Convertible Senior Notes and any borrowings under our 2018 Line of Credit, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not generate cash flows from operations in the future that are sufficient to service our debt. If we are unable to generate such cash flows, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional debt financing or equity capital on terms that may be onerous or highly dilutive. Our ability to refinance any existing or future indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations. In addition, our 2018 Line of Credit contains and our future debt agreements may contain restrictive covenants that may limit our ability to or prohibit us from adopting any of these alternatives. Our failure to comply with these covenants could result in an event of default which, if not cured or waived, could result in the acceleration of our debt.

Holders of the 2024 Convertible Senior Notes have the right to require us to repurchase their 2024 Convertible Senior Notes upon the occurrence of a fundamental change (as defined in the indenture governing the 2024 Convertible Senior Notes) at a repurchase price equal to 100% of the principal amount of the 2024 Convertible Senior Notes to be repurchased, as applicable, plus accrued and unpaid interest, if any. Upon conversion, unless we elect to deliver solely shares of our common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the 2024 Convertible Senior Notes being converted. We may not have enough available cash or be able to obtain financing at the time we are required to make repurchases in connection with such conversion and our ability to pay may additionally be limited by law, by regulatory authority or by agreements governing our existing and future indebtedness. Our failure to repurchase the 2024 Convertible Senior Notes at a time when the repurchase is required by the indentures governing the 2024 Convertible Senior Notes, as applicable, or to pay any cash payable on future conversions as required by such indenture would constitute a default under such indenture. A default under an indenture or the fundamental change itself could also lead to a default under agreements governing our existing and future indebtedness. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the 2024 Convertible Senior Notes or make cash payments upon conversions thereof.

In addition, our indebtedness, combined with our other financial obligations and contractual commitments, could have other important consequences. For example, it could:

- make us more vulnerable to adverse changes in the U.S. and worldwide economic climate;
- negatively expose us to competitive conditions and adverse changes in government regulation;
- limit our flexibility in planning for, or reacting to, changes in our business and our industry;
- place us at a disadvantage compared to our competitors who have less debt;
- limit our ability to borrow additional amounts for working capital, funding future acquisitions, and other general corporate purposes; and
- make an acquisition of our company less attractive or more difficult.

Any of these factors could harm our business, results of operations, and financial condition. In addition, if we incur additional indebtedness, the risks related to our business and our ability to service or repay our indebtedness would increase.

***The conditional conversion feature of either series of 2024 Convertible Senior Notes, if triggered, may adversely affect our financial condition and results of operations.***

In the event the conditional conversion feature of either series of 2024 Convertible Senior Notes is triggered, holders of such 2024 Convertible Senior Notes will be entitled to convert their 2024 Convertible Senior Notes at any time during specified periods at their option. If one or more holders elect to convert their 2024 Convertible Senior Notes, as applicable, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their 2024 Convertible Senior Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the applicable series of 2024 Convertible Senior Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

***Transactions relating to our 2024 Convertible Senior Notes may affect the value of our common stock.***

The conversion of some or all of the 2024 Convertible Senior Notes would dilute the ownership interests of existing stockholders to the extent we satisfy our conversion obligation by delivering shares of our common stock upon any conversion of such 2024 Convertible Senior Notes. Our 2024 Convertible Senior Notes may become in the future convertible at the option of their holders under certain circumstances. If holders of our 2024 Convertible Senior Notes elect to convert their 2024 Convertible Senior Notes, we may settle our conversion obligation by delivering to them a significant number of shares of our common stock, which would cause dilution to our existing stockholders.

We do not make any representation or prediction as to the direction or magnitude of any potential effect that the transactions described above may have on the price of the 2024 Convertible Senior Notes or our common stock.

**Risks Related to Regulatory and Intellectual Property Matters**

***We and our FI partners are subject to stringent and evolving U.S. and foreign privacy and data security laws, rules, contractual obligations, regulation, industry standards, policies and other obligations related to data privacy and security. The actual or perceived failure by us, our partners, or other third parties with whom we work to comply with such obligations could lead to regulatory investigations or actions, litigation (including class action claims), mass arbitration demands, disruptions of our business operations, or loss of customers or sales, harm our reputation, result in significant expense or loss of revenue or profits, subject us to significant fines and liability or otherwise adversely affect our business.***

In the ordinary course of business, we collect, receive, store, process, use, generate, transfer, disclose, make accessible, protect, secure, dispose of, transmit, and share personal data and other sensitive information including proprietary and confidential business data, trade secrets, and intellectual property ("process") necessary to operate our business, for legal and marketing purposes, and for other business-related purposes. We, our FI partners, our marketers and other third parties with whom we work are subject to a number of data privacy and security obligations, such as various laws, regulations, guidance, industry standards, external and internal privacy policies, contractual requirements, and other obligations relating to data privacy and security as well as laws and regulations regarding online services and the Internet generally. We rely on our FI partners not to provide us any "personal data" as defined under relevant data protection regimes; however, to the extent such FI partners fail to do so, we may have exposure to data protection obligations and the failure of which to comply with such obligations could lead to material adverse consequences.

In the U.S., the rules and regulations to which we, directly or contractually through our partners, or our marketers are or may be subject, include but are not limited to those promulgated under the authority of the Federal Trade Commission, the Electronic Communications Privacy Act, the Computer Fraud and Abuse Act, the Gramm-Leach-Bliley Act and state cybersecurity, privacy and breach notification laws.

The regulatory framework for online services and data privacy and security issues worldwide can vary substantially from jurisdiction to jurisdiction, is rapidly evolving and is likely to remain uncertain for the foreseeable future. Many of these obligations conflict with each other, and interpretation of these laws, rules and regulations and their application to our solutions in the U.S. and foreign jurisdictions is ongoing and cannot be fully determined at this time.

Numerous U.S. states have enacted comprehensive privacy laws that impose certain obligations on covered businesses, including providing specific disclosures in privacy notices and affording residents with certain rights concerning their personal data. As applicable, such rights may include the right to access, correct, or delete certain personal data, and to opt-out of certain data processing activities, such as targeted advertising, profiling, and automated decision-making. The exercise of these rights may impact our business and ability to provide our products and services. Certain states also impose stricter requirements for processing certain personal data, including sensitive information, such as conducting data privacy impact assessments. These state laws allow for statutory fines for noncompliance. For example, the California Consumer Privacy Act of 2018 ("CCPA") applies to personal data of consumers, business representatives, and employees who are California residents, and requires businesses subject to the CCPA to provide specific disclosures in privacy notices and respond to requests of such individuals to exercise certain privacy rights. The CCPA provides for fines and allows private litigants affected by certain data breaches to recover significant statutory damages.

Similar laws are being considered in several other states, as well as at the federal and local levels. These developments may further complicate compliance efforts, and may increase legal risk and compliance costs for us and the third parties with whom we work.

Outside of the U.S., an increasing number of laws, regulations, and industry standards govern data privacy and security. For example, the European Union's General Data Protection Regulation ("EU GDPR") and the United Kingdom's GDPR ("U.K. GDPR") impose strict requirements for processing personal data. For example, under the EU GDPR, companies may face temporary or definitive bans on data processing and other corrective actions, fines of up to 20 million euros or 4% of annual global revenue (whichever is greater), or private litigation related to processing of personal data brought by classes of data subjects or consumer protection organizations authorized at law to represent their interests. An example of the type of international regulation to which we may be subject is the U.K.'s Privacy and Electronic Communications Regulations 2011 ("PECR"), which implements the requirements of Directive 2009/136/EC (which amended Directive 2002/58/EC), which is known as the ePrivacy Directive. The PECR regulates various types of electronic direct marketing that use cookies and similar technologies. The PECR also imposes sector-specific breach reporting requirements, but these requirements only apply to providers of certain public electronic communications services. Additional European Union member state laws of this type may follow.

In the ordinary course of business, we transfer personal data from Europe and other jurisdictions to the U.S. or other countries. Europe and other jurisdictions have enacted laws requiring data to be localized or limiting the transfer of personal data to other countries. In particular, the European Economic Area ("EEA") and the U.K. have significantly restricted the transfer of personal data to the U.S. and other countries whose privacy laws it believes are inadequate. Other jurisdictions may adopt, or have already adopted, similarly stringent data localization and cross-border data transfer laws. Although there are currently various mechanisms that may be used to transfer personal data from the EEA and U.K. to the U.S. in compliance with law, such as the EEA standard contractual clauses and U.K.'s International Data Transfer Agreement, and the EU-U.S. Data Privacy Framework and the U.K. extension thereto (which allows for transfers to relevant U.S.-based organizations who self-certify compliance and participate in the framework), these mechanisms are subject to legal challenges, and there is no assurance that we can satisfy or rely on these measures to lawfully transfer personal data to the U.S. If there is no lawful manner for us to transfer personal data from the EEA, the U.K., or other jurisdictions to the U.S., or if the requirements for a legally compliant transfer are too onerous, we could face significant adverse consequences, including the interruption or degradation of our operations, the need to relocate part of or all of our business or data processing activities to other jurisdictions at significant expense, increased exposure to regulatory actions, substantial fines and penalties, the inability to transfer data and work with partners, vendors and other third parties, and injunctions against our processing or transferring of personal data necessary to operate our business. Additionally, companies that transfer personal data out of the EEA and U.K. to other jurisdictions, particularly to the U.S., are subject to increased scrutiny from regulators, individual litigants, and activist groups. Some European regulators have ordered certain companies to suspend or permanently cease certain transfers out of the EEA for allegedly violating GDPR's cross-border data transfer limitations.

Additionally, the U.S. Department of Justice issued a rule entitled the Preventing Access to U.S. Sensitive Personal Data and Government-Related Data by Countries of Concern or Covered Persons, which places additional restriction on certain data transactions involving countries of concern (e.g., China, Russia, Iran) and covered persons (i.e., individuals and entities who are designated as such by the U.S. Attorney General or considered "foreign persons" and are majority owned by, organized under the laws of, a primary resident in, or a contractor of, a covered person or country of concern, as applicable) that impacts certain of our business activities such as vendor engagements, sale or sharing of data, employment of certain individuals, and investor agreements. The rule applies regardless of whether data is anonymized, key-coded, pseudonymized, de-identified or encrypted which presents particular challenges for companies like ours. Violations of the rule could lead to significant civil and criminal fines and penalties.

Our Bridg business relied on the acquisition and sale of personal data, including data obtained from third-party data suppliers. The acquisition and sale of personal data from or to third parties has become subject to increased regulatory scrutiny. For example, some data suppliers are required to register as data brokers under various laws which exposes them to increased scrutiny. As an example, California's Delete Act requires data brokers to honor single, verifiable requests from California consumers to delete all of their personal information held by all registered data brokers and their service providers. These laws also require additional compliance efforts (such as providing notices, obtaining consents, or establishing a valid legal basis for the relevant data processing activity). Moreover, third-party data suppliers have recently been subject to increased litigation under various claims of violating certain state privacy laws. Obtaining and selling personal data carries risk to us. These challenges may make it so difficult for us and our suppliers to provide the data and the costs associated with the data materially increase or may materially decrease the availability of data that we or our data suppliers can provide.

Our employees and personnel use generative AI technologies to perform their work, and the disclosure and use of personal data in generative AI technologies is subject to various privacy laws and other privacy obligations. Governments have passed and are likely to pass additional laws regulating generative AI. Our use of this technology could result in additional compliance costs, regulatory investigations and actions, and lawsuits. If we are unable to use generative AI, it could make our business less efficient and result in competitive disadvantages. Such AI related laws may also impact our ability to build AI into our offerings, or may result in increased compliance costs and risks.

In addition to data privacy and security laws, we are also bound by contractual obligations related to data privacy and security, and our efforts to comply with such obligations may not be successful. We publish privacy policies, marketing materials, white papers and other statements, such as statements related to compliance with certain certifications or self-regulatory principles concerning data privacy and security. Regulators are increasingly scrutinizing these statements, and if these policies, materials or statements are found to be deficient, lacking in transparency, deceptive, unfair, or misrepresent our practices, we may be subject to investigation, enforcement actions by regulators or other adverse consequences.

Our business is materially reliant on revenue from behavioral, interest-based, or tailored advertising (collectively, "targeted advertising"), but delivering targeted advertisements is becoming increasingly difficult due to changes to our ability to gather information about user behavior through third-party platforms, new laws and regulations, and consumer resistance. Major technology platforms on which we rely to gather information about consumers have adopted or proposed measures to provide consumers with additional control over the collection, use, and sharing of their personal data for targeted advertising purposes. In addition, legislative proposals and present laws and regulations regulate the use of cookies and other tracking technologies, electronic communications, and marketing. Partially as a result of these developments, individuals are becoming increasingly resistant to the collection, use, and sharing of personal data to deliver targeted advertising. Individuals are now more aware of options related to consent, "do not track" mechanisms (such as browser signals from the Global Privacy Control), and "ad-blocking" software to prevent the collection of their personal data for targeted advertising purposes. As a result, we may be required to change the way we market our products, and any of these developments or changes could materially impair our ability to reach new or existing customers or otherwise negatively affect our operations.

Obligations related to data privacy and security (and individuals' data privacy expectations) are quickly changing, becoming increasingly stringent, and creating regulatory uncertainty. Additionally, these obligations may be subject to differing applications and interpretations, which may be inconsistent or conflict among jurisdictions. Our business model depends on our ability to process data so we are particularly exposed to the rapidly changing legal landscape. Preparing for and complying with these obligations requires us to devote significant resources, which may necessitate changes to our services, information technologies, systems, and practices and to the services, information, technologies, systems and practices of any third parties that process personal data on our behalf. In addition, these obligations may require us to change our business model. We may, for example, be required to, or otherwise may determine that it is advisable to, develop or obtain additional tools and technologies for validation of certain of our limited sales related to purchases to compensate for a potential lack of other data. Even if we are able to do so, such additional tools may be subject to further regulation, time consuming to develop or costly to obtain, and less effective than our current use of data.

We may at times fail (or be perceived to have failed) in our efforts to comply with our data privacy and security obligations. Moreover, despite our efforts, our personnel or third with whom we work may fail to comply with such obligations, which could negatively impact our business operations. If we or the third parties with whom we work fail, or are perceived to have failed, to address or comply with applicable data privacy and security obligations, we could face significant consequences, including, but not limited to: government enforcement actions (which could result in investigations, fines, penalties, audits and inspections), litigation (including class-action claims), additional reporting requirements and/or oversight, bans on processing personal data and orders to destroy or not use personal data. In particular, plaintiffs have become increasingly more active in bringing privacy-related claims against companies, including class action litigation and mass arbitration demands. Some of these claims allow for the recovery of statutory damages on a per violation basis, and, if viable, carry the potential for monumental statutory damages, depending on the volume of data and the number of violations. Any of these events could have a material adverse effect on our reputation, business or financial condition, potentially resulting in negative consequences including, but not limited to loss of customers, interruptions or stoppages in our business operations, inability to process personal data or to operate in certain jurisdictions, limited ability to develop or commercialize our products, expenditure of time and resources to defend any claim or inquiry, adverse publicity or substantial changes to our business model or operations.

***Failure to protect our proprietary technology and intellectual property rights could substantially harm our business, financial condition and operating results.***

Our future success and competitive position depend in part on our ability to protect our intellectual property and proprietary technologies. To safeguard these rights, we rely on a combination of patent, trademark, copyright and trade secret laws and contractual protections in the U.S. and other jurisdictions, all of which provide only limited protection and may not now or in the future provide us with a competitive advantage.

As of the date of filing, we had seventeen issued patents relating to our software. We cannot assure you that any patents will issue from any patent applications, that patents that issue from such applications will give us the protection that we seek or that any such patents will not be challenged, invalidated or circumvented. Any patents that may issue in the future from our pending or future patent applications may not provide sufficiently broad protection and may not be enforceable in actions against alleged infringements. We have registered the "Cardlytics" and "Rippl" names and logos in the U.S. and certain other countries. We have registrations and/or pending applications for additional marks in the U.S. and other countries; however, we cannot assure you that any future trademark registrations will be issued for pending or future applications or that any registered trademarks will be enforceable or provide adequate protection of our proprietary rights. We also license software from third parties for integration into our products, including open-source software and other software available on commercially reasonable terms. We cannot assure you that such third parties will maintain such software or continue to make it available.

In order to protect our unpatented proprietary technologies and processes, we rely on trade secret laws and confidentiality agreements with our employees, consultants, vendors and others. We may not have obtained valid and enforceable assignment agreements, waivers of moral rights, or invention-assignment acknowledgments from all current and former employees, contractors, and consultants, and any gaps or defects in chain of title could impair our ability to assert or defend our intellectual property rights or require costly remediation. Despite our efforts to protect our proprietary technology and trade secrets, unauthorized parties may attempt to misappropriate, reverse engineer or otherwise obtain and use them. Additionally, certain FIs have a right to obtain the source code underlying Cardlytics Ad Server through the release of source code held in escrow upon the occurrence of specified events, which could compromise the proprietary nature of the Cardlytics platform and/or allow these FIs to discontinue the use of our solutions.

In addition, others may independently discover our trade secrets, in which case we would not be able to assert trade secret rights or develop similar technologies and processes. Further, the contractual provisions that we enter into may not prevent unauthorized use or disclosure of our proprietary technology or intellectual property rights and may not provide an adequate remedy in the event of unauthorized use or disclosure of our proprietary technology or intellectual property rights. Moreover, policing unauthorized use of our technologies, trade secrets and intellectual property is difficult, expensive and time-consuming, particularly in foreign countries where the laws may not be as protective of intellectual property rights as those in the U.S. and where mechanisms for enforcement of intellectual property rights may be weak. We may be unable to determine the extent of any unauthorized use or infringement of our solutions, technologies or intellectual property rights.

From time to time, legal action by us may be necessary to enforce our patents and other intellectual property rights, protect our trade secrets, determine the validity and scope of the intellectual property rights of others or defend against claims of infringement or invalidity. Such legal action could result in substantial costs and diversion of resources and could negatively affect our business, financial condition and operating results.

***Assertions by third parties of infringement or other violations by us of their intellectual property rights, whether or not correct, could result in significant costs and harm our business, financial condition and operating results.***

Patent and other intellectual property disputes are common in our industry. We have in the past and may in the future be subject to claims alleging that we have misappropriated, misused, or infringed other parties' intellectual property rights. Some companies, including certain of our competitors, own larger numbers of patents, copyrights and trademarks than we do, which they may use to assert claims against us. Third parties may also assert claims of intellectual property rights infringement against our partners, whom we are typically required to indemnify. As the numbers of solutions and competitors in our market increases and overlap occurs, claims of infringement, misappropriation and other violations of intellectual property rights may increase. Any claim of infringement, misappropriation or other violation of intellectual property rights by a third party, even those without merit, could cause us to incur substantial costs defending against the claim and could distract our management from our business.

The patent portfolios of our most significant competitors are larger than ours. This disparity may increase the risk that they may sue us for patent infringement and may limit our ability to counterclaim for patent infringement or settle through patent cross-licenses. In addition, future assertions of patent rights by third parties, and any resulting litigation, may involve patent holding companies or other adverse patent owners who have no relevant product revenues and against whom our own patents may therefore provide little or no deterrence or protection. There can be no assurance that we will not be found to infringe or otherwise violate any third-party intellectual property rights or to have done so in the past.

An adverse outcome of a dispute may require us to:

- pay substantial damages, including treble damages, if we are found to have willfully infringed a third party's patents or copyrights;
- cease developing or selling solutions that rely on technology that is alleged to infringe or misappropriate the intellectual property of others;
- expend additional development resources to attempt to redesign our solutions or otherwise develop non-infringing technology, which may not be successful;

- enter into potentially unfavorable royalty or license agreements in order to obtain the right to use necessary technologies or intellectual property rights; and
- indemnify our partners and other third parties.

In addition, royalty or licensing agreements, if required or desirable, may be unavailable on terms acceptable to us, or at all, and may require significant royalty payments and other expenditures. Some licenses may also be non-exclusive, and therefore our competitors may have access to the same technology licensed to us. Any of the foregoing events could seriously harm our business, financial condition and operating results.

***Our use of open-source software could negatively affect our ability to sell our solutions and subject us to possible litigation.***

We use open-source software to deliver our solutions and expect to continue to use open-source software in the future. Some of these open-source licenses may require that source code subject to the license be made available to the public and that any modifications or derivative works to open-source software continue to be licensed under open-source licenses. This may require that we make certain proprietary code available under an open-source license. We may face claims from others claiming ownership of, or seeking to enforce the license terms applicable to, such open-source software, including by demanding release of the open-source software, derivative works or our proprietary source code that was developed using such software. Few of the licenses applicable to open-source software have been interpreted by courts, and there is a risk that these licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our products. These claims could also result in litigation, require us to purchase costly licenses or require us to devote additional research and development resources to change the software underlying our solutions, any of which would have a negative effect on our business, financial condition and operating results and may not be possible in a timely manner. We and our customers may also be subject to suits by parties claiming infringement due to the reliance by our solutions on certain open-source software, and such litigation could be costly for us to defend or subject us to an injunction. In addition, if the license terms for the open-source code change, we may be forced to re-engineer our software or incur additional costs. Finally, we cannot assure you that we have not incorporated open-source software into the software underlying our solutions in a manner that may subject our proprietary software to an open-source license that requires disclosure, to customers or the public, of the source code to such proprietary software. In the event that portions of our proprietary technology are determined to be subject to an open-source license, we could be required to publicly release portions of our source code, re-engineer all or a portion of our technologies, or otherwise be limited in the licensing of our technologies, each of which could reduce or eliminate the value of our solutions and technologies and materially and adversely affect our ability to sustain and grow our business. Many open-source licenses also limit our ability to bring patent infringement lawsuits against open-source software that we use without losing our right to use such open-source software. Therefore, the use of open-source software may limit our ability to bring patent infringement lawsuits, to the extent we ever have any patents that cover open-source software that we use.

***Risks related to our development, deployment, or use of AI and machine learning technologies could adversely affect our business, financial condition, results of operations, and reputation.***

We have integrated, and may continue to integrate, AI and machine learning ("ML") technologies into our products, services, and internal operations. The development, adoption, and use of AI and ML technologies present significant risks and challenges that could adversely affect our business.

AI and ML technologies are complex, rapidly evolving, and may produce inaccurate, biased, or otherwise flawed outputs. If AI systems we develop or deploy generate errors, biased results, or harmful content, we could face reputational harm, loss of customer confidence, competitive harm, and legal liability. Additionally, our use of AI may result in outputs that infringe or misappropriate intellectual property rights of third parties, which could expose us to claims and litigation. There is also uncertainty regarding whether and to what extent intellectual property protections apply to content generated by AI systems.

AI-generated outputs may contain errors, biases, or hallucinations, may be insufficiently explainable for financial-institution compliance review, and may require human-in-the-loop oversight, which could reduce efficiency, increase costs, or lead to campaign rejection or remediation.

Our competitors and other third parties may incorporate AI into their products and services more quickly or effectively than we do, which could impair our ability to compete effectively and adversely affect our business. Conversely, our reliance on AI technologies may create dependencies on third-party AI providers, whose services may become unavailable, experience disruptions, or become subject to unfavorable terms.

The use of AI and ML may also create cybersecurity and data privacy risks, including through adversarial attacks designed to manipulate AI outputs, unauthorized access to training data, or unintended disclosure of personal or confidential information. Adversaries also continue to incorporate AI in their tactics and procedures thereby operating at unprecedented scale. We may face challenges in ensuring that our use of AI complies with applicable data protection laws, particularly with respect to the collection and use of data for AI training purposes.

## [Table of Contents](#)

Any of the foregoing risks could have a material adverse effect on our business, financial condition, results of operations, cash flows, and reputation.

***We are subject to government regulation, including import, export, economic sanctions and anti-corruption laws and regulations that may expose us to liability and increase our costs.***

Various of our products are subject to U.S. export controls, including the U.S. Department of Commerce's Export Administration Regulations and economic and trade sanctions regulations administered by the U.S. Treasury Department's Office of Foreign Assets Controls. These regulations may limit the export of our products and provision of our solutions outside of the U.S., or may require export authorizations, including by license, a license exception or other appropriate government authorizations, including annual or semi-annual reporting. Export control and economic sanctions laws may also include prohibitions on the sale or supply of certain of our products to embargoed or sanctioned countries, regions, governments, persons and entities. In addition, various countries regulate the importation of certain products, through import permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our products. The exportation, reexportation, and importation of our products and the provision of solutions, including by our partners, must comply with these laws or else we may be adversely affected, through reputational harm, government investigations, penalties and a denial or curtailment of our ability to export our products or provide solutions. Complying with export control and sanctions laws may be time consuming and may result in the delay or loss of sales opportunities. Although we take precautions to prevent our products from being provided in violation of such laws, our products may have previously been, and could in the future be, provided inadvertently in violation of such laws, despite the precautions we take. If we are found to be in violation of U.S. sanctions or export control laws, it could result in substantial fines and penalties for us and for the individuals working for us. Changes in export or import laws or corresponding sanctions may delay the introduction and sale of our products in international markets, or, in some cases, prevent the export or import of our products to certain countries, regions, governments, persons or entities altogether, which could adversely affect our business, financial condition and results of operations.

We are also subject to various domestic and international anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act, as well as other similar anti-bribery and anti-kickback laws and regulations. These laws and regulations generally prohibit companies and their employees and intermediaries from directly or indirectly authorizing, offering or providing improper payments or benefits to officials and other recipients for improper purposes. We rely on certain third parties to support our sales and regulatory compliance efforts and can be held liable for their corrupt or other illegal activities, even if we do not explicitly authorize or have actual knowledge of such activities. Although we take precautions to prevent violations of these laws, our exposure for violating these laws increases as our international presence expands and as we increase sales and operations in foreign jurisdictions.

### **Risks Related to Ownership of Our Common Stock**

***The market price of our common stock has been and is likely to continue to be volatile.***

The market price of our common stock may be highly volatile and may fluctuate substantially as a result of a variety of factors, some of which are related in complex ways. Since shares of our common stock were sold in our initial public offering in February 2018 at a price of \$13.00 per share, our stock price has ranged from an intraday low of \$0.79 to an intraday high of \$161.47 through May 7, 2026. Factors that may affect the market price of our common stock include:

- actual or anticipated fluctuations in our financial condition and operating results;
- variance in our financial performance from expectations of securities analysts or investors;
- changes in the prices of our solutions;
- changes in laws or regulations applicable to our solutions;
- announcements by us or our competitors of significant business developments, acquisitions or new offerings;
- our involvement in litigation;
- our sale of our common stock or other securities in the future;
- changes in senior management or key personnel;
- trading volume of our common stock;
- changes in the anticipated future size and growth rate of our market; and
- general economic, regulatory and market conditions.

## [Table of Contents](#)

The stock markets have experienced extreme price and volume fluctuations in recent periods that have affected and continue to affect the market prices of equity securities of many companies, including our own, due to, among other factors, the actions of market participants or other actions outside of our control, including general market volatility caused by expected interest rate changes and inflation. These fluctuations have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry fluctuations, as well as general economic, political, regulatory and market conditions, may negatively impact the market price of our common stock. In the past, companies that have experienced volatility in the market price of their securities have been subject to securities class action litigation. We may be the target of this type of litigation in the future, which could result in substantial costs and divert our management's attention.

***We do not intend to pay dividends for the foreseeable future and, as a result, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.***

We have never declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the development of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of our Board of Directors. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

***Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of us more difficult, limit attempts by our stockholders to replace or remove our current management and limit the market price of our common stock.***

Provisions in our amended and restated certificate of incorporation and amended and restated bylaws may have the effect of delaying or preventing a change in control or changes in our management. Our amended and restated certificate of incorporation and amended and restated bylaws include provisions that:

- authorize our Board of Directors to issue preferred stock without further stockholder action and with voting liquidation, dividend and other rights superior to our common stock;
- require that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent, and limit the ability of our stockholders to call special meetings;
- establish an advance notice procedure for stockholder proposals to be brought before an annual meeting, including proposed nominations of persons for director nominees;
- establish that our Board of Directors is divided into three classes, with directors in each class serving three-year staggered terms;
- require the approval of holders of two-thirds of the shares entitled to vote at an election of directors to adopt, amend or repeal our amended and restated bylaws or amend or repeal the provisions of our amended and restated certificate of incorporation regarding the election and removal of directors and the ability of stockholders to take action by written consent or call a special meeting;
- prohibit cumulative voting in the election of directors; and
- provide that vacancies on our Board of Directors may be filled only by a majority of directors then in office, even though less than a quorum.

These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our Board of Directors, which is responsible for appointing the members of our management. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any "interested" stockholder for a period of three years following the date on which the stockholder became an "interested" stockholder. Any of the foregoing provisions could limit the price that investors might be willing to pay in the future for shares of our common stock, and they could deter potential acquirers of our company, thereby reducing the likelihood that you would receive a premium for your shares of our common stock in an acquisition.

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

Pursuant to our amended and restated certificate of incorporation, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: (1) any derivative action or proceeding brought on our behalf, (2) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders, (3) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws or (4) any action asserting a claim governed by the internal affairs doctrine. However, this exclusive forum provision would not apply to suits brought to enforce a duty or liability created by the Securities Act or the Exchange Act. The forum selection clause in our amended and restated certificate of incorporation may limit our stockholders' ability to obtain a favorable judicial forum for disputes with us.

#### **General Risk Factors**

***Natural or man-made disasters, pandemics and other similar events may significantly disrupt our business, and negatively impact our business, financial condition and operating results.***

A significant public health crisis, epidemic or pandemic, or a natural disaster, such as an earthquake, fire or flood, or a significant power outage could have a material adverse impact on our business, operating results and financial condition. A significant portion of our employee base, operating facilities and infrastructure are centralized in Atlanta, GA; Menlo Park, CA and New York, NY. Any of our facilities may be harmed or rendered inoperable by natural or man-made disasters, including earthquakes, tornadoes, hurricanes, wildfires, floods, nuclear disasters, acts of terrorism or other criminal activities, infectious disease outbreaks and power outages, which may render it difficult or impossible for us to operate our business for some period of time. Our facilities would likely be costly to repair or replace, and any such efforts would likely require substantial time. Any disruptions in our operations could negatively impact our business, financial condition and operating results, and harm our reputation. In addition, we may not carry business insurance or may not carry sufficient business insurance to compensate for losses that may occur. Any such losses or damages could have a material adverse effect on our business, financial condition and operating results. In addition, the facilities of significant marketers, partners or third-party data providers may be harmed or rendered inoperable by such natural or man-made disasters, which may cause disruptions, difficulties or material adverse effects on our business.

***An active trading market for our common stock may not be sustained.***

Although our common stock is listed on the Nasdaq Global Market, we cannot assure you that an active trading market for our shares will be sustained. If an active market for our common stock is not sustained, it may be difficult for investors in our common stock to sell shares without depressing the market price for the shares or to sell the shares at all.

***Future sales of our common stock in the public market could cause our share price to decline.***

Sales of a substantial number of shares of our common stock in the public market, or the perception that these sales might occur, could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities. We are unable to predict the effect that sales, particularly sales by our directors, executive officers, and significant stockholders, may have on the prevailing market price of our common stock. All of our outstanding shares of common stock are available for sale in the public market, subject only to the restrictions of Rule 144 under the Securities Act in the case of our affiliates. In addition, the shares of common stock subject to outstanding options under our equity incentive plans and the shares reserved for future issuance under our equity incentive plans, as well as shares issuable upon vesting of restricted stock unit awards, will become eligible for sale in the public market in the future, subject to certain legal and contractual limitations. In addition, certain holders of our common stock have the right, subject to various conditions and limitations, to request we include their shares of our common stock in registration statements we may file relating to our securities.

We may issue common stock or other securities if we need to raise additional capital. The number of new shares of our common stock issued in connection with raising additional capital could constitute a material portion of our then-outstanding shares of our common stock.

*If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, our stock price and trading volume could decline.*

The trading market for our common stock will depend, in part, on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If our financial performance fails to meet analyst estimates or one or more of the analysts who cover us downgrade our stock or change their opinion of our business or market value, our share price would likely decline. If one or more of these analysts cease providing coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

*Our reported financial results may be adversely affected by changes in accounting principles generally accepted in the U.S.*

Generally accepted accounting principles in the U.S. are subject to interpretation by the Financial Accounting Standards Board, the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results and could affect the reporting of transactions completed before the announcement of a change.

*Our business and operations could be negatively affected if we become subject to any securities litigation or stockholder activism.*

Our business and operations could be negatively affected if we become subject to any securities litigation or stockholder activism, which could cause us to incur significant expenses, hinder the execution of our business and growth strategy and impact the price of our common stock. We have been the subject of a putative securities class action lawsuit and stockholder activism in the past and may again in the future.

In the past, securities class action litigation often has been brought against companies following a decline in the market price of such companies' securities. In addition, stockholder activism, which could take many forms and arise in a variety of situations, has been increasing recently, and new universal proxy rules could significantly lower the cost and further increase the ease and likelihood of stockholder activism. This risk is especially relevant for us as a result of the significant stock price volatility experienced by technology companies in recent years. Volatility in our stock price or other reasons may in the future cause us to become the target of securities litigation or stockholder activism. Securities litigation and stockholder activism, including potential proxy contests, could result in substantial costs, including significant legal fees and other expenses, and divert our management and Board of Directors' attention and resources from our business. Additionally, securities litigation and stockholder activism could give rise to perceived uncertainties as to our future, adversely affect our relationships with customers and business partners, adversely affect our reputation, and make it more difficult to attract and retain qualified personnel. Our stock price could also be subject to significant fluctuation or otherwise be adversely affected by the events, risks and uncertainties of any securities litigation and stockholder activism.

## **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

### **Purchases of Equity Securities by the Issuer**

None.

### **Recent Issuances of Unregistered Securities**

None.

## **ITEM 5. OTHER INFORMATION**

None.

[Table of Contents](#)

**ITEM 6. EXHIBITS**

The exhibits listed below are filed or incorporated by reference into this Quarterly Report on Form 10-Q.

Exhibit	Exhibit Description	Incorporated by Reference				Filed Herewith
		Schedule /Form	File Number	Exhibit	Filing Date	
10.1	<a href="#">Asset Purchase Agreement among Cardlytics, Inc., PAR Technology Corporation and DB SUB, LLC, dated as of January 23, 2026</a>	10-K	001-38386	10.37	March 4, 2026	
10.2	<a href="#">Non-Employee Director Compensation Plan, As Amended and restated February 17, 2026</a>	10-K	001-38386	10.35	March 4, 2026	
10.3+^	<a href="#">Letter Agreement, by and between Cardlytics, Inc. and Amit Gupta, dated as of March 18, 2026</a>					X
10.4	<a href="#">Consent and Fifth Amendment to Amended and Restated Loan and Security Agreement</a>	10-K	001-38386	10.40	March 4, 2026	
10.5#	<a href="#">Consent and Sixth Amendment to Amended and Restated Loan and Security Agreement</a>					X
31.1	<a href="#">Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>					X
31.2	<a href="#">Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>					X
32.1*	<a href="#">Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>					X
101.ins	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					X
101.sch	Inline XBRL Taxonomy Schema with Embedded Linkbase Documents					X
104	Cover page formatted as Inline XBRL and contained in Exhibit 101					X

# Pursuant to Item 601(b)(10)(iv) of Regulation S-K promulgated by the SEC, certain portions of this exhibit have been redacted because the Company has determined that the information is both not material and is the type that the Company treats as private or confidential. The Company hereby agrees to furnish supplementally to the SEC, upon its request, an unredacted copy of the exhibit.

+ Indicates management contract or compensatory plan.

^ Certain portions of this exhibit, indicated by asterisks, have been omitted pursuant to Item 601(b)(10) of Regulation S-K because the registrant has determined that the omitted information is (i) not material and (ii) the type of information that the Company customarily and actually treats as private and confidential.

\* The certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Quarterly Report on Form 10-Q and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the registrant specifically incorporates it by reference.

**SIGNATURES**

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

**Cardlytics, Inc.**

Date: May 7, 2026

By: /s/ Amit Gupta

Amit Gupta  
Chief Executive Officer  
*(Principal Executive Officer)*

Date: May 7, 2026

By: /s/ David Evans

David Evans  
Chief Financial Officer  
*(Principal Financial and Accounting Officer)*



Amit,

On behalf of the Compensation Committee and the Board, I want to personally recognize the critical role you've played in advancing the Bridg transaction.

In recognition of your impact and the importance of this milestone for the Company, the Compensation Committee has approved a \$100,000 transaction bonus.

This bonus will be paid following the successful close of the Bridg transaction, in the first regular payroll cycle after the 45-day post-close period, and is contingent upon your continued employment through the payment date.

Thank you for your leadership and continued commitment to Cardlytics. We look forward to building on this momentum together.

Best,

/s/ Carson Napps  
Carson Napps, Chief People Officer

/s/ Amit Gupta                      March 18, 2026  
Amit Gupta, Chief Executive Office      Date

## Sixth Amendment to Amended and Restated Loan and Security Agreement

**Borrower:** Cardlytics, Inc., a Delaware corporation

**Date:** April 22, 2026

This **SIXTH AMENDMENT TO AMENDED AND RESTATED LOAN AND SECURITY AGREEMENT** (this “Amendment”) is entered into among, the Borrower named above (the “Borrower”), the lenders from time to time party to the Loan Agreement (“Lenders”) and Banc of California, a California state-chartered bank (formerly known as Pacific Western Bank) in its capacity as administrative and collateral agent for the Lenders (“Agent”).

Agent, Lenders and Borrower agree to amend the Amended and Restated Loan and Security Agreement between them, dated September 30, 2024 (as amended, the “Loan Agreement”), as follows, effective as of the date hereof except as otherwise provided below. (Capitalized terms used but not defined in this Amendment shall have the meanings set forth in the Loan Agreement.)

1. **Limited Waiver.** Borrower has advised Agent and Lenders that prior to the date of the Sixth Amendment, Borrower has from time to time failed to comply with the Minimum Cash Financial Covenant set forth in Section 5 of the Schedule (collectively, the “Minimum Cash Defaults”) as such Minimum Cash Financial Covenant required unrestricted cash to be maintained in deposit account with Agent and did not include unrestricted cash or cash equivalents maintained in deposit accounts with Agent’s Affiliates. Agent and Lenders hereby waive the Minimum Cash Defaults occurring prior to the date of the Sixth Amendment. This waiver does not constitute a waiver of the Borrower’s obligation to meet said covenant at any other date, nor does it constitute a waiver of any other term or provision of the Loan Agreement or any related document, nor an agreement to waive in the future this covenant or any other term or provision of the Loan Agreement or any related document.

2. **Added Definition of Sixth Amendment.** The definition of “Sixth Amendment” is hereby added to Section 8 of the Loan Agreement, in alphabetical order, and shall read as follows:

“**Sixth Amendment**” means that Sixth Amendment to Amended and Restated Loan and Security Agreement, dated as of April 22, 2026 by and between Borrower, Agent and Lenders.

3. **Modified Success Fee.** The Success Fee set forth in Section 3 of the Schedule is hereby amended and restated in its entirety to read as follows:

Success Fee: In the event Borrower realizes EBITDA, determined in accordance with GAAP, of [\*\*\*] or more during any twelve-month period ending at the end of any month after the date of this Agreement, Borrower shall pay Agent for the benefit of the Lenders a one-time success fee (the “Success Fee”) in the amount of \$150,000 within 30 days after the end of such month.

4. **Modified Minimum Cumulative Adjusted EBITDA Financial Covenant.** The chart in the Minimum Cumulative Adjusted EBITDA financial covenant set forth in Section 5 of the Schedule is hereby modified to add the following at the end of such chart:

Certain information has been excluded from this agreement (indicated by “[\*\*\*]”) because such information (i) is not material and (ii) is the type of information that the Company treats as private or confidential.

Period Ended	<b>Minimum Cumulative Adjusted EBITDA (000s omitted)</b> <b>“( )” denotes negative Adjusted EBTIDA, in which case Minimum Cumulative Adjusted EBITDA cannot exceed (i.e., be more negative than) the negative amounts set forth below</b>
3-months ending March 31, 2026	[***]
6-months ending June 30, 2026	[***]
9-months ending September 30, 2026	[***]
12-months ending December 31, 2026	[***]

5. **Modified Minimum Cash Covenant.** The Minimum Cash Financial Covenant set forth in Section 5 of the Schedule is hereby amended and restated to read as follows:

**Minimum Cash:** Borrower shall at all times maintain unrestricted cash or cash equivalents in deposit accounts with Agent and Agent’s Affiliates of not less than \$[\*\*\*], which shall be measured on a daily basis. Borrower acknowledges and agrees that (x) any request, check, draft, or order by Borrower or by any other Person to pay, withdraw, or otherwise transfer funds that would cause Borrower’s balance of cash at Agent, plus cash at an Agent Affiliate in an account covered by a control agreement acceptable to Agent, to be less than the amount required pursuant to this Minimum Cash Financial Covenant shall constitute an immediate Event of Default under this Agreement, and Agent and Lenders shall have no obligation to honor any such request, check, draft, or order, in its sole and absolute discretion; and (y) this Minimum Cash Financial Covenant is separate and distinct from any and all other covenants, Events of Default, and other provisions set forth in this Agreement, and all other covenants, Events of Default (including without limitation the Event of Default set forth in Section 7.1(o) of this Agreement), and other provisions shall be determined without regard to whether Borrower is, at the time, in compliance with this Minimum Cash Financial Covenant, and Borrower agrees that it shall not raise such compliance as a defense with respect to any other Event of Default.

6. **Approval of Operating Budget.** Agent and Lenders hereby confirm their approval of Borrower’s board approved annual operating budget and related projections for the fiscal year ending December 31, 2026 submitted to the Lender pursuant to Section 6(d) of the Schedule.

7. **Facility Fee.** [Reserved].

8. **Legal Expenses.** Without limitation on the terms of the Loan Documents, Borrower agrees to reimburse Lender for all its documented costs and expenses (including reasonable attorneys’ fees) incurred in connection with this Amendment.

9. **Representations True.** Borrower represents and warrants to Agent and Lenders that all representations and warranties set forth in the Loan Agreement, as amended hereby, are true and correct in all material respects, except as to representations and warranties that relate to a different date, in which case said representations and warranties continue to be true in all material respects as of said date and those representations and warranties that are conditioned by materiality, which shall be true and correct in all respects.

10. **General Release.** In consideration for Agent and Lenders entering into this Amendment, Borrower hereby irrevocably releases and forever discharges Agent, Lenders, and their successors, assigns, agents, shareholders, directors, officers, employees, agents, attorneys, parent corporations, subsidiary corporations, affiliated corporations, affiliates, participants, and each of them (collectively, the “Releasees”), from any and all claims, debts, liabilities, demands, obligations, costs, expenses, actions and causes of action, of every nature and description, known and unknown, which Borrower now has or at any time may hold, by reason of any matter, cause or thing occurred, done, omitted or suffered to be done prior to the date of this Amendment arising under or in any way related to the Loan Agreement, this Amendment or any other Loan Document or any of the transactions contemplated herein or therein (collectively, the “Released Claims”). Borrower hereby irrevocably waives the benefits of any and all statutes and rules of law to the extent the same provide in substance that a general release does not extend to claims which the creditor does not know or suspect to exist in its favor at the time of executing the release. Borrower represents and warrants that it has not assigned to any other Person any Released Claim, and agrees to indemnify Agent and Lenders against any and all actions, demands, obligations, causes of action, decrees,

awards, claims, liabilities, losses and costs, including but not limited to reasonable attorneys' fees of counsel of Lenders' choice and costs, which Lenders may sustain or incur as a result of a breach or purported breach of the foregoing representation and warranty.

11. **No Waiver.** Nothing herein constitutes a waiver of any default or Event of Default under the Loan Agreement or any other Loan Documents, whether or not known to Agent, except as provided for in Section 1 above.

12. **Applicable law.** THIS AMENDMENT AND THE OTHER LOAN DOCUMENTS SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE INTERNAL LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAWS PRINCIPLES (BUT INCLUDING AND GIVING EFFECT TO SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW), EXCEPT TO THE EXTENT ANY SUCH OTHER LOAN DOCUMENT EXPRESSLY SELECTS THE LAW OF ANOTHER JURISDICTION AS GOVERNING LAW THEREOF, IN WHICH CASE THE LAW OF SUCH OTHER JURISDICTION SHALL GOVERN.

13. **Consent to Jurisdiction.** The provisions of Section 9.21 of the Loan Agreement titled: "Consent to Jurisdiction" shall apply to this Amendment, and the terms thereof are incorporated herein by this reference.

14. **General Provisions.** Borrower hereby ratifies and confirms the continuing validity, enforceability and effectiveness of the Loan Agreement and all other Loan Documents. This Amendment, the Loan Agreement, any prior written amendments to the Loan Agreement signed by Agent, Lenders and Borrower, and the other written documents and agreements between Agent, Lenders and Borrower set forth in full all of the representations and agreements of the parties with respect to the subject matter hereof and supersede all prior discussions, representations, agreements and understandings between the parties with respect to the subject hereof. Except as herein expressly amended, all of the terms and provisions of the Loan Agreement, and all other documents and agreements between Agent and Lenders on the one hand and Borrower on the other hand shall continue in full force and effect and the same are hereby ratified and confirmed. The words "execution," "signed," "signature," "delivery," and words of like import in or relating to this Amendment and/or any document to be signed in connection with this Amendment and the transactions contemplated hereby shall be deemed to include Electronic Signatures (as defined below), deliveries or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature, physical delivery thereof or the use of a paper-based recordkeeping system, as the case may be. As used herein, "Electronic Signatures" means any electronic symbol or process attached to, or associated with, any contract or other record and adopted by a person with the intent to sign, authenticate or accept such contract or record.

15. **Mutual Waiver of Jury Trial.** AGENT AND LENDERS AND BORROWER EACH ACKNOWLEDGE THAT THE RIGHT TO TRIAL BY JURY IS A CONSTITUTIONAL RIGHT, BUT THAT IT MAY BE WAIVED. EACH OF THE PARTIES, AFTER CONSULTING OR HAVING HAD THE OPPORTUNITY TO CONSULT, WITH COUNSEL OF THEIR CHOICE, KNOWINGLY, VOLUNTARILY AND INTENTIONALLY WAIVES ANY RIGHT IT MAY HAVE TO A TRIAL BY JURY IN ANY LITIGATION BASED UPON OR ARISING OUT OF THIS AMENDMENT, THE LOAN AGREEMENT, OR ANY RELATED INSTRUMENT OR LOAN DOCUMENT OR ANY OF THE TRANSACTIONS CONTEMPLATED BY THIS AMENDMENT OR ANY COURSE OF CONDUCT, DEALING, STATEMENTS (WHETHER ORAL OR WRITTEN), ACTION OR INACTION OF ANY OF THEM. THESE PROVISIONS SHALL NOT BE DEEMED TO HAVE BEEN MODIFIED IN ANY RESPECT OR RELINQUISHED BY ANY PARTY HERETO, EXCEPT BY A WRITTEN INSTRUMENT EXECUTED BY EACH OF THEM. IF FOR ANY REASON THE PROVISIONS OF THIS SECTION ARE VOID, INVALID OR UNENFORCEABLE, THE SAME SHALL NOT AFFECT ANY OTHER TERM OR PROVISION OF THIS AMENDMENT, AND ALL OTHER TERMS AND PROVISIONS OF THIS AMENDMENT SHALL BE UNAFFECTED BY THE SAME AND CONTINUE IN FULL FORCE AND EFFECT.

[Signature Page Follows]

**Borrower:**

CARDLYTICS, INC.

By: /s/ Nick Lynton  
Name: Nick Lynton  
Title: Chief Legal and Privacy Officer

**Agent and Lender:**

BANC OF CALIFORNIA

By: /s/ Samantha Mertzel  
Name: Samantha Mertzel  
Title: Senior Vice President

*Signature Page—Sixth Amendment to Amended and Restated Loan and Security Agreement]*

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Amit Gupta, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cardlytics, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 7, 2026

By: /s/ Amit Gupta  
Amit Gupta  
Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, David Evans, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cardlytics, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 7, 2026

By: /s/ David Evans  
David Evans  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

**CERTIFICATIONS OF  
PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Amit Gupta, Chief Executive Officer and David Evans, Chief Financial Officer of Cardlytics, Inc. (the "Company") each hereby certifies that, to the best of his and her knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended March 31, 2026 (the "Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 7, 2026

By: /s/ Amit Gupta  
Amit Gupta  
Chief Executive Officer  
(Principal Executive Officer)

Date: May 7, 2026

By: /s/ David Evans  
David Evans  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

This certification accompanies the Report to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this Report, irrespective of any general incorporation language contained in such filing.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.