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

**FORM 10-K**

**(Mark One)**

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

For the fiscal year ended December 31, 2025

OR

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

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

Commission File Number: 001-41983



**Reddit, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**45-2546501**

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

**303 2nd Street, South Tower, 5th Floor  
San Francisco, California**

(Address of principal executive offices)

**94107**

(Zip Code)

**(415) 494-8016**

(Registrant's telephone number, including area code)

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

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Class A common stock, par value \$0.0001 per share	RDDT	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input 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 has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

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

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

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant, based on the closing price of the shares of Class A common stock on the New York Stock Exchange on June 30, 2025, the last business day of the registrant’s most recently completed second fiscal quarter, was approximately \$21.2 billion.

As of February 4, 2026, the registrant had outstanding 139,649,508 shares of Class A common stock, 51,386,276 shares of Class B common stock, and no shares of Class C common stock each with a par value of \$0.0001.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s definitive Proxy Statement for the registrant’s 2026 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days of the fiscal year ended December 31, 2025, are incorporated by reference in Part III of this Annual Report on Form 10-K.

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#### **NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K contains forward-looking statements about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this Annual Report on Form 10-K, including statements regarding our strategy, future financial condition, future operations, our plans with respect to our share repurchase program, projected costs, prospects, plans, objectives of management, and expected market growth, are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "shall," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential," "goal," "objective," "seeks," or "continue," or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. Forward-looking statements contained in this Annual Report on Form 10-K include, but are not limited to, statements about:

- our strategies to increase awareness of Reddit, including through search engine optimization, partnerships, and investment in full-funnel marketing;
- our strategies to increase user growth and engagement;
- our expectations regarding the growth and availability of valuable and appealing user-generated content on our platform;
- our ability to develop new products and services and bring them to market in a timely manner and make enhancements to our platform;
- our ability to implement artificial intelligence and machine learning to increase user growth and engagement and support advertising growth;
- user and advertiser growth strategies in geographies outside of the United States and in languages besides English;
- strategies to increase revenue from new and existing advertisers, including by (i) evolving our service model to more types of advertisers and building deeper advertiser relationships, (ii) providing product opportunities and offerings that deliver value to our advertisers, and (iii) developing measurements solutions to increase the effectiveness of our advertisers' return on investment;
- strategies to expand revenue from non-advertising sources, like content licensing;
- strategies to empower Redditors, including monetization tools for creators and communities;
- our content moderation model relative to complex content ranking algorithms;
- our ability to attract and retain Redditors and their level of engagement;
- the impact of the macroeconomic environment, including as a result of the ongoing conflicts in Ukraine and in the Middle East, as well as tariffs or other trade restrictions by the United States and other countries, on our business and other uncertainties in the global economy generally;
- our ability to maintain and enhance our brand and reputation;
- our history of losses and ability to maintain profitability in the foreseeable future;
- our ability to maintain the security and availability of our platform and protect against data breaches and other security incidents;
- our ability to manage risks associated with our business, in particular, risks related to content on our platform, and our content moderation approach, which depends on users who volunteer to be moderators of their communities;
- potential harm caused by changes in internet search engines' methodologies, particularly search engine optimization methodologies and policies;
- our ability to attract and retain advertisers and scale our revenue model;
- our ability to develop effective products and tools for advertisers, including measurement tools;
- our ability to compete effectively in our industry;

- our ability to expand and monetize our platform internationally;
- fluctuations in our operating results and seasonality of our business;
- our ability to comply with modified or new laws and regulations applying to our business, and potential harm to our business as a result of those laws and regulations;
- changes in technology or methodology that impact our calculation of daily active uniques (“DAUq”), including our ability to identify automated agents on our platform;
- real or perceived inaccuracies in current or historical metrics related to our business;
- our ability to effectively manage our growth and expand our infrastructure and maintain our corporate culture;
- expectation of increased losses and decline in operating margins as we invest in product improvements and innovations and our international growth;
- challenges in increasing average revenue per unique (“ARPU”) on an absolute basis outside of the United States;
- potential need to absorb the costs related to investments in product improvements and innovations without generating sufficient revenue to offset these costs;
- our ability to continue to grow our DAUq in the United States and around the world and our focus on growing our platform globally, including through entering new geographic markets and investing in under-penetrated ones;
- our aim to increase DAUq by scaling internationally, developing products that are more compelling for our users, and improving the quality of our products across all platforms;
- our expectation of an increase in our costs and expenses from the launch of new ad formats, products, and features, primarily as a result of additional hosting costs, although most of these areas of focus will not initially generate revenue;
- potential decline in users due to a reduction or changes in third-party applications;
- potential near-term volatility in Redditor and revenue growth rates;
- sufficiency of our existing cash, cash equivalents, and marketable securities and amounts available under our revolving credit facility to meet our working capital and capital expenditure needs over at least the next 12 months;
- our expectations and plans with respect to our share repurchase program; and
- other risks and uncertainties described in this Annual Report on Form 10-K, including those described in “Risk Factors.”

We caution you that the foregoing list does not contain all of the forward-looking statements made in this Annual Report on Form 10-K.

We have based the forward-looking statements contained in this Annual Report on Form 10-K primarily on our current expectations, estimates, forecasts, and projections about future events and trends that we believe may affect our business, results of operations, financial condition, and prospects. Although we believe that we have a reasonable basis for each forward-looking statement contained in this Annual Report on Form 10-K, we cannot guarantee that the future results, levels of activity, performance, or events and circumstances reflected in the forward-looking statements will be achieved or occur at all. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors described in “Risk Factors” and elsewhere in this Annual Report on Form 10-K. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Annual Report on Form 10-K. The results, events, and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this Annual Report on Form 10-K relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Annual Report on Form 10-K to reflect events or circumstances after the date of this Annual Report on Form 10-K or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions, or

expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, or investments we may make.

#### **NOTE REGARDING USER METRICS AND OTHER DATA**

We define a daily active unique (“DAUq”) as a user whom we can identify with a unique identifier who has visited a page on the Reddit website, [www.reddit.com](http://www.reddit.com), or opened a Reddit application at least once during a 24-hour period. We calculate average DAUq for a particular period by adding the number of DAUq on each day of that period and dividing that sum by the number of days in that period. We define a weekly active unique (“WAUq”) as a user whom we can identify with a unique identifier who has visited a page on the Reddit website, [www.reddit.com](http://www.reddit.com), or opened a Reddit application at least once during a trailing seven-day period. We calculate average quarterly WAUq for a particular period by adding the number of WAUq on each day of that period and dividing that sum by the number of days in that period. We define average revenue per unique (“ARPU”) as quarterly revenue in a given geography divided by the average DAUq in that geography. For the purposes of calculating ARPU, advertising revenue in a given geography is based on the geographic location in which advertising impressions are delivered, as this approximates revenue based on user activity, while other revenue in a given geography is based on the billing address of the customer.

We regularly review and continually seek to improve the accuracy of, and our ability to track, such metrics. While these metrics are based on what we believe to be reasonable calculations for the applicable period of measurement, there are inherent challenges given the complexity of the systems involved and the rapidly changing nature of mobile devices and systems.

## Part I

### Item 1. Business

#### Our Mission

Our mission is to empower communities and make their knowledge accessible to everyone.

We built Reddit with the belief that communities unlock the power of human creativity and create a sense of belonging and empowerment for their members. Our over 100,000 active communities have channeled the power of human creativity to grow Reddit since our founding. We believe the world needs community more than ever, and that this represents our greatest opportunity to further enrich the lives of everyone in the world.

#### Overview: The Power of Reddit's Communities

Reddit is a global, digital city where anyone in the world can join a community to learn from one another, engage in authentic conversations, explore passions, research new hobbies, exchange goods and services, create new communities and experiences, share a few laughs, and find belonging. People are diverse and have multiple interests. Just like in a city, where citizens are part of multiple sub-communities, on Reddit, users often belong to multiple communities. At Reddit, users can dive into anything, and if a community does not already exist around a particular topic, they can create one. In the three months ended December 31, 2025, an average of 121.4 million daily active uniques (“DAUq”) around the world came together on Reddit – continuously adding to our longstanding and constantly evolving human archive of information. They come together to share the rhythm of their daily discoveries, ask questions and receive advice, and search for a breadth of perspectives and knowledge not accessible anywhere else. Built on shared interests, passion, and trust, Reddit has a community for everyone.

Communities on Reddit are organized based on specific interests and are called subreddits. Within subreddits, Redditors engage in active and in-depth conversations by sharing experiences, submitting links, uploading images and videos, and replying to one another in comment threads on any topic. Subreddits are denoted by an “r/” before their names: r/explainlikeimfive helps people learn anything with child-friendly explanations; r/lgbt helps people find their identity; and r/BeyondTheBump helps people transition from pregnancy to parenthood. Redditors invest time to shape their communities, share their experiences, send support and supplies when someone is down on their luck, and even code scripts and develop tools to advance their communities.

Similar to how cities are made from cement and steel, but are really built by their citizens, Reddit is made from code and algorithms, but is really built by our users. It is a place where human ingenuity and creativity thrive. We empower users to participate and to shape Reddit by sharing content, upvoting or downvoting, and commenting. In addition, Redditors themselves not only create and build communities, but they also moderate these communities as volunteers to help keep them safe, vibrant, and true to themselves. Like cities, we design tools that give communities what they need to make their communities their own and evolve over time, rebuilding and reshaping by adapting to new technologies and reflecting new cultural trends. Newly created subreddits create a sense of belonging for their members, spurring the creation of more new subreddits to continue the cycle. In this way, Reddit's community ecosystem grows and expands with the interests and passions of our users, keeping Reddit on trend and resilient to fading fads.

Reddit's community ecosystem is organically built upon shared interests, passions, and trust rather than friends, celebrities, and their followers. This distinction results in a unique sense of belonging, privacy, and authenticity for our users. We do not require that users disclose their identities on Reddit, freeing them from having to perform and the associated pressures to always appear perfect. As a result, users come to Reddit for fundamentally distinct purposes, with each adding incremental value to our entire community. Redditors are free to be vulnerable or ask questions they would not be able to ask anywhere else.

#### *Powerful Platform Built Around Context and User Interest*

As more content online is synthesized, summarized, and sanitized by artificial intelligence (“AI”), Reddit stands out for its honesty and subjectivity. People want multiple viewpoints and lived experiences. This is why Reddit is synonymous with product and service recommendations. For advertisers, we provide access to a unique and highly engaged audience where our trusted, passionate communities drive recommendations on brands and buying decisions. Our users often have high intent – they are searching on Reddit for answers or recommendations that they can trust, and these users can benefit from the conversations and contextual ads that are displayed on Reddit.

### ***A Valuable Source of Conversational Data and Knowledge***

Over time, Reddit has evolved to become one of the internet's largest corpuses of information, with over two billion posts and over 22 billion comments through December 31, 2025. Platforms like Reddit, where people discuss every aspect of life—from the trivial to the transformative—are the backbone of building AI and training large language models (“LLMs”). That's why Reddit is often cited as one of the most sourced and cited domains in AI across all models. Human conversation is not being replaced by AI; instead, it is becoming more important. AI does not invent knowledge—it learns from us. From real people, sharing real perspectives. You can't have artificial intelligence without *actual* intelligence. Furthermore, we use internally built and trained models to improve many aspects of Reddit. For example, Reddit Community Intelligence blends AI-driven efficiency with real user perspectives, enabling product solutions like Reddit Insights, our AI-powered social listening tool, and Conversation Summary Add-ons, which leverages AI to surface positive Reddit conversations directly below ads.

### ***Publishers, Brands, and Companies are Meeting their Audiences on Reddit***

As the internet evolves, Reddit communities have continued to provide an essential space for publishers, brands, and companies to connect with their audience and engage in authentic, high-quality conversations. In communities like r/ sonos and r/ fidelityinvestments, companies are providing troubleshooting tips, investment advice, and customer service, and creators and publishers are using our new Ask Me Anything (“AMA”) features to connect with their audience and fans on the platform. We also launched Reddit Pro tools for publishers to help media outlets easily share and track content with users, and early adopters like The Atlantic, The Hill, NBC News, and The Associated Press are able to sync their feeds and automatically import articles, track how their stories are shared, and use AI-powered tools to find the right communities on Reddit. We also rolled out a limited test of verified profiles to help individuals and businesses, who wish to do so, confirm their identities on Reddit. This feature is designed to help Redditors understand who they are engaging with in moments when verification matters, whether it is an expert or celebrity hosting an AMA, a journalist reporting news, or a brand sharing information.

### ***Why Users Come to Reddit***

Conversation and connection are becoming more valuable and rare. In a world increasingly dominated by algorithms and automation, the need for human voices has never been greater. Reddit is what the internet needs most: a place where people can connect on almost any topic and find genuinely useful information.

### ***Open, Growing Archive of Human Knowledge (2005– )***

Reddit turned 20 this year. That is two decades of building something special on the internet: a user-powered platform where users bring their honest selves and connect over the topics they care most about—whether popular, niche, or personal. Reddit's influence and relevance organically grows as users quickly respond to new topics based on real experiences. Topical communities such as r/ law, r/ pluribusTV, r/ labubu, r/ kpopdemonhunters, and r/ marvelrivals have had meaningful breakouts as the headlines have evolved. As a result of Reddit's scale and longevity, our content library is a broad memory of human interest, organically expanding and deepening into more topics. At times, Reddit may be the only place to find the information users are looking for, and users searching for information come to Reddit to discover the conversations taking place there.

### ***Centered on Interests, with Unmatched Breadth and Depth of Human Knowledge***

Users come to Reddit to find trusted, human perspectives and participate in communities that share their interests—no matter how niche or mainstream. Time spent on Reddit is guided by personal intention and interests. Breadth of communities and depth of engagement means that Redditors benefit from a trove of knowledge and conversation organized by topic that we believe is unmatched by any other internet platform, covering a wide variety of interests—r/ parenting, r/ NFL, r/ meditation, and r/ solotravel, to name a few.

### ***People-powered Curation for Authentic Interactions and Trusted Content***

Our differentiated community approach underlies the interactions on our platform: Reddit is centered around human creativity and belonging. The content found in Reddit communities is curated by people, creating a highly relevant content experience that attracts users to our platform. Every post and comment on Reddit, regardless of the author, starts with one upvote, and must earn its visibility through community members upvoting it and boosting it to the subreddit's front page. Unlike traditional social media, voting (both up and down) is completely anonymous, encouraging broader Redditor participation. This unique upvoting and downvoting system not only curates the quality and relevance of content, but also determines the prominence of a certain piece of content. We believe community-driven promotion of content leads to greater trust of the content on Reddit.

### ***Authentic and Trusted Recommendations***

Reddit's community-powered recommendations are a foundational part of why so many users visit Reddit on a daily basis. In a world where consumers are increasingly inundated with product placement and messaging curated by algorithms and automation, people seek answers that only humans can provide. Reddit stands out as a refreshing alternative, offering authentic human recommendations that people can actually trust. We see that trust reflected in the high velocity of people coming to Reddit to find great content and trusted recommendations.

### ***Flexible Canvas for Self- and Community-expression***

Every subreddit is a flexible canvas for communities to express themselves through a customizable experience. We give communities the ability to choose the format for conversations in their communities—text, image, video, opinion polls, chatrooms—which enables them to create dynamic and engaging experiences. We give moderators the creative tools to design the look and feel of communities, and we give developers an open application programming interface (“API”) to build bots and create features that shape their communities, meaning what a community envisions for itself drives its unique development.

Conversations flow across Reddit through cross-posting, where a post from one community can be shared into another community to spur new conversation with a different audience.

### ***Layered Moderation, Community Management, and Safety Fosters Trust***

We are committed to continuously enhancing our policies and processes to promote the safety of users and moderators, and the health of our platform. Our approach is akin to a democratic city, wherein everyone has the ability to vote and self-organize, follow a set of common rules, and establish community-specific norms. This approach gives Redditors a voice and agency in the process and also means that any content that gains traction on Reddit has been reviewed in context by humans.

Communities self-organize and create subreddit-level rules that are tailored to their unique circumstances, and volunteer moderators within the community enforce those rules. We support moderators as community builders and empower them with tools to create and contribute to communities. The result is that each community has its own unique environment in which Redditors can express their genuine perspective and share real experiences while discouraging bad behavior. We backstop this bottoms-up organic moderation engine with our site-wide Reddit Rules, a set of overarching rules and policies that govern all content on Reddit. These rules are intended to be protective, not intrusive. They help protect against harassment, bullying, and violence – especially hate based on identity or vulnerability.

## **Our Strategy for Growing Users and Engagement**

Our strategy is to support the growth and engagement of our communities. We aim to become Redditors' first choice when they are exploring their passions, searching for human perspective and conversation, or keeping tabs on culture and news. We intend to grow users and engagement through the following initiatives:

- *Grow Awareness and Engagement of Reddit.* We plan to expand the ways people become aware of Reddit through various strategies depending on the type of use case and user, including machine translation, search engine optimization and partnerships. We have also invested in improving our off-platform presence, by making it easier to share and embed Reddit content on other surfaces and websites. We had an average of 121.4 million DAUq and 471.6 million WAUq in the three months ended December 31, 2025. We believe that there is a significant opportunity to convert many of the users who come to Reddit on a weekly or monthly basis to daily users. We plan to continue to grow engagement by focusing on:
  - *Improving Discovery and User Experience.* We are focused on delivering immediate value and less friction in the onboarding experience for new users. To that end, we are using AI and LLMs to make onboarding more intuitive, lower barriers to logging in and contributing, and classifying content to help people find their home on Reddit.
  - *Customized Content Recommendations.* We utilize AI to recommend relevant posts and communities, utilizing factors such as search queries, post topics, and engagement with similar users to enhance both the search and discovery experience. We believe our investments in AI have improved new user onboarding and driven engagement with existing users.
- *Reddit as a Search Destination.* Reddit is one of the few platforms positioned to become a true search destination. Every week, hundreds of millions of people come to Reddit looking for advice, and we are focused on turning more of that intent into daily users who start their internet search journey on Reddit. In 2025, we began integrating Reddit Answers, our AI-powered conversational search tool, into Reddit's core search experience and rolling out to non-

English languages. Our aim is to have a single, great search experience on Reddit. While it is still early, we are seeing good traction. During the three months ended December 31, 2025, over 80 million people searched on Reddit weekly.

- *Grow Our International User Base.* During the three months ended December 31, 2025, approximately 57% of Redditors visited the platform from outside of the United States. In the three months ended December 31, 2025, over 90% of all Reddit posts created were made in English. We see a massive opportunity to grow in geographies outside of the United States and in languages beyond English. As of December 31, 2025, machine translation is live in 35 languages and approximately one billion posts have been translated in various languages, including Spanish, French, Italian, German, Portuguese, Swedish, Dutch, and Filipino. Additionally, we built a local content framework to identify top interests in each country, which we use to guide partnerships, content and marketing. This approach worked well in India, and now we are applying it to additional markets globally. We have captured increased international momentum, with an average of 68.9 million international DAUq for the three months ended December 31, 2025, representing 28% growth year over year.

## Why Advertisers Come to Reddit

Reddit conversations are where interests meet intent. We offer a place for businesses to connect with people looking for trustworthy, human opinions. Across our diverse communities, people seek and share information in context about products and services, often with high purchase intent. We have made investments and acquisitions that have enabled us to be a leader in contextual and interest-based advertising. Advertisers of all sizes rely on Reddit to find highly engaged, high-intent customers in conversations that drive decisions at every stage of the path to purchase.

Advertisers come to Reddit for distinctive benefits:

- *Contextual and Interest-based Advertising.* Reddit's advertising platform enables marketers to find relevant audiences on the Reddit platform using our interest graph and to reach users in contextually relevant communities and conversations, using engaging and effective formats. For example, an advertiser with a camping product can reach people who love outdoor activities across Reddit. This is interest-based advertising. Similarly, the same advertiser can reach people who are in a conversation specifically about what to buy. A person exploring what gear they need in r/camping or r/Outdoors may see an ad for camping gear, in context, within that conversation. That is contextual advertising. Reddit's unique community structure and interest-driven model acts as a strong signal for advertisers.
- *Ability to Connect with a High-Intent Audience Seeking Recommendations on the Path to Purchase.* Many people come to Reddit, directly or through search, to get recommendations and make purchase decisions. These conversations create a unique opportunity for advertisers to engage Redditors who are considering brands and products. For example, in 2025, we expanded access to conversation summary add-ons, a feature that incorporates real, positive community conversations into ads. The conversation summaries in these ads help create more informative ads while giving Redditors and communities the chance to shape product discovery in a meaningful way.
- *Authentic and Attentive Audience.* Reddit communities provide an essential space for people to find and engage in authentic, high-quality discussions. Users come to Reddit to share and seek real opinions from real people. Reddit helps brands tap into these conversations with tools like Reddit Community Intelligence, turning the billions of posts and comments on Reddit into structured intelligence for smarter marketing decisions.
- *Gain Access to a Platform with Data Signals that is Built to Respect Privacy.* The performance of our advertising model is based on first-party data from user-directed activities on the platform, such as the communities that users visit or join and the content they are engaging in. The foundation of our ad performance is based on context and interest instead of tracking users based on personally identifiable information. This is unique in the digital advertising marketplace; our lack of reliance on third-party data makes our offering more resilient to the loss of signal that other platforms rely upon as well as forthcoming changes to the internet ecosystem.
- *Action-Oriented Outcomes that Drive Attractive, Measurable Return on Investment.* Advertisers can bid in our auctions in a way that aligns with their business objectives. They can select from objectives across the full-funnel (e.g., impressions, traffic, conversions, install) to reach the audience most relevant for their desired goals. Our marketplace then optimizes to drive incremental value and efficiency for advertisers. We are also providing advertisers with tools, like automated bidding, to simplify budget management and improve efficiency for advertisers with more impressions and lower pricing.
- *Multiple Layers of Brand Safety and Customizable Controls.* Beyond our multiple layers of moderation and safety across platform content, we also offer advertiser-level controls. Our Reddit Rules establishes the type of content that is not allowed across all communities, with community rules determining content within each community. From there,

our brand safety approach expands coverage by providing proactive solutions focused on creating a safe environment for any business on Reddit by showing ads in communities and alongside content that has been reviewed and deemed appropriate for advertising. In addition, advertiser-level controls enable businesses to further customize their brand safety preferences on Reddit. Advertiser controls include both 1P and 3P proactive capabilities. Our 3P proactive controls are built in partnership with IAS. In addition we provide post-campaign reporting through IAS and DV across brand safety, viewability, and invalid traffic reporting.

## The Future of Our Platform and Monetization Strategies

### *Advertising*

We believe the unique proposition of Reddit —built on human conversations, shared interests, and trust— translates into positive outcomes for advertisers. We continue to expand our ad platform capabilities to enable more ways for advertisers to invest to grow their business on Reddit. We are still in the early phases of our opportunity and plan to pursue the following eight levers to expand our monetization and average revenue per unique<sup>(1)</sup>:

1. *More Context and Interest.* We plan to continue to add additional contextual and interest-based signals and intelligence into our advertiser platform. We believe this will help advertisers find more relevant audiences on Reddit. This includes existing placements in the home feed and in conversations, as well as potential future opportunities (e.g., ads on search pages; video ads).
2. *Deliver ROI with Marketplace Optimizations.* We are in the early stages of using machine learning and prediction models to better match supply and demand and deliver return on investment (“ROI”) for our advertisers. We are currently focused on using our powerful prediction models to work across objectives, placements, and formats – helping to better predict conversion rates of an ad (e.g., installs; purchases).
3. *Advertiser Diversity and Depth.* We plan to increase the types, sizes, and geographies of advertisers we reach and expand annual partnerships for longer-term visibility. We aim to grow our advertisers from endemic advertisers in verticals where we have the largest number of active communities, like technology and communications; business, legal, and finance; and media and entertainment, to newer verticals such as automotive; retail; consumer packaged goods; pharmaceuticals; and food and beverage. We are focused on geographic markets where we have teams, channel partners, or vendors to help manage small- and mid-size businesses globally.
4. *Demonstrate ROI.* By improving the measurement of our ads, we can provide better data to show our advertisers the ROI of their presence on Reddit. We have invested in measurement capabilities that enable advertisers to better understand the impact of their Reddit campaign. This includes expanding Conversion API ecosystem to new partners, improving Pixel implementation, and investing in the foundation of on-platform conversion-lift, on-platform brand lift, and tools like Reddit Insights to help advertisers make informed business decisions based on community intelligence.
5. *AI-Powered Audience Reach and Bidding.* We are using machine learning models for contextual keyword audience reach and interest-based audience reach, ranking ads based on brand suitability and machine learning-predicted user engagement. Additionally, machine learning-powered “auto-bidding” (e.g., Maximum Clicks and Maximum Conversions) helps advertisers maximize campaign objectives and ROI while avoiding extensive manual testing. For example, in January 2026, we introduced a beta version of Max campaigns, an automated campaign type enabled by Reddit Community Intelligence and AI that predicts the value of every ad impression. Max campaigns optimize campaign settings in real-time to drive better performance with less work.
6. *Expanded Formats and Offerings.* We plan to continue to develop new ad positions based on evolving consumer behaviors on the platform (e.g., search usage growth). This includes our shopping solution, Dynamic Product Ads, which allows advertisers to create ads directly from their product catalog and promote their products in the very conversations where Redditors are deciding what to buy.
7. *Automation/Scale Service Model.* Through easier onboarding, setup, campaign management, and optimization, we expect to scale our service model through diverse service channels matched to client needs – from managed service models, to hybrid, to enabling advertisers to activate with little to no sales team assistance (i.e., unmanaged). This simplifies core manual optimization tasks needed for more outcomes and better performance.

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<sup>(1)</sup> Average revenue per unique (“ARPU”) is defined as quarterly revenue in a given geography divided by the average DAUq in that geography

8. *Acquire More Advertisers.* With more automation in the future, we believe that we can become even more accessible to a larger portion of small- and medium-sized businesses enabled by partnerships and accelerated demand generation. We are also deepening our relationships with large agencies through solutions that enable enterprise operations across large clients. For example, Reddit Pro is one way that we help businesses build an organic presence on Reddit. Reddit Pro offers tools for businesses to discover, join, and contribute to Reddit's communities and conversations, building relationships with our platform that can evolve into advertising partnerships.

### **Content Licensing**

In an automated world that depends on human knowledge, we view Reddit as one of the most important and differentiated data sources. Reddit is one of the internet's largest corpuses of authentic and constantly updated human-generated conversations, community, and content. In an increasingly data-driven world, we recognize that this information is increasingly important for a multitude of different uses and applications. We believe the internet should work for humans and they should be able to find the information they need or experiences they want. And, organizations need to prioritize sources of real-time human perspectives—from a company looking for feedback on a new consumer product to investors trying to capture market sentiments or signals. Reddit data and information constantly grows and regenerates as users come and interact with their communities and each other in genuine and authentic ways. We expect our growing data advantage to continue to be valuable across several applications of LLMs (e.g., search, run-time inference). We continue to strategically explore content licensing agreements with collaborative partners in the ecosystem, ranging from marketing intelligence and enterprise-scale technology companies to specialized providers in the financial services industry.

### **Competition**

We are competing for people's time and for global advertising spend. As such, we face significant competition across many areas of our business. People may choose to spend their time using other products when looking to fulfill the needs Reddit provides, such as being entertained, seeking information, diving into current events, exploring passions and hobbies, or peer-to-peer commerce. Examples of select competitors across several time spent categories include:

- *For Seeking Information*—Google, Amazon, YouTube, Wikipedia, X, other news sites, and LLMs like ChatGPT, Gemini, and Anthropic.
- *For Entertainment*—Meta (including Facebook, Instagram, Threads, and WhatsApp), YouTube, Snap, X, TikTok, Roblox, and Twitch.
- *For Passions and Hobbies*—Facebook Groups, Discord, X, and Pinterest.
- *For Peer-to-peer Commerce*—Facebook Marketplace, Nextdoor, Craigslist, Poshmark, Etsy, and Roblox.

Advertisers can also reach consumers via many other digital advertising platforms and channels. We compete directly with all other major advertising platforms as well as publishers including: Google, Meta, Snapchat, TikTok, Pinterest, and X. To compete effectively, we will need to enable advertisers to identify the audiences they wish to reach effectively and be able to accurately show the value of their investment. In addition, our content licensing offerings face competition from other sources of information, including news, publishing, entertainment, and social media.

### **Seasonality in Our Business**

We have historically seen seasonality in our business and financial results, with an increase in overall advertiser spending in the fourth quarter, due in large part to end-of-year advertiser spending, typically followed by a weaker first quarter.

### **Intellectual Property**

Our success depends in part on our ability to protect our intellectual property and proprietary technologies, and we rely on intellectual property rights in the United States and other jurisdictions, including patents, trademarks, copyrights, trade secret laws, license agreements, internal procedures, and contractual provisions. We also enter into confidentiality and invention assignment agreements with our employees and contractors and sign confidentiality agreements with third parties. Our internal controls restrict access to proprietary technology. As of December 31, 2025, we had approximately 400 trademark registrations and pending trademark applications around the world. We also had over 120 copyright registrations on various graphical designs and literary works and several pending utility patent applications in the United States as of December 31, 2025. See “Risk Factors—Risks Related to Cybersecurity, Information Systems, and Intellectual Property” for more information regarding risks related to our intellectual property and proprietary rights.

## Regulation

We are subject to many U.S. federal and state and foreign laws, rules, and regulations, including those related to privacy, rights of publicity, data protection, content regulation, intellectual property, health and safety, competition, protection of minors, consumer protection, and taxation. These laws and regulations are constantly evolving and may be interpreted, applied, created, or amended, in a manner that could harm our business.

Furthermore, foreign data protection, privacy, consumer protection, content regulation, and other laws and regulations are often more restrictive than those in the United States. It is possible that certain governments may seek to block or limit our products or otherwise impose other restrictions that may affect the accessibility or usability of any or all our products for an extended period of time or indefinitely. We have a legal and a public policy team that monitors legal and regulatory developments globally, and communicates regularly with policymakers and regulators.

For additional information about government regulation applicable to our business, see “Risk Factors—Risks Related to Governmental Regulation and Litigation.”

## Building the Future of the Internet at Reddit

To empower communities and make their knowledge accessible to everyone *on* Reddit, we believe that we must do so *at* Reddit first. It starts with our employees—whom we call Snoos—treating each other with respect through honoring our commitments and being kind, courteous, and professional to one another. Just as our users seek community to address needs around belonging, we cultivate that within our company via our Employee Resource Groups (ERGs). These groups represent Snoos who are veterans, BIPOC, LGBTQ+, of various abilities, women, and allies. We also host a range of less formal gatherings based on shared interests. Our Snoos often describe our work culture as fun, quirky, and a place where you can be your authentic self; this makes working at Reddit special and something that we believe to be a competitive advantage for us. To ensure that we continue to cultivate a strong workplace culture and make decisions that are best for our business, our users, and our Snoos, we have the following values to guide us:

- *Reddit’s Mission First*—Our mission is simple but ambitious: To empower communities and make their knowledge accessible to everyone. As we move towards this goal with different initiatives from different parts of the org, it is important to remember that we’re in this together with one shared goal above all others.
- *Add Value*—We constantly evaluate our work to ensure it is adding value and bringing us closer to achieving our mission. It is easy to fall into the trap of conflating activity with value. Adding value requires hard work, but not all hard work is valuable.
- *Play to Win*—We are competing with some of the biggest and most successful companies in the world. Across our products and business, we must take bigger swings and get more leverage out of smaller teams.
- *Evolve*—Only by continually improving and learning will we succeed.

As of December 31, 2025, we had 2,555 employees, including 1,981 in the United States.

## Corporate Information

We were incorporated as a Delaware corporation in May 2011. We completed our initial public offering (“IPO”) in March 2024 and our Class A common stock is currently listed on the New York Stock Exchange under the symbol “RDDT.” Our principal executive offices are located at 303 2nd Street, South Tower, 5th Floor, San Francisco, California 94107, and our telephone number is (415) 494-8016.

“REDDIT,” the Reddit logos, and other trade names, trademarks, or service marks of appearing in this Annual Report on Form 10-K are the property of Reddit, Inc. or its affiliates. Other trade names, trademarks, or service marks appearing in this Annual Report on Form 10-K are the property of their respective holders.

## Available Information

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are filed with the U.S. Securities and Exchange Commission (the “SEC”). We are subject to the informational requirements of the Exchange Act and file or furnish reports, proxy statements, and other information with the SEC. Such reports and other information filed by us with the SEC are available free of charge on our website at [investor.redditinc.com](http://investor.redditinc.com) when such reports are available on the SEC’s website. We use [investor.redditinc.com](http://investor.redditinc.com), our corporate website, [www.redditinc.com](http://www.redditinc.com), and the subreddits

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r/RDDT and r/reddit, available at [www.reddit.com/r/RDDT](http://www.reddit.com/r/RDDT) and [www.reddit.com/r/reddit](http://www.reddit.com/r/reddit), respectively, as means of disclosing material non-public information and for complying with our disclosure obligations under Regulation FD.

The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov).

Information contained on, or that can be accessed through, [investor.redditinc.com](http://investor.redditinc.com), [www.redditinc.com](http://www.redditinc.com), [www.reddit.com](http://www.reddit.com), or our mobile applications are not incorporated into this filing, and the inclusion of our website address and references to any subreddits in this filing are inactive textual references only.

### **Item 1A. Risk Factors**

*A description of the risks and uncertainties associated with our business is set forth below. You should carefully consider the risks described below as well as the other information in this Annual Report on Form 10-K, including our consolidated financial statements and the notes thereto, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” The occurrence of any of the events or developments described below could adversely affect our business, results of operations, financial condition, reputation, and prospects. In such an event, the market price of our Class A common stock could decline, and you may lose all or part of your investment.*

#### **Risk Factor Summary**

Our business is subject to numerous risks and uncertainties, including those described more fully below in this Annual Report on Form 10-K. The following is a summary of principal risks and uncertainties that could materially adversely affect our business, results of operations, financial condition, and prospects. This summary should be read in conjunction with the “Risk Factors” section and should not be relied upon as an exhaustive summary of the material risks and uncertainties facing our business.

- If we fail to increase or retain our user base, and in particular, our daily active uniques (“DAUq”), or if user engagement declines, our business, results of operations, financial condition, and prospects will be harmed.
- If Redditors do not continue to contribute content or their contributions are not valuable or appealing to other Redditors, we may experience a decline in the number of Redditors accessing our products and services and in user engagement, which could result in the loss of advertisers and may harm our reputation, business, results of operations, financial condition, and prospects.
- Our business depends on a strong brand and reputation, and if we are unable to maintain and enhance our brand and reputation, our ability to expand our user and advertiser bases will be impaired and our business, results of operations, financial condition, and prospects could be harmed.
- Changes in internet search engine algorithms and dynamics could have a negative impact on traffic for our website and, ultimately, our business, results of operations, financial condition, and prospects.
- We have a history of net losses and we may not be able to maintain profitability in the future.
- Our results of operations may fluctuate from quarter to quarter, which makes them difficult to predict.
- We are in the early stages of monetizing our business, and there is no assurance we will be able to scale our business for future growth.
- We generate a majority of our revenue from advertising. The failure to attract new advertisers, the loss of advertisers, or the reduction of or failure by advertisers to maintain or increase their advertising budgets would adversely affect our business.
- We may not succeed in further expanding and monetizing our platform internationally and may be subject to increased international business and economic risks.
- We are exploring business opportunities in content licensing, but we are in the early stages and the market is new and evolving rapidly.
- Our business, results of operations, financial condition, and prospects may be harmed by our failure to timely and effectively scale and adapt our existing technology and infrastructure.

- We anticipate that our ongoing efforts related to data privacy, safety, security, and content review will identify instances of misuse of user data or other undesirable activity by third parties on our platform.
- If our security measures are breached, or if our products and services are subject to attacks involving our systems or data, some of which contain personal information, or that degrade or deny the ability of users to access our products and services, our products and services may be perceived as not being secure, Redditors and advertisers may curtail or stop using our products and services, and our reputation, business, results of operations, financial condition, and prospects could be harmed.
- Redditor growth and engagement depends upon effective interoperation with operating systems, networks, devices, web browsers, online application stores, regulations, and standards that we do not control. Changes in our products or to those operating systems, networks, devices, web browsers, online application stores, regulations, or standards may harm Redditor retention, growth, and engagement, which could harm our business, results of operations, financial condition, and prospects.
- Our business is subject to increasingly complex and evolving laws, rules, regulations, industry standards, and other legal obligations regarding content, consumer protection, competition, privacy, and other matters. Failure to comply with such laws, rules, regulations, industry standards, and other legal obligations could harm our business.
- Interest in our Class A common stock from retail and other individual investors, for reasons unrelated to our underlying business or macro or industry fundamentals, could result in increased volatility in the market price of our Class A common stock.
- The multi-class structure of our common stock has the effect of concentrating voting control with those stockholders who held our capital stock prior to the listing of our Class A common stock on the NYSE, including our directors, executive officers, and 5% stockholders, and their respective affiliates. This ownership will limit or preclude your ability to influence corporate matters, including the election of directors, amendments of our organizational documents, and any major corporate transaction requiring stockholder approval, including change of control transactions.
- Our amended and restated certificate of incorporation and the governance agreement we entered into with our principal stockholder grant our principal stockholder certain rights with respect to the control and management of our business, which may prevent us from taking actions that may be beneficial to us and our other stockholders.

## Risks Related to Our Business

*We face intense competition, and if we fail to grow or retain our user base or maintain user engagement, our business, results of operations, financial condition, and prospects could be adversely affected.*

The size of our user base and their level of engagement are critical to our success. Our financial performance has been, and will continue to be, significantly determined by our success in growing and retaining our user base so that we add Redditors, and those Redditors become daily users—more specifically, DAUq. We define a user whom we can identify with a unique identifier who has visited a page on the Reddit website, [www.reddit.com](http://www.reddit.com), or opened a Reddit application at least once during a 24-hour period as a DAUq. DAUq is a user metric utilized by our management team. While it may be used to gauge usage of our platform, it may not correlate to revenue. We also measure weekly active uniques (“WAUq”) to help us understand the reach of our platform. We may not be successful in our user growth and retention strategies, which in part aim to convert monthly users or WAUq into more DAUq.

The absolute number of our DAUq and our DAUq growth rate has decreased in the past and may fluctuate or decrease in one or more markets from time to time due to various factors, especially after periods of high growth, such as we have experienced. For example, although we saw increased growth in our user base during the COVID-19 pandemic, we experienced lower levels of DAUq growth and declining DAUq as the effects of the COVID-19 pandemic subsided. DAUq has also declined in the past in periods following usage peaks surrounding certain worldwide events, such as the onset of the conflict between Russia and Ukraine in the three months ended March 31, 2022. These usage peaks are driven by external factors that are outside of our control. Accordingly, such growth may not be repeatable and we may experience declines in DAUq in the future in similar circumstances. DAUq has also been volatile during community responses to domestic and international social unrest as well as in response to actions by us. For example, we saw increased growth in our user base in the three months ended December 31, 2023, which may have been driven in part by performance improvements in our product and possibly by migration of usage from certain third-party applications in response to changes in our application program interface (“API”) terms and policies. Such growth may not be sustainable and does not necessarily mean these users are retained. Furthermore, we anticipate that our DAUq growth rate will slow over time as the absolute number of our DAUq increases. To the extent our DAUq growth rate slows or becomes negative, our success will increasingly depend on our ability to increase levels of engagement, retention, and monetization on our platform, including the level at which users visiting us from search traffic

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become more frequent users of our platform. We also rely on initiatives like machine translation to drive growth in international DAUq, and the growth derived from this strategy may slow as we complete the roll out of machine translation to all major global languages.

A number of factors could harm Redditor growth and engagement or impact our ability to compete effectively, including if:

- Redditors engage with other products, services, or activities as an alternative to ours;
- our competitors incorporate features into their products that are substantially similar to ours or improve upon such features when including them in their products;
- we fail to introduce new and improved products or services or we introduce new or improved products or services that negatively affect Redditor engagement;
- we are unable to convert casual users who come to our platform through internet search engines or our marketing efforts into daily users;
- Redditors feel that their Reddit experience is diminished as a result of our decisions with respect to the frequency, prominence, and size of ads that we display, or the quality of the ads displayed;
- influential Redditors or certain demographics of Redditors conclude that an alternative product or service better meets their needs;
- we are unable to convince new Redditors of the value and usefulness of our products and services;
- technical or other problems prevent us from delivering our products or services in a rapid and reliable manner or otherwise negatively affect Redditors' experience with our platform;
- we fail to effectively adopt new technologies, such as machine learning and artificial intelligence ("AI"), that our competitors may have more experience utilizing and leveraging in their products and services;
- Redditors have difficulty installing, updating, searching, or otherwise accessing our products and content or prefer to utilize third-party applications that have shut down or no longer integrate with our platform;
- there are disruptions to the normal operation of our communities, including as a result of actions or inactions by our volunteer moderators;
- Redditors have difficulty locating content, in their local language, that is interesting and relevant to them, particularly in their early experiences on our platform;
- Redditors find content available on our platform offensive, inappropriate, hostile, or otherwise objectionable;
- there are Redditor concerns related to privacy and communication, safety, security, or other factors or changes to our platform or policies that are not well received by Redditors;
- we are unable to combat harmful or inappropriate usage of our platform;
- there are adverse changes in our products or services that are mandated by, or that we elect to make to address, new or existing laws, regulatory scrutiny, or litigation, including settlements;
- we fail to keep pace with evolving online, market, and industry trends; or
- we are the subject of adverse media reports or other negative publicity.

We also compete to attract and retain Redditors' attention on the basis of our content and Redditor experiences with our platform and face significant competition for prospective users, both domestically and internationally. We compete against many companies that provide content and communications services to online users, including Google (including YouTube, Search, Maps, and Shopping), Meta (including Facebook, Instagram, Threads, and WhatsApp), Wikipedia, Snap, X, Pinterest, TikTok, Roblox, Discord, and Twitch, and which offer a variety of internet- and mobile device-based products, services, and content. Many of these companies have greater financial resources and substantially larger user bases than Reddit. Our competitors may draw users towards their products or services and away from ours. This could decrease the growth, engagement, or retention of Redditors, which, in turn, would negatively affect our business. In addition, we face competition from large language models ("LLMs") and other AI models that retrieve and synthesize information, such as those built by

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Google, Meta, OpenAI, and Anthropic; Redditors may choose to find information using AI tools, which in some cases may have been trained using Reddit content, instead of visiting Reddit directly. While we have made, and expect to continue to make, significant investments to integrate AI, including generative AI, into our platform, AI technologies are rapidly evolving and there can be no guarantee that our products and services will remain competitive as new AI technologies are developed, adopted, and integrated.

We believe that sustained meaningful active Redditor growth is dependent on improving our products and services to demonstrate our value proposition to a larger, global audience and penetrating additional demographics, which we believe may take a considerable amount of time. If we are unable to increase our DAUq, or its growth rate, or if this metric declines, our products and services could be less attractive to potential new users, as well as to advertisers, which would harm our business, results of operations, financial condition, and prospects.

***If Redditors do not continue to contribute content or their contributions are not valuable or appealing to other Redditors, we may experience a decline in the number of Redditors accessing our products and services and in user engagement, which could result in the loss of advertisers and may harm our reputation, business, results of operations, financial condition, and prospects.***

Our success depends on our ability to provide users of our products and services with valuable content, which in turn depends on the content contributed by Redditors. We seek to foster a broad and engaged Redditor community. If Redditors do not continue to contribute content and otherwise engage with our platform, and we are unable to provide Redditors with valuable and timely content, our user base and their engagement may decline. A large portion of the content on our platform comes from a small number of Redditors contributing to communities (which are also known as subreddits). If prolific Redditors do not continue to contribute content and otherwise engage with our platform, or decide to leave our platform and encourage other Redditors to follow them to a new platform, our user base and their engagement may decline. Our platform may also be used by third parties to disseminate abusive or other harmful content in violation of our terms and applicable law. We may not proactively discover or quickly respond to such content once alerted to it due to our scale and the limitations of existing technology and operational infrastructure. If we are unable to successfully prevent or detect and timely address abusive or other harmful behavior on our platform, our user base and their engagement may decline. Additionally, in keeping with our mission to empower communities and make their knowledge accessible to everyone, our site-wide content policy is designed to be protective, but not intrusive. If Redditors perceive the content available on Reddit to be offensive, inappropriate, hostile, or otherwise objectionable, we may experience a decline in user activity generally, or among certain demographics. We generate a majority of our revenue from the sale of advertising services. If we experience a decline in the number of Redditors, or a decrease in Redditor growth rate or engagement, including as a result of a lack of valuable or appealing content, or the loss of influential Redditors or subreddits, advertisers may not view our products and services as attractive for their marketing expenditures, and may reduce their spending with us, which would harm our reputation, business, results of operations, financial condition, and prospects.

***Our business depends on a strong brand and reputation, and if we are unable to maintain and enhance our brand and reputation, our ability to expand our user and advertiser bases will be impaired and our business, results of operations, financial condition, and prospects could be harmed.***

We believe that our brand identity and reputation, including that our service is an empowering environment, has significantly contributed to the success of our business. We also believe that maintaining and enhancing the “Reddit” brand and reputation is critical to retaining and growing our user and advertiser bases. We anticipate that maintaining and enhancing our brand and reputation will depend largely on our continued ability to provide high-quality, relevant, reliable, trustworthy, and innovative products, which may require substantial investment and may not be successful. We may need to introduce new products or updates to existing products that require Redditors to agree to new terms of service that Redditors do not like, which may negatively affect our brand and reputation. Additionally, advertisements or actions of our advertisers may affect our brand and reputation if Redditors do not think the advertisements help them accomplish their objectives, view the advertisements as intrusive, annoying, or misleading, or have poor experiences with our advertisers.

Our brand and reputation may also be negatively affected by the content or actions of Redditors that are deemed to be offensive, inappropriate, hostile, or otherwise objectionable to other Redditors, by the actions of Redditors acting under false or inauthentic pretenses, by the use of our products or services to disseminate information that is deemed to be misleading, or by the use of our service for illicit, illegal, or objectionable ends. We also may fail to respond expeditiously or at all to the sharing of illegal, illicit, offensive, inappropriate, hostile, or otherwise objectionable content on our platform or to objectionable practices by advertisers, or to otherwise address Redditors’ concerns, which could erode confidence in our brand and damage our reputation. We expect that our ability to identify and respond to such content in a timely manner may decrease as the number of Redditors grows, as the amount of content on our platform increases, or as we expand our product and service offerings, such as an increase in video content. Any governmental or regulatory inquiry, investigation, or action, including

based on the appearance of illegal, illicit, or objectionable content on our platform or the failure to comply with applicable laws, rules, and regulations, could damage our brand and reputation, regardless of the outcome.

We receive a high degree of media coverage globally. We have experienced, and expect to continue to experience, media, legislative, governmental, and regulatory scrutiny of our decisions. Unfavorable publicity and scrutiny involving us, including regarding our data privacy, intellectual property, content, or other practices, product changes, product quality, pricing increases, litigation, or regulatory action, or regarding the actions of our employees, Redditors, moderators, or advertisers, or other issues, may significantly harm our brand and reputation, and could adversely affect the size, demographics, engagement, and loyalty of our user base. For instance, in May and June 2023, we experienced negative publicity as a result of our API policy changes. In addition, unfavorable publicity and scrutiny of other companies in our industry, including controversies surrounding their product design choices, content-related decisions, or their data privacy practices, could also have a negative impact on our brand and reputation. These concerns, whether actual or unfounded, may also deter Redditors or advertisers from using our service.

In addition, we may fail to adequately address the needs of Redditors or our advertisers, which could erode confidence in our brand and damage our reputation. If we fail to promote and maintain the “Reddit” brand or preserve our reputation, or if we incur excessive expenses in this effort, our business, results of operations, financial condition, and prospects could be harmed.

***Changes in internet search engine algorithms and dynamics could have a negative impact on traffic for our website and, ultimately, our business, results of operations, financial condition, and prospects.***

Our success depends partly on our ability to attract online visitors to our website. We rely, in part, on internet search engines, such as Google, to generate traffic to our website, primarily through free or organic searches. Search engines frequently update and change the logic and user interface that determine the placement and display of the results of a user’s search, such that the purchased or algorithmic placement of links to our websites may be ranked lower in the search results or otherwise less visible in a user’s search. For example, we use machine translation to make our content accessible in multiple languages, and the search engine ranking performance of this content may be negatively impacted if a search engine de prioritizes machine-generated content. In addition, a search engine could, for competitive or other purposes, alter its search algorithms, results or user experience, causing our website to place lower in organic search query results. If a major search engine changes its algorithms in a manner that negatively affects the search engine ranking performance of our website or those of our partners, our business, results of operations, financial condition, and prospects could be adversely affected.

***We may not sustain our growth rate, and our results of operations may fluctuate from quarter to quarter, which makes them difficult to predict.***

Although we had net income for the three months ended September 30, 2024 and every quarter since, we have previously incurred net losses since our inception, and we may incur net losses again in the future. We incurred a net loss of \$(484.3) million for the year ended December 31, 2024. As of December 31, 2025, we had an accumulated deficit of \$(671.1) million. We also expect our costs and expenses to increase in future periods, and if our revenue growth does not increase to more than offset these anticipated increases in our costs and expenses, our business, results of operations, financial condition, and prospects will be harmed, and we may not be able to maintain profitability. We expect our costs and expenses to increase in future periods as we intend to continue to make significant investments to broaden and retain our user base, develop and implement new products, market new and existing products and promote our brand, expand our technical infrastructure, and hire additional employees (with a related expected increase in payroll and stock-based compensation expense). Some of these investments may generate only limited revenue and reduce our operating margin. If our investments are not successful, our ability to increase revenue may be adversely affected.

In addition, our quarterly results of operations have fluctuated in the past and will fluctuate in the future, based on the seasonality of our business as well as external factors impacting the global economy. For example, we have historically seen seasonality in our business and financial results, with an increase in overall advertiser spending in the fourth quarter, due in large part to end-of-year advertiser spending, typically followed by a weaker first quarter. Our results of operations and financial condition in any given quarter can be influenced by numerous factors, many of which we are unable to predict or are outside of our control, including:

- our ability to maintain and grow our DAUq, as well as users’ activity on Reddit;
- the level of demand for our products and services;
- the development and introduction or termination of new products, features, or services by us or our competitors;

- seasonal or other fluctuations in spending by our advertisers or in Redditor usage or engagement on our platform, including, but not limited to, around significant planned events such as the Super Bowl and unplanned ones like natural disasters;
- our ability to attract and retain advertisers;
- our pricing models and our ability to maintain or improve revenue and operating margins;
- increases in marketing, sales, and other operating expenses that we may incur to grow and expand our operations and to remain competitive;
- our ability to successfully expand internationally and penetrate key demographics, including our international focus markets;
- fluctuations in currency exchange rates and changes in the proportion of our revenue and expenses denominated in foreign currencies;
- fluctuations in the market values of our portfolio investments and interest rates or impairments of any assets on our consolidated balance sheet;
- changes in our effective tax rate;
- changes in accounting standards or the application of existing or future accounting standards;
- system failures or actual or perceived data breaches or other security or privacy-related incidents, and the costs associated with such failures, breaches, and remediations;
- changes in governmental or other regulations affecting our business or adverse litigation judgments and related compliance costs, fines, or litigation-and dispute-related costs; and
- other risks described in this Annual Report on Form 10-K.

As a result, our past quarterly results of operations are not necessarily indicative of future performance.

***We are in the early stages of monetizing our business and expanding our platform internationally, and there is no assurance that we will be able to scale our business for future growth.***

We are in the early stages of our monetization efforts, and as such, we are still scaling our advertising revenue model. Our growth strategy depends on, among other things, attracting more advertisers, scaling our business with existing advertisers, and expanding our advertising services, as well as successfully identifying and capturing non-advertising sources of revenue. There is no assurance that this revenue model will be successful or that we will generate increased revenue.

To sustain or increase our advertising revenue, we must attract new advertisers, encourage existing advertisers to maintain or increase their advertising spend on our platform, expand the number of markets where we offer advertising, and increase the breadth and functionality of our advertising services, including new advertising formats and measurement tools. In order to obtain new advertisers and further our relationship with current advertisers, we must increase the amount of monetizable content on our platform, including by increasing the absolute number of DAUq who post and consume content, and our monetization model depends on this engagement. Not all DAUq monetize in the same manner or rate, so we also measure the average revenue per unique (“ARPU”) to help us understand the extent to which we are monetizing DAUq. Much of our DAUq growth to date has come from certain users who may represent lower monetization opportunities, such as users located outside the United States. There is no assurance that our user growth or engagement strategy will continue to be successful or that we will increase the number of DAUq, ARPU, or the amount of monetizable content on our platform. Without such growth, we could see our supply of monetizable inventory stay constant or decrease, which may limit or hinder our ability to increase revenue.

As we continue to grow our advertiser base, our revenue depends on our ability to effectively serve enough advertisements that meet the objectives of our advertisers while maintaining a high-quality, relevant, reliable, trustworthy, and innovative user experience. If we are unable to do this on our platform due to either a decline in DAUq, or changes in our products or services or Redditor behavior that reduce our ability to display as many advertisements as our advertisers may request, our business, results of operations, financial condition, and prospects would be adversely affected. Our advertising business can be inventory constrained at times, and the attendant impact on the supply and pricing of our advertising inventory could affect the financial performance of our business. We could find ourselves unable to match customer advertising specifications with available

inventory, leaving us unable to deliver the advertising inventory requested and receiving less revenue than otherwise expected. This also could put upward pressure on advertising prices and potentially impact the return advertisers get on their spend, which in turn could affect future advertiser spending. To scale the growth of our advertising services, we will have to successfully develop and target ad products tailored to the interests of our advertisers and our user base, which may require additional user data. If we are unable to do this with the data, technology, and resources available to us, we may need to rely more heavily on alternative revenue sources to grow our business.

We will make efforts to continue to identify and develop potential new revenue streams. We have explored and continue to explore different ways for Redditors to make money on Reddit, including Reddit's earnings programs for contributors, developers, and creators, while also providing a source of revenue for Reddit as well. We also continue to explore reasonable content licensing opportunities as another possible source of revenue where those opportunities do not conflict with our values and the rights of our Redditors and have only recently generated revenue from this opportunity. There are many aspects of these possible revenue sources which are novel and untested, which makes it challenging to evaluate the viability of any future revenue opportunities or to identify the risks and challenges we may encounter in seeking to execute on our strategies. There can be no assurance that we will be successful in generating meaningful revenue from any of these non-advertising sources. If we are unable to succeed in these monetization efforts or identify new revenue opportunities, our business, results of operations, financial condition, and prospects could be harmed.

In addition, we plan to continue expanding our business operations outside the United States and offering content and advertising to Redditors and advertisers in other languages and countries. We plan to continue to enter new international markets where we have limited or no experience in deploying our services or selling advertisements. In order to expand successfully, we need to offer content and products that are tailored to the interests of local Redditors and the needs of local advertisers, each of which requires significant investment of time and resources. As we expand into new international markets, we may not yet understand the full scope of prospective users' interests, demographics, and culture, or advertiser expectations, target audiences, and return on advertising spend, in those markets. This may cause us to expand into markets before we are able to offer a service and advertising platform that has been sufficiently localized for those markets or where those markets lack the necessary demand and infrastructure for long-term adoption of our services. In addition, as our international operations increase, or more of our revenue agreements or operating expenses are denominated in currencies other than the U.S. dollar, the impact of foreign currency fluctuations may become material. If we are unsuccessful in deploying, scaling, or managing our operations in international markets, our business, results of operations, financial condition, and prospects could be adversely affected.

*We generate a majority of our revenue from advertising. We face intense competition for advertising spend both inside and outside the United States, and we are subject to a rapidly evolving technology landscape. If we fail to attract or retain advertisers, or advertisers do not maintain or increase their advertising budgets, our business, results of operations, financial condition, and prospects could be adversely affected.*

A majority of our revenue is generated from third parties advertising on our platform. For the years ended December 31, 2025 and 2024, approximately 94% and 91% of our revenue was generated from third parties advertising on our platform, respectively. In addition, a substantial portion of our revenue is derived from a small number of advertisers, with our top ten largest advertisers accounting for approximately 21% and 25% of our revenue for the years ended December 31, 2025 and 2024, respectively. As is common in our industry, our advertisers do not have long-term advertising commitments with us, and we are at risk if we lose any major advertisers or experience a deterioration in our relationships with them or their agencies. Our advertising revenue could be adversely affected by a number of factors, including:

- our advertisers' inability to optimize their campaigns or measure the results of their campaigns;
- our inability to increase ARPU or otherwise monetize DAUq at the same or higher rate as DAUq growth, including if that growth occurs in markets that do not generate as much revenue as the United States;
- restrictions placed on, or the relevance of, ads outside of the United States, such as China, where Reddit is not directly accessible;
- product or service changes we may make that change the size, frequency, or relative prominence of ads displayed on our platform or otherwise impact Redditor engagement with ads;
- our inability to effectively monetize our international user base or audiences for which we have limited data;
- the impact of new technologies or access to Reddit content through third-party applications that block or obscure the display of our ads;

- timing and resources required to attract advertisers;
- adverse legal developments relating to advertising, like those that constrain the use of certain advertising technologies or limit our ability to measure advertising effectiveness, including regulatory developments or litigation outcomes; and
- other risks described in this Annual Report on Form 10-K.

We also face intense competition from a wide range of platforms and traditional media, and ongoing advancements in ad-blocking technology may undermine the effectiveness of our advertising, further challenging our ability to maintain and grow revenue. The volatility of advertiser spending, particularly in response to economic uncertainty or political instability, could exacerbate these risks, making it difficult for us to predict future performance or ensure consistent growth. The occurrence of any of these or other factors could result in a reduction in demand for our ads, which may reduce the prices we receive for our ads, either of which would negatively affect our business, results of operations, financial condition, and prospects. Additionally, our international expansion introduces additional risks, such as operational challenges and regulatory compliance, which could further harm our revenue growth and results of operations.

***If we do not develop successful new products and services or improve existing products and services, our business will suffer.***

Our ability to retain, increase, and engage Redditors and increase our revenue depends heavily on our ability to continue to evolve our existing products and services and to create successful new products and services. We have invested, and expect to continue to invest, in improvements to our platform, changes to our existing products and services, new and unproven products and services, including machine learning and AI, and other initiatives to generate revenue and increase our user base and user engagement. We have incorporated and may continue to incorporate AI into and across our platform. For example, in 2025, we began integrating Reddit Answers into the platform's core search to further streamline the path from question to answer on Reddit. These development efforts may require significant investments in talent and infrastructure, including access to specialized resources such as graphical processing units. If we are unable to secure these resources on commercially reasonable terms, or if we are unable to continue developing and integrating advanced solutions at a pace that meets user expectations or competitive benchmarks, our market position and prospects could be adversely affected.

Improvements to our platform, new products and services, and other initiatives may be costly, difficult to operate, and could divert management's attention, and there is no guarantee that they will be positively received by Redditors or provide positive returns on our investment. For example, we are developing interactive ads on our developer platform, allowing advertisers to create custom experiences directly within an ad, but we cannot assure that Redditors or advertisers will effectively engage with this new ad feature. Further, new products or services that we develop may, in certain cases, require regulatory approval prior to launch, result in increased litigation, or subject us to new or enhanced governmental or regulatory requirements or scrutiny. There is no guarantee that we will be able to obtain any required regulatory approval, and our efforts to comply with these laws and regulations could be costly and divert management's time and effort and may still not guarantee compliance. These new products and updates may also fail to increase the engagement of Redditors and our advertisers or partners, and may even result in short- or long-term decreases in such engagement by disrupting existing Redditor, advertiser, or partner behavior or by introducing performance and quality issues. In addition, in some cases, we may have little or no prior experience related to developing the technologies underlying the new products and services. If our new or enhanced products or services fail to engage, or meet the expectations of, Redditors or our advertisers or developers, or if our business plans or new approaches to monetization are unsuccessful, we may fail to attract new users, retain existing Redditors, or generate sufficient revenue, operating margin, or other value to justify our investments, and our business, results of operations, financial condition, and prospects could be harmed.

***Our business relies on an approach to content moderation that, while empowering community-led authenticity, can also result in content on the platform that can be unrelated, offensive, and that may pose inherent risks.***

Our business relies on a layered approach to content moderation. While our communities self-organize and set out rules that are tailored to the unique circumstances of their communities, we provide a set of overarching rules and policies that are intended to be protective, not intrusive. Our site-wide rules prohibit behavior such as harassment, bullying, and violence, including hate based on identity or vulnerability, but are not intended to be exhaustive of every potential situation that every community could encounter. Instead, we rely on our communities to self-organize and supplement our site-wide rules by devising their own rules that are tailored to the unique circumstances of their particular community. Between our rules and the rules devised by our communities, we may not be able to adequately anticipate and cover every situation where offensive, inappropriate, hostile, or otherwise objectionable content may arise.

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There can also be significant good faith differences in opinion as to whether particular content violates our site-wide rules or the rules of a specific community. We and our moderators may inconsistently apply the rules, or make decisions regarding content with which other Redditors disagree. From time to time, we and the moderators may need to make difficult moderation decisions that are highly publicized or controversial, including those that result in the departure or disengagement of large numbers of Redditors.

Our approach to content moderation inherently subjects us to numerous risks, including that we may:

- fail to respond in a timely manner, or at all, to the sharing of illegal, illicit, abusive, harmful, or objectionable content on our platform;
- have difficulty identifying offensive, inappropriate, hostile, or otherwise objectionable content, and separating such content from that which is otherwise permissible on our platform (for example, where the content is mistagged or misreported or where there are defects in our automated systems);
- be more likely to be subject to claims relating to information or content that is published or made available on our platform, including enforcement actions with respect to such information or content;
- have an increased risk of reputational harm in the event that content or actions of some Redditors are deemed to be hostile or inappropriate, even if that content is permitted under our policies;
- be unable to retain a sufficient number of volunteer moderators, or ensure that our moderators effectively scale their efforts and fairly and consistently enforce our rules, either of which could significantly degrade the community experience for other Redditors;
- fail to effectively develop or encourage the adoption of tools that help moderators grow, customize, and strengthen their communities;
- have an increased risk of negative publicity based on our decisions, or the decisions of our moderators, with respect to permitted or prohibited content; and
- be unable to monetize a significant portion of the content available through our platform and the DAUq accessing such content, if we or our advertising partners deem it unsuitable.

Even where we or the moderators enforce our rules against an individual or group of individuals whom we have identified as violating our rules, we cannot ensure that such individuals do not continue to disrupt our platform. Banned individuals can attempt to evade enforcement by creating a new account. Banned communities may try to reestablish under a different subreddit name. Bad actors may try to repost removed content. While we continue to work on improving our detection capabilities regarding these types of enforcement evasion, we may be unable to prevent such individuals or communities from further disrupting our platform and producing content that violates our rules.

If users or potential users perceive the content available on Reddit to be offensive, inappropriate, hostile, or otherwise objectionable, or if they perceive such content to be representative of our community experience, our reputation would be harmed and we may experience a decline in user growth, retention, and engagement. In addition, some people may perceive our layered approach to content moderation to mean that Reddit condones offensive, inappropriate, hostile, or otherwise objectionable content that is not removed from our platform. Growth in these perceptions could harm our reputation or impair our ability to maintain good relationships with our advertisers or attract new advertisers, which may seriously harm our business. We face significant competition for advertising spend, and if advertising partners perceive our platform to be associated with content deemed to be offensive, inappropriate, hostile, or otherwise objectionable or problematic, our business, results of operations, financial condition, and prospects could be adversely affected.

*We rely on an approach to content moderation that depends on Redditors who volunteer to be moderators of their communities. If we fail to retain a sufficient number of moderators who are willing to work in good faith within our policies or if we fail to properly manage our relationship with moderators, or if a sizable number of moderators choose to take actions that disrupt our services, our business, results of operations, financial condition, and prospects could be adversely affected.*

Redditors who volunteer to be moderators of Reddit communities are an important part of our business's ecosystem. Each community relies on one or more moderators who not only review content but also define and enforce community rules. Our business relies on moderators to engage in good faith and to manage their subreddits in a manner that meets the needs of the subreddit's members. Our approach to content moderation depends on the activities of the moderators to protect the experiences

of the members of their communities. Our approach requires that moderators be sufficiently active in their moderation activities, depending on the size and scale of their communities. For the larger communities, the need for moderators can be significant, requiring ever-increasing numbers of moderators willing to volunteer their time to effectively scale with the size of the community. In addition, the enforcement demands placed on moderators can increase dramatically on short notice if traffic to a particular subreddit increases due to current events or trends, for example, r/wallstreetbets, or if a community is subject to coordinated spam or abuse campaigns, despite the availability of tools and the efforts of our employees who oversee and enforce site-wide rules. As communities grow, it can become more and more challenging for communities to find qualified people willing to act as moderators.

Moreover, moderators within a community may disagree on the vision for, or direction of, the community, or may simply decide not to work together, resulting in a degraded community experience and subreddit disruption, instability, stagnation, or even dissolution. Moderators, even when acting in good faith, may have different values or viewpoints than what others view as socially acceptable or, worse, may be bad actors against whom we need to enforce our rules.

While we provide tools to our communities to manage their subreddits, our moderators also rely on their own and third-party tools. Any disruption to, or lack of availability of, these third-party tools could harm our moderators' ability to review content and enforce community rules. Further, if we are unable to provide effective support for third-party moderation tools, develop our own such tools, or otherwise change what tools are available to moderators, our moderators could decide to leave our platform and may encourage their communities to follow them to a new platform, which would adversely affect our business, results of operations, financial condition, and prospects.

Because moderators are volunteers, any moderator can decide to stop acting as a moderator and participate only as a community member, or to leave our platform entirely. Although, in 2025, we introduced limitations on the number of large communities that a single user can moderate, certain moderators who moderate large communities or a large number of communities may be able to leverage their influence within those communities to change the dynamics of the discourse within the communities or to disrupt the normal operation of their communities or other communities on our platform. Moderators can also band together and, for various reasons, including changes to Reddit's product or policies, decide to shut down the normal operation of their communities in a manner that degrades the experiences of all Redditors in the affected communities and that can negatively impact Redditors who continue to use our service and reduce the amount of monetizable content generated by Redditors. For example, in response to certain changes to our API policies in June 2023, moderators of certain communities inhibited normal operations of the communities they operate, in many cases in violation of our site-wide rules. While these activities have not historically had a material impact on our business or results of operations, similar actions by moderators and/or their communities in the future could adversely affect our business, results of operations, financial condition, and prospects.

***Our ability to generate revenue depends on the development and availability of tools to accurately measure the effectiveness of advertisements on our platform.***

Most advertisers rely on tools that measure the effectiveness of their ad campaigns or that verify viewability of their ads on our platform in order to allocate their advertising spend among various formats and platforms. If we are unable to measure the effectiveness of advertising on our platform or we are unable to convince advertisers that our platform should be part of a larger advertising budget, our ability to increase the demand and pricing of our advertising products and maintain or scale our advertising revenue will be limited. Our tools may be less developed than those of other platforms with which we compete for advertising spend, in particular relative to those platforms that collect more personal information than we do. Therefore, our ability to develop and offer tools that accurately measure the effectiveness of a campaign or verify ad viewability on our platform will be critical to our ability to attract new advertisers and retain, and increase spend from, our existing advertisers.

Developing and improving these tools may require significant time and resources and additional investment, and in some cases we rely on third parties to provide data and technology needed to provide certain measurements or other functions to our advertisers. If we cannot continue to develop and improve our advertising tools in a timely fashion, those tools or data are not reliable, difficult to use, or otherwise unsatisfactory to our advertisers, or the results are inconsistent with advertiser goals, our advertising revenue could be adversely affected.

In addition, web and mobile browser developers, such as Apple, Microsoft, and Google, have implemented, and may continue to implement, changes in their browser or device operating systems that impair our ability to measure traffic in general and, in particular, the effectiveness of advertising on our platform. Such changes include limiting the use of first-party and third-party cookies, such as Apple's launch of its Intelligent Tracking Prevention ("ITP") feature in its Safari browser. They also include Apple's App Tracking Transparency framework which imposes additional user permissions for certain types of user tracking. Even in situations where we do not engage in the type of user tracking that is the target of such changes, these restrictions and evolving privacy regulations requiring us or our advertisers to obtain user consent prior to the use of cookies or other tracking technologies, nevertheless may make it more difficult for us to measure our traffic in general, and, in particular,

impair or limit our advertising attribution and conversion capabilities. Such restrictions, in combination with evolving legal and regulatory requirements, may impede our ability to attract and retain advertisers who rely on access to such data.

We rely heavily on our ability to collect and share data and metrics to help new and existing advertisers understand the performance of advertising campaigns. If advertisers do not perceive our metrics to be accurate representations of our user base and user engagement, or if we discover inaccuracies in our metrics, they may be less willing to allocate their budgets or resources to our platform, which could harm our business, results of operations, financial condition, and prospects. See “—We rely on internal company data, assumptions, and estimates to calculate certain of our key metrics, and real or perceived inaccuracies in such current or historical metrics may harm our reputation and negatively affect our business.”

***Reddit growth and engagement depends upon effective interoperation with external ecosystems, like operating systems, application stores, networks, devices, web browsers, regulations, and standards that we do not control. If we are unable to adapt to product and policy changes in such ecosystems, or if we do not effectively operate with or receive favorable placements within such ecosystems, our usage could decline and our business, results of operations, financial condition, and prospects could be adversely affected.***

Because we make our products and services available across a variety of operating systems, networks, and websites, we are dependent on the interoperability of our products and services with popular devices, desktop and mobile operating systems, and web browsers that we do not control, such as Mac OS, Windows, Android, iOS, Chrome, Safari, and Firefox. Any changes to these operating systems, devices, web browsers, or online stores distributing our apps that impact the accessibility, speed, or functionality of our products and services or give preferential treatment to competitive products could harm usage of our products and services. Further, if such operating systems or application stores limit the availability of our apps, make changes that degrade the functionality of our apps, increase the cost of using our apps, impose terms of use unsatisfactory to us, limit our ability to target or measure the effectiveness of ads, or modify their search or ratings algorithms in ways that are detrimental to us, or if our competitors’ placement in such mobile operating systems’ application store is more prominent than the placement of our apps, our user growth could be adversely affected. Any changes in such operating systems and application stores that degrade the functionality of our apps or give preferential treatment to our competitors’ apps could also adversely affect our platform’s usage across devices. For example, some operating systems have implemented or explored changes to the underlying application architecture, such as Apple’s App Tracking Transparency, or specialized infrastructure for advertisement-driven app installations, such as SKAdNetwork, which reduce our ability to target and measure advertising and, in turn, may negatively impact the size of the budgets that advertisers are willing to commit to us. Some marketplaces have explored changing their policies regarding what content is acceptable within an application or introduced age restriction mechanisms for applications containing content exceeding the application’s age-based rating. If we are unable to adapt to such changes, this could adversely affect our platform’s access to and usage within those ecosystems. Moreover, if the number of platforms for which we develop our products expands, it will result in an increase in our operating expenses.

As new mobile devices and mobile platforms are released, there is no guarantee that certain mobile devices will continue to support our platform or effectively roll out updates to our apps. Additionally, in order to deliver high-quality apps, we need to ensure that our products and services are designed to work effectively with a range of mobile technologies, systems, networks, and standards. We may not be successful in developing or maintaining relationships with key participants in the mobile industry that enhance Redditors’ experience. If Redditors encounter any difficulty accessing or using our apps on their mobile devices or if we are unable to adapt to changes in popular mobile operating systems, our business, results of operations, financial condition, and prospects could be adversely affected.

Additionally, we are subject to the standard policies and terms of service of these operating systems, as well as policies and terms of service of the various application stores that make our apps and experiences available to our developers, creators, and users. These policies and terms of service govern the availability, promotion, distribution, content, and operation generally of applications and experiences on such operating systems and stores. Each provider of these operating systems and stores has broad discretion to change and interpret its terms of service and policies with respect to our platform and those changes may be unfavorable to us and our developers’, creators’, and users’ use of our platform. If we were to violate, or an operating system provider or application store believes that we have violated, its terms of service or policies, that operating system provider or application store could limit or discontinue our access to its operating system or store. In some cases these requirements may not be clear or our interpretation of the requirements may not align with the interpretation of the operating system provider or application store, which could lead to inconsistent enforcement of these terms of service or policies against us, and could also result in the operating system provider or application store limiting or discontinuing access to its operating system or store. Any limitation on or discontinuation of our access to any third-party platform or application store could adversely affect our business, results of operations, financial condition, and prospects.

***We rely on internal company data, assumptions, and estimates to calculate certain of our key metrics, and real or perceived inaccuracies in such current or historical metrics may harm our reputation and negatively affect our business.***

We regularly review metrics, including our DAUq metric, to evaluate growth trends, measure our performance, and make strategic decisions. We calculate our DAUq using internal company data. While this number is based on what we believe to be reasonable calculations for the applicable period of measurement, there are inherent challenges in measuring DAUq. DAUq is intended to capture traffic where a Reddit page has been viewed or the Reddit app opened at least once and, notably, include both traffic from those who have logged in to a registered account as well as from those who have not logged in to—or do not have—a registered account. In general, it is more challenging to accurately count logged-out traffic, since counting accuracy is dependent on deduplicating traffic where we do not have a registered user identifier. While we use various techniques to detect whether the same user has performed multiple views, including cookies and traffic analysis, these techniques are not guaranteed to accurately deduplicate the traffic, especially for logged-out traffic. In addition, some visitors browse Reddit using an “incognito” or “private browsing” mode. Given the privacy protections surrounding such traffic, we often do not have adequate information to accurately deduplicate such traffic.

Our DAUq metrics may also be impacted by our efforts to reduce the number of false, spam, and bot accounts in existence on our platform. We regularly deactivate false, spam, and bot accounts that violate our terms or policies, and exclude these users from the calculation of our DAUq metric; however, we will not succeed in identifying and removing all false, spam, and bot accounts, which means that our DAUq count could be overstated. We are continually seeking to improve our ability to estimate the total number of false, spam, and bot accounts and eliminate them from the calculation of our DAUq, although our quarterly average DAUq metric may continue to reflect such accounts if, in our view, the impact of their inclusion has an immaterial impact on our average DAUq for the given quarter. Moreover, a single person or organization may hold multiple accounts and may use more than one account to perform multiple views within a relevant period. We lack adequate information to effectively deduplicate such traffic from different registered accounts that may come from the same person or organization. As such, the calculation of our DAUq may not accurately reflect the actual number of people or organizations using our platform.

The risks and challenges relating to our DAUq metric are also applicable to our WAUq metric, and while we may consider and possibly disclose other metrics in the future, there may be additional challenges with accurately counting such metrics. For example, deduplicating screenviews across an entire week, such as with our WAUq metric, or across an entire month exacerbates the deduplication challenges described above. In certain cases, we may need to rely on estimation techniques to improve the accuracy of such metrics. The accuracy of these techniques will depend on the methodologies chosen, resulting in a metric that may not accurately reflect the monthly traffic to our platform.

We regularly review and continually seek to improve the accuracy of and our ability to track such data, but given the complexity of the systems involved and the rapidly changing nature of mobile devices and systems, we expect to continue to encounter challenges, particularly if we continue to expand in parts of the world where mobile data systems and connections are less stable. In addition, we may improve or change our methodologies for tracking these metrics over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. As a result, while any future periods may benefit from such improvement or change, prior periods may not be as accurate or comparable, or we may need to adjust such prior periods. The methodologies used to measure these metrics require significant judgment and are also susceptible to algorithmic or other technical errors. In addition, our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. If the internal systems and tools we use to track these metrics undercount or overcount performance or contain algorithmic or other technical errors, the data we report may not be accurate. Further, as our business develops, we may revise or cease reporting metrics if we determine that such metrics are no longer accurate or appropriate measures of our performance.

Errors or inaccuracies in our metrics or data could also result in incorrect business decisions and inefficiencies. For instance, if a significant understatement or overstatement of active users were to occur, we may expend resources to implement unnecessary business measures or fail to take required actions to attract a sufficient number of users to satisfy our growth strategies. In addition, our advertising partners rely on our metrics to inform ad spend. Inaccuracies or perceived inaccuracies in our metrics, may result in advertisers spending less with us, which could negatively affect our revenue. We continually seek to address technical issues in our ability to record such data and improve our accuracy, but given the complexity of the systems involved and the rapidly changing nature of mobile devices and systems, we expect these issues to continue, particularly if we continue to expand in parts of the world where mobile data systems and connections are less stable. If our operational metrics are not accurate representations of our business, or if investors do not perceive these metrics to be accurate, or if we discover material inaccuracies with respect to these figures, our reputation may be significantly harmed, the market price of our Class A common stock could decline, we may be subject to stockholder litigation, and our business, results of operations, financial condition, and prospects could be adversely affected.

***Disruptions or other business interruptions that affect the availability of our platform could adversely impact our operations and overall business.***

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Our cloud service infrastructure is run on our cloud services providers (“CSPs”), which are currently Amazon Web Services and Google Cloud Platform. We have experienced, and expect in the future that we may experience from time to time, interruptions, delays, or outages in service availability due to a variety of factors, including outages at our CSPs. For example, a widespread Amazon Web Services outage on October 20, 2025, caused significant interruptions that rendered our platform temporarily inaccessible to users. Capacity constraints could arise from a number of causes such as technical failures, natural disasters, fraud, or data breaches or other security incidents or attacks. Our platform’s continuing and uninterrupted performance is critical to our success, and any disruption of, or interference with, our use of CSPs could impair our ability to deliver our solutions to our users, resulting in legal liability, user dissatisfaction, damage to our reputation, loss of users, and harm to our business. The level of service provided by our CSPs, or regular or prolonged interruptions in that service, could also impact the use of, and Redditors’ satisfaction with, our platform and could harm our business and reputation. Since our platform’s continuing and uninterrupted performance is important to our success, sustained or repeated system failures would reduce the attractiveness of our platform. In addition, hosting costs may increase as our user base grows, which could adversely affect our business, results of operations, financial condition, and prospects.

Furthermore, our CSPs have discretion to change and interpret their terms of service and other policies with respect to us, including on contract renewal, and those actions may be unfavorable to our business operations. Our CSPs may also take actions beyond our control that could seriously harm our business, including discontinuing or limiting our access to one or more cloud services, increasing pricing terms, terminating or seeking to terminate our contractual relationship altogether (which they may be able to do for their convenience), or altering how we are able to process data in a way that is unfavorable or costly to us. If our arrangements with either of our CSPs were terminated, we could experience interruptions on our platform and in our ability to make our content available to users, as well as delays and additional expenses in arranging for alternative cloud infrastructure services. Such a transition may require technical changes to our platform, including, but not limited to, our cloud service infrastructure which was designed to run on our CSPs. Making such changes could be costly in terms of time and financial resources and could adversely affect our business, results of operations, financial condition, and prospects.

Further, a significant natural disaster or other catastrophic event, such as an earthquake, fire, flood, power outage, telecommunications failure, cyberattack, war, terrorist attack, sabotage, other intentional acts of vandalism or misconduct, geopolitical event, pandemic or other public health crisis, or other catastrophic occurrence could adversely affect our business, results of operations, financial condition, and prospects. We have offices and a significant number of employees in the San Francisco Bay Area, a region known for seismic activity. Furthermore, escalation of geopolitical tensions, including as a result of escalations in the ongoing conflict between Russia and Ukraine, the escalation of conflict in the Middle East, or tariffs or other trade restrictions by the United States and other countries, could have a broader impact that expands into other markets where we do business, which could adversely affect our business, vendors, partners, Redditors, or the economy as a whole. Despite any precautions we may take, the occurrence of a natural disaster or other unanticipated problems could result in lengthy interruptions in our services or disruptions in our activities or the activities of our vendors, partners, Redditors, or the economy as a whole. All of the aforementioned risks may be further increased if our disaster recovery plans prove to be inadequate. We do not carry business interruption insurance sufficient to compensate us for the potentially significant losses, including the potential harm to our business that may result from interruptions in our ability to provide our products and services. Any such natural disaster or man-made problem could adversely impact our business, results of operations, financial condition, and prospects.

***If we fail to detect attempts to manipulate our platform, including fraudulent activity within our advertising systems, Redditors and our advertisers could lose confidence in us, thereby damaging our reputation and deterring usage of our products and services.***

We are exposed to a variety of forms of problematic activity across our platform, including sophisticated attempts by bad actors to manipulate our systems to generate traffic that may not represent genuine Redditor interest or intent. For example, an attacker may attempt to automate the activities of an account or multiple accounts using a “bot” so as to mimic authentic user activity, such as posting, commenting, voting, or clicking and engaging with advertisements. This sort of manipulation can result in the promotion of inauthentic, low-quality content that is false, misleading, illegal, or undesirable. Such manipulation can also be more difficult to detect due to the use of emerging technologies, including AI and LLM models, by bad actors. It can also degrade the quality of our services and can also undermine the operation of our monetization systems, including our advertising systems, resulting in incorrect counting and charging of advertising partners.

While we invest in efforts to detect and prevent inauthentic content or invalid traffic, including investments in proprietary technologies to detect and address content and vote manipulation, we may be unable to adequately detect and prevent such abuses. If we fail to detect and prevent such abuse, it could hurt our reputation for authentic engagement and reduce use of our platform, harming our business, results of operations, financial condition, and prospects. Advertisers may seek refunds or credit for activity that they deem inauthentic. Even where we are able to detect fraudulent activity, this may result in a need to provide

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retroactive refunds or credits for historical inauthentic activity, further harming our business, results of operations, financial condition, and prospects.

***We have explored, and will continue to explore, business opportunities in content licensing for purposes including machine learning, business analysis, display, and training generative AI models. We are in the early stages of our content licensing efforts, and the market for content is new and evolving rapidly. There is no assurance that we will be able to sustain revenues from these efforts.***

We have explored, and will continue to explore, business opportunities in licensing Reddit content for purposes that do not conflict with our values and the rights of Redditors. We are only in the early stages of these content licensing efforts and we may not be able to grow these efforts into a sustainable business.

The licensing of content for machine learning and AI training purposes is a novel business model without an established track record, which makes it difficult to evaluate our future prospects and the risks and challenges we may encounter in seeking to execute on this opportunity. Although we have negotiated content licensing agreements with a number of partners that are medium-term in length, to date, substantially all of the contract value associated with our licensing revenue is derived from two of our partners, and these arrangements may not be renewed, or they may be renewed based on less favorable terms, such as using fewer services at lower pricing. Our content licensing agreements are subject to terms and conditions, including API performance requirements, that we may be unable to meet. In addition, our existing content licensing agreements may be terminated, not renewed, or renewed on less favorable terms. The commercial market for LLMs may not develop or may be limited by regulation or other factors, and accordingly, the value of content for AI training purposes may be reduced over time, and we may also not be able to secure arrangements on similar terms, or at all, with any other licensees. While our content licensing arrangements include protections against abuse and misuse of Reddit content, we may be unable to adequately control the misbehavior of partners or adequately protect our reputation externally and with respect to our communities, which may expose us to legal or regulatory action.

Moreover, some companies have and may continue to decline to license Reddit content and use such content without license given its open nature, even if in violation of the legal terms governing our services. For example, some companies have constructed very large commercial language models using Reddit content without entering into a license agreement with us. While we have commenced litigation and will continue to vigorously enforce against such entities, such enforcement activities could take years to resolve, result in substantial expense and divert management's attention and other resources, and we may not ultimately be successful.

### ***We are subject to certain risks as a mission-based company.***

Our mission—empower communities and make their knowledge accessible to everyone—and company values are a significant part of our business strategy and who we are as a company. We believe that Redditors value our commitment to our mission of open discourse. However, because we hold ourselves to such high standards, and because we believe Redditors and our moderators have high expectations of us, we may be more severely affected by negative reports or publicity if we fail, or are perceived to have failed, to live up to our mission. As a result, our brand and reputation may be negatively affected by actions we take that are viewed as contrary to that mission. In addition, adhering to our mission may negatively affect our reputation. We remain under continued public scrutiny with regard to the moderation of content related to global elections and politics generally. For example, in February 2025, the Federal Trade Commission (“FTC”) held a public comment period on how technology platforms deny or degrade users’ access to services based on the content of users’ speech or their affiliations and Reddit was among the companies mentioned in the public comments that the FTC requested. In these or other circumstances, the damage to our reputation may be greater than to other companies that do not share similar values with us, and it may take us longer to recover from such an incident and gain back the trust of Redditors.

We may make decisions regarding our business and products in accordance with our mission and values that may reduce our short- or medium-term results of operations if we believe those decisions are consistent with our mission and will improve the aggregate Redditor experience. Although we expect that our commitment to our mission will, accordingly, improve our financial performance over the long term, these decisions may not be consistent with the expectations of investors and any longer-term benefits may not materialize within the time frame we expect or at all, which could harm our business, results of operations, financial condition, and prospects.

### **Risks Related to Human Capital and Culture**

#### ***We cannot assure you that we will effectively manage our growth or maintain our corporate culture as we grow.***

Our employee headcount and the scope and complexity of our business has continued to increase with the number of full-time employees increasing to 2,555 as of December 31, 2025 from 2,233 as of December 31, 2024. The growth and expansion

of our business and products create significant challenges for our management, including managing multiple relationships with Redditors, advertisers, partners, and other third parties, and constraining operational and financial resources. If our operations or the number of third-party relationships continue to grow, our information-technology systems and our internal controls and procedures may not adequately support our operations. In addition, some members of our management do not have significant experience managing large global business operations, so our management may not be able to manage such growth effectively. We also believe that our corporate culture has been a key contributor to our success. If we do not continue to develop our corporate culture and successfully implement more scalable organization structures as we grow and evolve, it could negatively impact our ability to foster the innovation, creativity, and teamwork that we believe are important to support our growth. To effectively manage our growth, we must continue to improve our operational, financial, and management processes and systems and effectively expand, train, engage, and manage our employee base.

Further, although we expect to continue to grow our headcount in future periods, we have in the past implemented, and may in the future implement, organizational changes to pursue greater efficiency and realign our business and strategic priorities. We may not experience the anticipated benefits, in whole or in part, of such strategic reprioritizations, and the related organizational changes, including reductions in our workforce, could result in unintended consequences, such as decreased morale among remaining employees and reputational damage, which could make it more difficult for us to retain existing employees or hire new employees in the future, greater than anticipated costs, the loss of institutional knowledge and expertise, and increased difficulty managing the scale and complexity of our business. If we do not effectively redistribute the duties and obligations of departed employees among our remaining employees, or if employees who were not affected by the reduction in our workforce seek alternative employment, we could incur unplanned additional expenses to ensure adequate resourcing and our productivity and business could be harmed.

***Our business depends on attracting and retaining high-quality personnel in sales, services, engineering, marketing, finance, and support functions.***

Our success depends in large part on our ability to attract and retain high-quality personnel representing diverse backgrounds, experiences, and skill sets in sales, services, engineering, marketing, finance, and support functions. Maintaining our brand and reputation, as well as a diverse and inclusive work environment that enables all our employees to thrive, is important to our ability to recruit and retain employees. Changes to U.S. immigration policies that restrain the flow of technical and professional talent may inhibit our ability to adequately staff our research and development efforts. Competition for qualified employees is intense in our industry, and the loss of even a few qualified employees, or an inability to attract, retain, and motivate additional highly skilled employees required for the planned expansion of our business could harm our results of operations and impair our ability to grow. To attract and retain key personnel, we use various measures, including an equity incentive program. These measures may not be enough to attract and retain the personnel we require to operate our business effectively. In addition, we have a number of current employees who hold equity in our company or whose equity awards became substantially vested upon the completion of our initial public offering. As a result, it may be difficult for us to continue to retain and motivate these employees, and the value of their holdings could affect their decisions about whether they continue to work for us. Our ability to attract, retain, and motivate employees may be adversely affected by declines in the market price of our Class A common stock. If we issue significant equity to attract new employees or to retain our existing employees, we would incur substantial additional stock-based compensation expense and the ownership of our existing stockholders would be further diluted.

As our company grows and evolves, we may need to implement more complex organizational management structures, adapt our corporate culture and work environments, streamline our organization, or adjust the size and structure of our workforce to scale for the future and execute our long-term growth plan. These changes could have an adverse impact on our corporate culture and employee morale, which could, in turn, adversely affect our reputation as an employer and harm our ability to attract and retain high-quality personnel. If we fail to attract new personnel, or to retain and motivate our current personnel, our business, results of operations, financial condition, and prospects could be adversely affected.

***We depend on our senior management team and other key employees, and the loss of one or more of these employees could adversely affect our business.***

Our ability to efficiently execute our business strategy is dependent upon the continued service and performance of our senior management team and other key employees, particularly Steven Huffman, our co-founder, Chief Executive Officer, and President. Mr. Huffman is an at-will employee, which means that he could resign or could be terminated for any reason at any time. Mr. Huffman is critical to the management of our company and instrumental in the development of our technology and our strategic direction, and should he stop working for us for any reason, it is unlikely that we would be able to immediately find a suitable replacement.

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The loss of key employees, including members of our senior management team, could disrupt our operations, adversely impact employee retention and morale, and seriously harm our business. Further, if our senior management team and other key employees fail to work together effectively and to execute our plans and strategies on a timely basis, our business could be harmed. We also do not currently maintain any key-person life insurance policies. Even if we were to obtain such policies, the loss of Mr. Huffman or other key employees, including members of our senior management team, could adversely affect our business, results of operations, financial condition, and prospects.

### **Risks Related to Cybersecurity, Information Systems, and Intellectual Property**

*Our business, results of operations, financial condition, and prospects may be harmed by our failure to timely and effectively scale and adapt our existing technology and infrastructure.*

As Redditors generate more content, we may be required to expand and adapt our technology and infrastructure to continue to reliably store, serve, and analyze this content. It may become increasingly difficult to maintain and improve the performance of our products and services, especially during peak usage times, as our products and services become more complex and our traffic increases. In addition, because our cloud service infrastructure is run on CSPs, we cannot guarantee that we will be able to expand our infrastructure to meet demand in a timely manner, or on favorable economic terms. This is particularly challenging with regard to increasing international traffic demands. If Redditors are not able to access our platform or we are not able to make content available rapidly on our platform, Redditors may seek other channels to obtain the content, and may not return to Reddit or use Reddit as often in the future, or at all. This would negatively impact our ability to attract new users to Reddit and advertisers and the frequency with which people return to Reddit. We expect to continue to make investments to maintain and improve the capacity, capability, and reliability of our infrastructure. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed, and continually develop our technology and infrastructure to accommodate actual and anticipated changes in technology, our business, results of operations, financial condition, and prospects may be harmed.

We continue to scale the capacity of, and enhance the capability and reliability of, our infrastructure to support DAUq growth and increased activity on our platform. We expect that investments and expenses associated with our infrastructure will continue to grow, including operating costs, the cost to acquire additional servers and networking equipment to increase the capacity of our infrastructure, increased utilization of third-party cloud computing and associated costs thereof, and increased bandwidth costs. The improvement of our infrastructure requires a significant investment of our management's time and our financial resources. If we fail to efficiently scale and manage our infrastructure, our business, results of operations, financial condition, and prospects would be adversely impacted.

*If our security measures are breached, or if our products and services are subject to attacks involving our systems or data, some of which contain personal information, or that degrade or deny the ability of users to access our products and services, our products and services may be perceived as not being secure, Redditors and advertisers may curtail or stop using our products and services, and our reputation, business, results of operations, financial condition, and prospects could be harmed.*

We receive, collect, store, maintain, transfer, submit, and otherwise process personal user, employee, advertiser, and other personal, confidential, or sensitive information, and data breaches and other data security incidents expose us to a risk of loss of, or unauthorized access to, this personal information, litigation, and potential liability. As such, we are an attractive target for data security attacks by third parties. Any actual or perceived failure to prevent or mitigate data security incidents or improper access to, or use, acquisition, disclosure, alteration, or destruction of, any such data could result in significant liability and a material loss of revenue resulting from the adverse impact on our reputation and brand, a diminished ability to retain existing, or attract new users and advertisers, and disruption to our business. We rely on third-party providers to host or otherwise process some of our data and that of our users and advertisers, and any failure by such third party, or any other entity in our collective supply chain, to prevent or mitigate data security breaches or improper access to, or use, acquisition, disclosure, alteration, or destruction of, such information could have similar adverse consequences for us.

We have experienced in the past, and may in the future experience, cybersecurity attacks (including denial of service, phishing, social engineering, ransomware, malware, and integrity attacks), computer viruses, software bugs, internet interruptions, disruptions, or losses, spam or other attacks, breach by intentional or negligent conduct, theft or fraud on the part of employees or other third parties, including state-sponsored organizations with significant financial and technological resources, terrorism, improper operation, data loss, coding or configuration errors, credential stuffing, human error, natural disasters, and other security breaches, and as a result, unauthorized parties may impede or deny access to our platform or otherwise obtain access to our data or Redditors' or advertisers' data, including personal information. For example, in February 2023, we experienced a data security incident in which an attacker was able to obtain an employee's login credentials to gain access to certain contact information, internal documents, source code, and other internal business information. We also

regularly encounter attempts to create false or undesirable user accounts, purchase ads, or take other actions on our platform for purposes such as spamming, engaging in coordinated information manipulation, or other objectionable ends. Our efforts to address undesirable activity on our platform also increase the risk of retaliatory attack. While we take efforts to protect our systems and data, including taking steps to protect the integrity of our APIs, there can be no assurance that our safety and security measures (and those of our third-party providers) will prevent damage to, or interruption or breach of, our information systems, data, and operations. Our technology may fail to adequately secure the personal information and other data we maintain, and we cannot entirely eliminate the risk of improper or unauthorized access to, or disclosure of, personal information and other data, other data security events that impact the integrity or availability of personal information or our systems and operations, or the related costs we may incur to mitigate and remediate the consequences from such events. We may also assume liabilities for breaches experienced by the companies we acquire. Additionally, we cannot guarantee that our cybersecurity insurance coverage would be sufficient to cover all applicable losses. Any systems failure or compromise of our security that results in the unauthorized access to, or release of, Redditors' or advertisers' data or disruption of access to our platform could significantly limit the use and adoption of our products and services, as well as harm our reputation and brand and, therefore, our business.

In addition, our products operate in conjunction with, and we are dependent upon, third-party products and components across a broad ecosystem. There have been in the past, and may in the future be, significant attacks on certain of our third-party providers, such as the LastPass cybersecurity incidents in 2022. We cannot guarantee that our or our third-party providers' systems and networks have not been breached or that they do not contain exploitable defects or bugs that could result in a breach of, or disruption to, our systems and networks or the systems and networks of third parties that support us and our services. If there is a security vulnerability, error, or other bug in one of these third-party products or components and if there is a security exploit targeting them, we could face increased costs, liability claims, reduced revenue, or harm to our reputation or competitive position. The natural sunsetting of third-party products and operating systems that we use requires that our infrastructure teams reallocate time and attention to migrations and updates, during which period potential security vulnerabilities could be exploited. Third-party risks may also include insufficient security measures, data location uncertainty, and the possibility of data storage in inappropriate jurisdictions where laws or security measures may be inadequate, and our ability to monitor our third-party providers' data security practices are limited. Although we generally have agreements relating to cybersecurity and data privacy in place with our third-party providers, they are limited in nature and we cannot guarantee that such agreements will prevent the accidental or unauthorized access to, or disclosure, loss, destruction, disablement, or encryption of, use or misuse of, or modification of, data (including personal information), or enable us to obtain adequate or any reimbursement from our third-party providers in the event we should suffer any such data security-related incidents. Due to applicable laws, rules, and regulations, or contractual obligations, we may be held responsible for any information security failure or cybersecurity attack attributed to our vendors as they relate to the information we share with them. A vulnerability in a third-party provider's software or systems, a failure of our third-party providers' safeguards, policies, or procedures, or a breach of any third-party provider's software or systems could result in the compromise of the confidentiality, integrity, or availability of our systems or the data housed in our third-party solutions.

Our information technology systems and data have been, and may in the future be, subject to increased risks as many of our employees continue to work remotely and utilize network connections, computers, and devices outside our premises or network, including working at home, while in transit, and in public locations. For example, technologies in our employees' and service providers' homes may not be as robust as in our offices and could cause the networks, information systems, applications, and other tools available to employees and service providers to be more limited or less reliable than in our offices. Further, the security systems in place at our employees' and service providers' homes, or other remote work locations, may be less secure than those used in our offices, and while we have implemented technical and administrative safeguards to help protect our systems as our employees and service providers work remotely, we may be subject to increased cybersecurity risk, which could expose us to risks of data or financial loss, and could disrupt our business operations. There is no guarantee that the privacy, data security, and data protection safeguards we have put in place will be completely effective or that we will not encounter risks associated with employees and service providers accessing company data and systems remotely.

Moreover, according to U.S. government sources and others, the conflict involving Russia and Ukraine has resulted in a heightened risk of cyberattacks against companies like ours that have operations, vendors, and/or supply chain providers located in or around the region of conflict or that are otherwise related to the conflict.

Our data security measures may also be breached due to employee error, malfeasance, theft, fraud, misconduct, or otherwise, or third parties may attempt to fraudulently induce employees, Redditors, or our advertisers to disclose sensitive or personal information in order to gain access to our data or Redditors' or advertisers' data or accounts. Since people on Reddit and our advertisers may use Reddit to establish and maintain online identities, unauthorized communications from Reddit accounts that have been compromised may damage their personal security, reputations, and brands as well as our reputation and brand. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage or breach systems

continue to evolve in sophistication and volume and often are not recognized until launched against a target, we may be unable to anticipate these techniques, timely detect and appropriately remediate and respond, defend against such attacks, or implement adequate preventative measures. Moreover, the increasing sophistication and resources of cyber criminals and other non-state threat actors and increased actions by nation-state actors make keeping up with new threats difficult, as the techniques used to obtain unauthorized access to, or to sabotage, systems or networks are constantly evolving and generally are not recognized until launched against a target. Additionally, attackers have used machine learning and AI to launch more automated, targeted, and coordinated attacks against targets. Consequently, we are not always able to, and may in the future be unable to, anticipate these techniques, detect or react in a timely manner, or implement preventative measures, which could result in delays in our detection or remediation of, or other response to, data security breaches and other data security-related incidents. If an actual or perceived breach of our or our third-party providers' data security occurs, Redditors and our advertisers may be harmed, lose trust and confidence in us, decrease the use of our products and services, or stop using our products and services entirely. In the event of a data security breach, we may also incur significant legal and financial exposure, including as a result of litigation and other claims, regulatory investigations and inquiries, fines and penalties for non-compliance with applicable data privacy-related laws, rules, or regulations, remediation costs, or indemnification requests. Any of these actions could have an adverse effect on our business, results of operations, financial condition, and prospects.

***We anticipate that our ongoing efforts related to data privacy, safety, security, and content review will identify instances of misuse of user data or other undesirable activity by third parties on and off our platform.***

In addition to our efforts to mitigate cybersecurity risks, we are making investments in privacy, safety, security, and content review efforts to combat misuse of our services and user data by third parties. As a result of these efforts, we may discover incidents of misuse of, or unauthorized access to, user data or other undesirable activity by third parties. We have taken steps to protect the integrity of our APIs, but despite these efforts, our security measures or those of our third-party providers or licensees could be insufficient or breached as a result of third-party action, malfeasance, employee errors, service provider errors, technological limitations, defects or vulnerabilities in our platform or any third-party platform, or otherwise. We may not discover all such incidents or activity, whether as a result of our data or technical limitations, including our lack of visibility over our encrypted services, the scale of activity on our platform, challenges related to our personnel working remotely, the allocation of resources to other projects, or other factors, and the media, or other third parties. Such incidents and activities may include the use of user data or our systems in a manner inconsistent with our terms, contracts, or policies, the existence of false or undesirable user accounts, election interference, improper advertising practices, activities that threaten people's safety online or offline, or instances of spamming, scraping, data harvesting, unsecured datasets, or spreading misinformation. For example, third parties often attempt to access and collect Reddit site data through "scraping" and other unauthorized mechanisms for unauthorized purposes, such as distributing such data to other parties for commercial purposes or training AI models for commercial purposes. We may also be unsuccessful in our efforts to enforce our policies or otherwise remediate any such incidents. Any of the foregoing developments may negatively affect Redditor trust and engagement, harm our reputation and brand, make it more difficult for us to monetize our APIs, require us to change our business practices in a manner adverse to our business, and negatively affect our business, results of operations, financial condition, and prospects. Any such developments may also subject us to additional litigation and regulatory inquiries, which could subject us to monetary penalties and damages, divert management's time and attention, and lead to enhanced regulatory oversight.

***Our business depends on continued and unimpeded access to our products and services on the internet by Redditors and our advertisers. If we or Redditors experience disruptions in internet service or if internet service providers are able to block, degrade, or charge for access to our products and services, we could incur additional expenses and the loss of users and advertisers, which could undermine our operations.***

We depend on the ability of Redditors and our advertisers to access the internet. Currently, this access is provided by companies that have significant market power in the broadband and internet access marketplace, including incumbent telephone companies, cable companies, mobile communications companies, government-owned service providers, device manufacturers, and operating system providers, any of whom could take actions that degrade, disrupt, or increase the cost of user access to our products or services, which would, in turn, negatively impact our business. The adoption of any laws, rules, or regulations that adversely affect the growth, popularity, or use of the internet, including laws, rules, regulations, or practices limiting internet neutrality, could decrease the demand for, or the usage of, our products and services, increase our cost of doing business, and adversely affect our results of operations. We also rely on other companies to maintain reliable network systems that provide adequate speed, data capacity, and security to us and our users. As the internet continues to experience growth in the number of users, frequency of use, and amount of data transmitted, the internet infrastructure on which we and our users rely may be unable to support the demands placed upon it. Frequent or persistent interruptions in our products and services could cause users to believe that our products and services are unreliable, leading them to switch to our competitors or to otherwise avoid our products and services. The failure of the internet infrastructure on which we or our users rely, even for a short period of time, could undermine our operations. To the extent that we do not effectively address capacity constraints, upgrade our

systems as needed, or continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business, results of operations, financial condition, and prospects could be harmed.

***Our products and services may contain undetected software errors, bugs, or other vulnerabilities, which could harm our business, results of operations, financial condition, and prospects.***

Our products and services incorporate complex software, and we encourage employees to quickly develop and help us launch new and innovative features. Our software, including any open source software that is incorporated into our code, may now or in the future contain errors, bugs, or other vulnerabilities. Some errors, bugs, or vulnerabilities in our software code inherently may be difficult to detect and may only be discovered after the product or service has been released for external or internal use. Such errors, bugs, vulnerabilities, or defects could also be exploited by malicious actors and result in exposure of our users' or advertisers' data, or otherwise result in a security breach or other security incident. We may need to expend significant financial and development resources to analyze, correct, eliminate, or work around errors or defects or to address and eliminate vulnerabilities. In addition, our products and services are increasingly reliant on machine learning systems and AI, which are complex, subject to increasing litigation and regulatory scrutiny, and may have errors or inadequacies that are not easily detectable. The effectiveness of such AI systems and technologies could be impaired by incomplete, biased, or inadequate inputs or training data, which could lead us to make determinations or recommendations in our products or services that have an adverse effect on our business and financial results. Moreover, these systems may inadvertently reduce our efficiency, or may cause unintentional or unexpected outputs that are incorrect, do not match our business goals, do not comply with our policies or applicable legal requirements, or otherwise are inconsistent with our brand, guiding principles, and mission. Any errors, bugs, or vulnerabilities discovered in our code after release could result in negative user experiences, damage to our reputation, compromised ability of our products and services to perform in a manner consistent with Redditor expectations, delayed product introductions, compromised ability to protect the data of our users or advertisers or an inability to provide some or all of our services, loss of Redditors, loss of advertisers or advertising revenue, or liability for damages, any of which could adversely affect our business, results of operations, financial condition, and prospects.

***Many of our products and services contain third-party open source software components, and failure to comply with the terms of the underlying open source software licenses could adversely affect our business, results of operations, financial condition, and prospects.***

We use open source software in our products and services and may continue to use open source software in the future. Some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the type of open source software. If we combine our proprietary software with open source software in a certain manner, we could, under certain open source licenses, be required to release the source code of our proprietary software to the public on unfavorable terms or at no cost. Any actual or claimed requirement to disclose our proprietary source code or pay damages for breach of contract may allow our competitors to create similar products with lower development effort and time and, ultimately, could result in a loss of sales for us. Some open licenses include restrictions that do not readily conform to open source standards, such as "open weight" models which include more restrictive terms for certain uses or users, thereby creating uncertainty and risk on our reliance on such software or models. We could be required to obtain new licenses, pay additional fees, limit use, or even re-engineer products if we are found to exceed the scope of permitted use. Some open source software may include generative AI software or other software that incorporates or relies on generative AI. The use of such software may expose us to risks as the intellectual property ownership, license rights, and other legal rights, including copyright, of generative AI software and tools have not been fully interpreted by U.S. or foreign courts or been fully addressed by legislation. It may be challenging to ascertain whether the authors of the original software had sufficient rights to support our usage of the software and data and models underlying the software. Authors of open source software we use may update the terms of open source licenses governing such software to commercial license terms that may require us to pay fees in order to continue using such software. In addition to intellectual property risks, the use of this software may exacerbate other risks, including cybersecurity and privacy risks and other rights issues. This could adversely affect our reputation and expose us to legal liability as well as contractual or regulatory risk.

We regularly contribute software source code to open source projects under open source licenses or release internal software projects under open source licenses, and may continue doing so in the future. Our ability to protect our intellectual property rights with respect to source code which we have made publicly available may be limited. The terms of many open source licenses have not been interpreted by U.S. or foreign courts, and there is a risk that these licenses could be construed in ways that could impose unanticipated conditions or restrictions on our ability to commercialize products or services incorporating such software. Moreover, we cannot assure you that our processes for controlling our use of open source software in our products will be effective. While we monitor our use of open source software and try to ensure that none is used in a manner that would require us to disclose our proprietary source code or that would otherwise breach the terms of an open source license, such use could inadvertently occur, or could be claimed to have occurred, in part because open source license

terms are often ambiguous. From time to time, we may face claims from third parties asserting ownership of, or demanding release of, the open source software or derivative works that we develop using such software (which could include our proprietary source code), or otherwise seeking to enforce the terms of the applicable open source license. These claims could result in litigation. If we are held to have breached the terms of an open source software license, we could be required to seek licenses from third parties to continue offering our products or services on terms that are not economically feasible, to re-engineer our products or services, to discontinue the sale of our products or services if re-engineering could not be accomplished on a timely or cost-effective basis, or to make generally available, in source code form, our proprietary code, any of which could adversely affect our business, results of operations, financial condition, and prospects.

Further, the use and distribution of open source software may entail greater risks than the use of third-party commercial software, as open source licensors generally do not provide warranties or controls on the origin of software. There is typically no support available for open source software, and we cannot ensure that the authors of such open source software will implement or push updates to address security risks or will not abandon further development and maintenance. Many of the risks associated with the use of open source software, such as the lack of warranties or assurances of title or performance, cannot be eliminated, and could, if not properly addressed, negatively affect our business. Any of these risks could be difficult to eliminate or manage and, if not addressed, could have an adverse effect on our business, results of operations, financial condition, and prospects.

***We may be unable to obtain, maintain, protect, defend, or enforce our intellectual property adequately, which could harm our business, results of operations, financial condition, and prospects.***

We believe that intellectual property is an important part of our industry and business. We rely primarily on a combination of copyright, trademark, patent, and trade secret laws, as well as internal security controls, confidentiality procedures, invention assignment and license agreements, and contractual provisions, to establish and protect our intellectual property rights in the United States and abroad. Various factors outside our control pose a threat to our intellectual property rights, as well as to our products, services, and technologies. For example, the efforts we have taken to protect our intellectual property may not be sufficient or effective, and our copyrights, trademarks, and other intellectual property or proprietary rights may be challenged, contested, narrowed in scope, or held invalid or unenforceable. Further, in light of our reliance on a significant amount of open source materials, we may not have the ability to protect certain of our information and technology. The steps we take to protect our intellectual property rights may not be sufficient to effectively prevent third parties from infringing, misappropriating, or otherwise violating our intellectual property rights or to prevent unauthorized disclosure or unauthorized use of our trade secrets or other confidential information. We may not be effective in policing unauthorized use of our intellectual property or in appropriately managing our open source catalog. Any enforcement efforts we undertake, including litigation, could be time-consuming and expensive, could divert management's attention and may result in a court determining that our intellectual property rights are unenforceable. If we are not successful in protecting our intellectual property rights in a cost-effective manner, our business, results of operations, financial condition, and prospects could be harmed.

Further, we have filed trademark and patent applications to protect certain of our technology and intellectual property. There can be no assurance that each of our applications will result in the issuance of a registered trademark or a registered patent or that each resulting registration will be maintained. Even if issued, there can be no assurance that our intellectual property rights will be sufficient to protect against others offering products or services that are substantially similar to ours and compete with our business or that unauthorized parties may attempt to copy aspects of our technology and use information that we consider proprietary. For example, it is possible that third parties, including our competitors, may obtain patents relating to technologies that overlap or compete with our technology. If third parties obtain patent protection with respect to such technologies, they may assert that our technology infringes their patents and seek a licensing fee from us or otherwise exclude us from using our technology. We have acquired, and may in the future acquire, additional patents or patent portfolios, license patents from third parties, or agree to license the use of our patents to third parties, which could require significant cash expenditures. Any additional investment in protecting our intellectual property through additional copyright, trademark, patent, or other intellectual property filings could be expensive or time-consuming. We may not be able to obtain protection for our technology and, even if we are successful in obtaining effective copyright, trademark, and patent protection, it is expensive to maintain these rights, both in terms of application and maintenance costs, and the time and cost required to defend our rights could be substantial.

In addition to registered intellectual property rights, we rely on unregistered intellectual property rights, such as trade secrets, confidential information, know-how, and technical information. We seek to protect our intellectual property, technology, and confidential information by requiring our employees, contractors, consultants, and other third parties who develop intellectual property on our behalf to enter into invention assignment agreements, and third parties we share information with to enter into nondisclosure and confidentiality agreements. We cannot guarantee that we have entered into such agreements with each party who has developed intellectual property on our behalf and each party that has or may have had

access to our confidential information, know-how, trade secrets, and technical information. These agreements may be insufficient or breached, or may not effectively prevent unauthorized access to or unauthorized use, disclosure, misappropriation, or reverse engineering of, our confidential information, intellectual property, or technology. Moreover, these agreements may not provide an adequate remedy for breaches or unauthorized use or disclosure of our confidential information or technology, or infringement of our intellectual property. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret or know-how is difficult, expensive, and time-consuming, and the outcome is unpredictable. In addition, trade secrets and know-how can be difficult to protect and some courts inside and outside of the United States are less willing or unwilling to protect trade secrets and know-how. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor or other third party, we would have no right to prevent them from using that technology or information to compete with us, and our competitive position could be materially and adversely harmed. The loss of trade secret protection could make it easier for third parties to compete with our products and services by copying the functionality of our products and services. Additionally, individuals not subject to invention assignment agreements may make adverse ownership claims to our current and future intellectual property, and, to the extent that our employees, contractors, consultants, or other third parties with whom we do business use intellectual property owned by others in their work for us, disputes may arise as to the rights in related or resulting know-how and inventions.

Effective intellectual property protection may not be available in every country in which we operate or intend to operate our business or offer our products and services, and our intellectual property rights may not receive the same degree of protection in foreign countries as they would in the United States because of the differences in foreign patent, trademark, copyright, and other laws concerning intellectual property and proprietary rights.

Third parties may knowingly or unknowingly infringe, misappropriate, or otherwise violate our intellectual property or other proprietary rights, and particularly as we expand the scope of our business and the countries in which we operate, we may not be able to prevent third parties from infringing, misappropriating, or otherwise violating or challenging our use of, our intellectual property or proprietary rights, including those used to build and distinguish the “Reddit” brand. If the protection of our intellectual property and proprietary rights is inadequate to prevent unauthorized use or appropriation by third parties, the value of our brand and other intangible assets may be diminished and competitors may be able to more effectively mimic our technologies, products, services, features, or methods of operations. We also may be required to spend significant resources to monitor and protect our intellectual property rights. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming, and distracting to management and could result in the impairment or loss of portions of our intellectual property. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. Our efforts to enforce our intellectual property rights may be met with defenses, counterclaims, and countersuits attacking the validity and enforceability of our intellectual property rights. An adverse outcome in such litigation or proceeding may expose us to a loss of our competitive position, expose us to significant liabilities, or require us to seek licenses that may not be available on commercially acceptable terms, or at all. Any of these events could harm our business, results of operations, financial condition, and prospects.

*We have and may in the future be subject to claims that we violated certain third-party intellectual property rights, which, even where meritless, can be costly to defend and could adversely affect our business, results of operations, financial condition, and prospects.*

Our success depends, in part, on our ability to develop and commercialize our products and services without infringing, misappropriating, or otherwise violating the intellectual property rights of third parties. However, we have been and may in the future be involved in lawsuits and other disputes alleging that we have infringed, misappropriated, or otherwise violated the intellectual property rights of third parties. We may not be aware that our products or services are infringing, misappropriating, or otherwise violating third-party intellectual property rights and such third parties may bring claims alleging such infringement, misappropriation, or violation. For example, the continued use of any AI technologies in our products and services may give rise to risks related to intellectual property infringement. Additionally, companies in the technology industry own large numbers of patents, copyrights, trademarks, and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. As we face increasing competition and become increasingly high profile, we have received, and may in the future receive, more intellectual property claims against us. In addition, various “non-practicing entities,” and other intellectual property rights holders have asserted and may attempt to assert in the future, intellectual property claims against us and have sought, and may attempt to seek in the future, to monetize the intellectual property rights they own to extract value through licensing arrangements or other settlements or litigation.

We cannot predict the outcome of lawsuits and cannot ensure that the results of any such actions will not adversely affect our business, results of operations, financial condition, or prospects. We have incurred and may in the future incur, expenses associated with litigation and settlement costs arising out of allegations that we have infringed, misappropriated, or otherwise

violated the intellectual property rights of third parties. Any such claims or litigation, even those without merit and regardless of the outcome, could cause us to incur significant expenses, and, if successfully asserted against us, could require that we pay substantial costs or damages, pay significant ongoing royalty payments, pay settlement or licensing fees, prevent us from offering our products or services or using certain technologies, force us to implement expensive work-arounds or re-designs, impose other unfavorable terms, distract management from our business, or satisfy indemnification obligations.

If any of our technologies, products, or services are found to infringe, misappropriate, or otherwise violate a third party's intellectual property rights, we could be required to obtain a license from such third party to continue commercializing or using such technologies, products, or services. However, we may not be able to obtain any required license on commercially reasonable terms, or at all. Even if we were able to obtain a license, it could be non-exclusive, thereby giving our competitors and other third parties access to the same technologies licensed to us, and it could require us to make substantial licensing and royalty payments. We also could be required, including by court order, to cease the commercialization or use of the violating technology, products, or services. Accordingly, we may need to design around such violated intellectual property, which may be expensive, time-consuming, or infeasible. In addition, we could be found liable for significant monetary damages, including treble damages and attorneys' fees, if we are found to have willfully infringed a patent or other intellectual property right. Claims that we have misappropriated the confidential information or trade secrets of third parties could similarly harm our business. If we are required to make substantial payments or undertake any of the other actions noted above as a result of any intellectual property infringement, misappropriation, or violation claims against us, such payments, costs, or actions could adversely affect our competitive position, business, results of operations, financial condition, and prospects. Even if intellectual property claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and require significant expenditures. Any of the foregoing could prevent us from competing effectively and could have an adverse effect on our business, results of operations, financial condition, and prospects.

### **Risks Related to Governmental Regulation and Litigation**

*Our business is subject to increasingly complex and evolving laws, rules, regulations, industry standards, and other legal obligations regarding content, consumer protection, competition, privacy, and other matters. Our existing and future products and services may subject us to additional regulatory requirements that could be costly and difficult to comply with or may subject us to other risks that could result in additional liability, reputational harm, or other consequences that could adversely affect our business, results of operations, financial condition, and prospects.*

We are subject to a variety of laws, rules, regulations, industry standards, and other legal obligations in the United States and abroad that involve matters central to our business, including those relating to content, intellectual property, rights of publicity, data privacy and security, advertising, machine learning and AI, marketing, distribution, competition, consumer protection, protection of minors, telecommunications, product liability, taxation, economic or other trade prohibitions or sanctions, blockchain, and securities laws. The laws, rules, and regulations applicable to our business are stringent, evolving, and involve matters central to our business, and may be interpreted, applied, created, or amended in a manner that could harm our current or future business and operations.

We expect increasing legal complexity and uncertainty regarding the use and regulation of content made available on platforms such as ours. We have faced, currently face, and will continue to face claims and governmental scrutiny relating to information or content that is published or made available on our platform. In particular, the nature of our business exposes us to claims and governmental scrutiny related to defamation, dissemination of misinformation or news hoaxes, discrimination, harassment, intellectual property rights, rights of publicity, data privacy and security, personal injury torts, laws regulating hate speech or other types of content, online safety, sex trafficking, consumer protection, and breach of contract, among others. In the United States, there have been and will continue to be various U.S. Executive Branch, Congressional, and state-level efforts to regulate the content made available on platforms such as ours, and to restrict the scope of the protections available to online platforms under Section 230 of the Communications Decency Act. Our current protections from liability in the United States and other jurisdictions outside of the United States for content moderation decisions and third-party content posted on our platform could decrease or change, potentially resulting in increased liability for content moderation decisions and third-party content posted on our platform and higher litigation costs.

We could also face fines, orders restricting or blocking our services in particular geographies, or other government-imposed remedies as a result of content hosted on our services. This risk is enhanced in certain jurisdictions outside of the United States where our protection from liability for third-party actions may be unclear or where we may be less protected under local laws than we are in the United States. Numerous countries in Europe, the Middle East, Asia-Pacific, and Latin America are considering or have implemented legislation and regulations imposing potentially significant penalties, including fines, service throttling, access bans, or advertising bans, for failure to remove certain types of content or follow certain processes. For example, legislation in Germany and India has resulted and may result in the future, in the imposition of fines or

other penalties for failure to comply with certain content removal, law enforcement cooperation, and disclosure obligations. Moreover, a recent ruling by Brazil's Supreme Federal Court partially invalidated the country's pre-existing intermediary liability framework and introduced a new notice and takedown regime for a broad range of unlawful content and illegal ads, increasing legal and compliance risks in Brazil. Content-related legislation and regulations also have required us and may require us in the future, to change our products or business practices, increase our costs, or otherwise impact our operations or our ability to provide services in certain geographies. For example, the European Union (the "EU") Directive on Copyright in the Digital Single Market expands online platform liability for copyright infringement and regulates certain uses of news content online. The Dutch Media Authority has registered Reddit as a video-sharing platform service under the Dutch Media Act, which transposes the EU Audiovisual Media Service Directive into Dutch law. The expansion and complexity of laws and regulations like the Online Safety Acts in the United Kingdom (the "UK") and Australia, the EU ePrivacy Directive, the EU Digital Services Act (the "DSA"), and others across the globe will increase our compliance costs and require changes to our processes and operations. The DSA imposes significant content moderation, notice, transparency, advertising, and child safety obligations, in addition to advertising restrictions and other requirements to protect consumers and their rights online, especially if a platform is determined to be a Very Large Online Platform. Further, there are regulations aimed at limiting minors' access to online content, including adult content, or otherwise governing their treatment by online platforms, such as the Online Safety Acts in the UK and Australia, the Social Media Minimum Age law in Australia, and the Digital Majority Act in France. These regulations have prevented and could continue to prevent us from making our services available to certain users in certain jurisdictions, increase our costs of operations, and introduce technological challenges (such as requiring development and implementation of age collection and age or identity verification systems and parental controls), all of which could adversely affect our business, results of operations, financial condition, and prospects.

In addition, the existing and any future regulation of adult content could prevent us from making some of our content available in various states or jurisdictions or otherwise adversely affect our business, results of operations, financial condition, and prospects. For example, the governments of some countries, such as India and Pakistan, have passed laws and regulations restricting the distribution of content and products deemed to represent foreign or "immoral" influences. U.S. government officials could amend or construe and seek to enforce more broadly or aggressively the adult content recordkeeping and labeling requirements set forth in 18 U.S.C. Section 2257 and its implementing regulations in a manner that is unfavorable to our business.

There have been, and will continue to be, legislative and regulatory developments related to imposing new obligations on online platforms with respect to commerce listings, user content, counterfeit goods, and copyright-infringing material. For example, we are exploring different ways for Redditors to purchase and gift virtual goods and receive rewards for contributions to our platform, including through Reddit's earnings programs for contributors, developers, and creators. These programs may be subject to a variety of laws and regulations in the United States, Europe, and elsewhere, including laws governing money laundering and terrorist financing, money transmission, prepaid access and stored value, electronic funds transfer, marketing of in-app purchases, virtual currency, consumer protection, taxation, unclaimed property, securities, banking and lending, trade sanctions, and import and export restrictions. In some jurisdictions, the application or interpretation of these laws and regulations is not, and in the future may not be, clear. For example, in some situations, the SEC has found the sale of certain virtual goods and non-fungible and fungible tokens to have been securities offerings and has fined issuers and taken other related actions to prohibit the sale and trading of such items. Moreover, to the extent our virtual goods and rewards products are deemed securities, our activities relating to these products could cause us to be required to register as a broker-dealer or exchange.

We also continue to pursue new business initiatives to empower communities through new technologies, including machine learning and AI. Although we announced plans to sunset the Reddit Collectible Avatars Creator Program in November 2025, we have previously pursued and may in the future pursue blockchain technology and non-fungible token ("NFT") standards. These initiatives and technologies are subject to complex and rapidly evolving laws and regulations, and governments and regulatory authorities may disagree with our risk-based judgments about how these laws and regulations apply to our business initiatives, or may enact, interpret, or apply laws and regulations that are inconsistent across jurisdictions. In addition, future legal and regulatory developments related to machine learning and AI, blockchain technology, and NFT standards may negatively impact demand for, and our ability to offer, products and services related to these new technologies. They may also increase our compliance and litigation costs, cause us to change our business practices, and harm our business, results of operations, financial condition, and prospects. To support our business initiatives relying on blockchain technology and NFT standards, including Reddit Collectible Avatars, we have acquired and used, and may continue to acquire and use, certain cryptocurrencies, including Ether and Matic. Collectible Avatars rely on blockchain technology, NFT standards, and cryptocurrencies for their creation, existence, and transactional validation on the blockchain, which exposes them to risks related to cybersecurity, malicious attack, and technological obsolescence. While we believe we have taken reasonable measures to secure our use of blockchain technology and cryptocurrencies, these risks, in addition to human errors and

computer malfunctions, may harm or result in the loss of Collectible Avatars, blockchain technology, and cryptocurrencies we control.

While we have been expanding the use of machine learning across the platform, we have also been exploring the use of generative AI within our platform, as well as the use and licensing of Reddit content for generative AI purposes. For example, we are experimenting with using generative AI to scale our content translation efforts as we grow our presence in international markets, to assist Redditors to find more relevant content and to create post and comment suggestions that abide by community rules. We are also experimenting with using generative AI to assist advertisers to create ads, improve the placement of advertisements on our platform, and strengthen the offerings and functionality of our advertising tools. If we do not have sufficient rights to use the data on which our systems rely, we may incur liability through the violation of such laws, third-party privacy or other rights, or contracts to which we are a party. If our use of generative AI results in summaries or translations of content that are inaccurate, dangerous, or otherwise problematic, we may face direct liability for claims such as defamation related to such content without the ability to avail ourselves of intermediary protections. We may not be able to anticipate how to respond to these rapidly evolving frameworks, and we may need to expend resources to adjust our offerings in certain jurisdictions if the legal frameworks are inconsistent across jurisdictions. For example, the EU AI Act came into effect in August 2024 and applies to companies that develop, use, and/or provide AI in the EU and includes requirements around transparency, conformity assessments and monitoring, risk assessments, human oversight, security, and accuracy, and includes substantial penalties for non-compliance. This regulatory framework is expected to have a material impact on the way AI is regulated in the EU, and together with developing guidance and decisions in this area, may affect our use of AI and our ability to provide and to improve our services, require additional compliance measures and changes to our operations and processes, result in increased compliance costs and potential increases in civil claims against us, and could adversely affect our business, results of operations, financial condition, and prospects.

In addition, we are in the early stages of our content licensing efforts and are exploring content licensing opportunities where we believe the opportunity does not conflict with our values and the rights of Redditors. These programs may subject us to evolving approaches to the regulation of this data and implicate complex and developing data privacy and data protection, misappropriation, and intellectual property laws, rules, and regulations. Given the novel nature of these technologies and commercial arrangements, we have received and expect to continue to receive inquiries regarding our content licensing efforts from regulators. For example, the Dutch data protection authority, the Autoriteit Persoonsgegevens, has inquired about our content licensing efforts. Given the novel nature of these technologies and commercial arrangements, we are not surprised that regulators have expressed interest in this area. We do not believe that we have engaged in any unfair or deceptive trade practice, we expect to receive continued regulatory interest in our plans, and any regulatory engagement can be lengthy, unpredictable and may cause us to incur substantial costs. It is possible for any regulatory engagement to result in reputational harm or fines, cause us to discontinue or modify our products, services, features, or functionalities, require us to change our policies or practices, divert management and other resources from our business, or otherwise adversely impact our business, results of operations, financial condition, and prospects.

Our efforts to comply with these laws and regulations could be costly and may still not guarantee compliance. We may also be subject to selective or inconsistent government regulatory action or enforcement or be the subject of claims in private litigation or other actions. In the event that we are found to be in violation of any such legal or regulatory requirements, we may be subject to monetary fines or other penalties or additional regulation and oversight, all of which could significantly increase our operating costs. If any of these risks occurs, our business, results of operations, financial condition, and prospects could be adversely affected.

*Although we value privacy at Reddit, we face increasing scrutiny and regulatory complexity with regard to data privacy and data protection. If we fail, or are perceived as failing, to protect the data privacy of those who use or work at Reddit, our business and reputation will suffer and our business, results of operations, financial condition, and prospects could be adversely affected.*

We receive, store, handle, transmit, use, and otherwise process personal and business information and other data from and about actual and prospective advertisers and users, as well as our employees, Redditors, and service providers. As a result, we and our handling of data are subject to complex and evolving laws, rules, regulations, contractual obligations, and industry standards relating to privacy and data security. In some cases, these laws, rules, and regulations by various federal, state, and foreign governmental authorities and agencies impose obligations directly on us as both a data controller and a data processor (or the equivalents thereof). These laws, rules, and regulations are constantly evolving and may be interpreted, applied, created, or amended in a manner that could harm our current or future business and operations.

In the United States, laws, rules, and regulations governing data privacy and security include those enacted on a federal level, such as the Federal Trade Commission Act, and those enacted by certain states, such as the California Consumer Privacy Act of 2018, as amended by the California Privacy Rights Act (the “CCPA”). Additionally, laws in all 50 U.S. states require

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businesses to provide notice under certain circumstances to governmental authorities and affected individuals in connection with breaches of personal information. Non-compliance with these laws could result in regulatory action, including injunctions and statutory civil penalties, and a private right of action.

Certain state laws may be more stringent or broader in scope, or offer greater individual rights, with respect to sensitive and personal information than federal, international, or other state laws, and such laws may differ from each other, which may complicate compliance efforts. This may result in further legal uncertainty, require us to incur substantial additional costs and expenses in an effort to comply, and potentially require us to modify our data practices and policies.

The trend towards more stringent privacy legislation creates the potential for a patchwork of overlapping but different laws, which could increase our potential liability and adversely affect our business, results of operations, and financial condition. Such laws and regulations could also restrict our advertisers' ability to run their businesses, which may, in turn, impact our business and operations. These laws, rules, and regulations may also impact our ability to expand advertising on our platform internationally, as they may impede our ability to deliver targeted advertising and accurately measure our ad performance.

We are also subject to complex and evolving privacy laws in the EU and the UK, such as the European Union General Data Protection Regulation (the "EU GDPR") and the United Kingdom General Data Protection Regulation (the "UK GDPR"). The enactment of the EU GDPR and the UK GDPR also introduced numerous privacy-related changes for companies operating in the EU and the UK, including greater control for data subjects (including, for example, the "right to be forgotten"), increased data portability for EU and UK consumers, data breach notification requirements, and increased fines. In particular, fines for certain breaches are significant, up to the greater of 4% of total global annual turnover or €20 million in the EU (£17.5 million under the UK GDPR). Since we are subject to the supervision of the relevant data protection authorities under both the EU GDPR and the UK GDPR, we could be fined under each of these regimes independently in respect of the same breach. In addition to fines, a breach of the relevant regimes could result in litigation, regulatory investigations or inquiries, reputational damage, orders to cease or change our data processing activities, enforcement notices, or assessment notices (for a compulsory audit).

We also expect increasing legal complexity and uncertainty regarding how and under what circumstances we can transfer, process, or receive certain data that is critical to our operations, including data shared between countries or regions in which we operate and data shared among our products and services. These various developments in relation to international personal data transfers require us to implement new or revised documentation and processes, within the relevant time frames, and are subject to ongoing scrutiny and potential future challenge, leading to additional costs and increasing our overall risk exposure. For example, the EU and UK GDPR prohibit transfers of personal information from the European Economic Area ("EEA") or UK to countries not formally deemed adequate by the European Commission or the UK Information Commissioner's Office ("UK ICO"), respectively, including the U.S., unless particular compliance mechanisms (and, if necessary, certain safeguards) are implemented. The mechanisms that we and many other companies rely upon for EEA and UK data transfers (for example, standard contractual clauses or the EU-US Data Privacy Framework and the UK Extension to the EU-US Data Privacy Framework) are the subject of legal challenge, regulatory interpretation, and judicial decisions. While the U.S. and the EU reached agreement on the EU-US Data Privacy Framework (and similar agreements were reached with respect to the UK) and while we currently self-certify to the EU-US Data Privacy Framework, the Swiss-US Data Privacy Framework, and the UK Extension, there are legal challenges to this data transfer mechanism as well. We may suffer additional costs, complaints or regulatory investigations, inquiries, or fines, and we may be unable to operate material portions of our business in the EU or the UK, and/or stop using certain tools and vendors and make other operational changes, which would harm our business, results of operations, financial condition, and prospects if this data transfer mechanism or others are invalidated.

There are a number of legislative proposals or recently enacted or evolving laws in the United States, at both the federal and state level, and in the EU and the UK that could impose new obligations or limitations in areas affecting our business. In the EU and the UK, regulators are increasingly focusing on compliance with requirements directed towards the protection of children's data online. For example, the UK ICO is conducting an investigation regarding Reddit's use of age assurance measures and compliance with the UK GDPR. Further, EU national laws that implement the ePrivacy Directive (Directive 2002/58/EC concerning the processing of personal data and the protection of privacy in the electronic communications sector) may be replaced by separate, more targeted regulations, which may alter rules on tracking technologies, impose burdensome requirements surrounding obtaining consent and significantly increase fines for non-compliance. Regulators in other countries, for example, India, are enacting similar privacy laws and regulations that may impose additional obligations on our processing of data. If regulators start to enforce an increasingly strict approach, this could lead to substantial costs, require significant systems changes, limit the effectiveness of our marketing activities, divert the attention of our technology personnel, adversely affect our margins, increase costs, and subject us to additional liabilities.

From time to time, governments, regulators, and other third parties have and may in the future, reach out to ask questions or express concerns about whether our products, services, or practices compromise the privacy or data protection rights of

Reditors and others. While we strive to comply with applicable laws, rules, and regulations relating to privacy, data protection, and data security, our privacy policies, and other obligations we may have with respect to privacy, data protection, and data security, the failure or perceived failure to comply with such obligations may result in investigations, inquiries, and other proceedings or actions against us by governments, regulators, or other third parties. Additionally, we are currently and may in the future become involved in data privacy-related litigation or other disputes. A number of proposals have recently been adopted or are currently pending before federal, state, and foreign legislative and regulatory bodies that could significantly affect our business and operations.

We make public statements about our use, collection, disclosure, and other processing of personal information through our privacy policies, information provided on our websites, marketing materials and public statements, and in the event that a court or regulator finds these statements to be deceptive, unfair, inaccurate, inadequate, or misrepresentative of our actual practices, we could also be exposed to legal or regulatory liability. Any such proceedings or violations could force us to spend money in defense or settlement, result in the imposition of monetary liability or demanding injunctive relief, divert management's time and attention, increase our costs of doing business, and adversely affect our reputation. Furthermore, the uncertain and shifting regulatory environment and trust climate may cause concerns regarding privacy and data protection and may cause our advertisers and users to resist providing the data necessary to allow them to use our services effectively. In addition, although we endeavor to comply with our public statements and policies, we could at times fail to do so or be perceived to have failed to do so. Even the perception that the privacy of personal information is not satisfactorily protected or does not meet regulatory requirements could negatively impact our business and operations.

We cannot assure you that any third-party providers with access to personal information and other sensitive or confidential information in relation to which we are responsible will not breach contractual obligations imposed by us, or that they will not experience data security breaches or attempts thereof, which could have a corresponding effect on our business, including putting us in breach of our obligations under various data privacy and data protection laws, rules, and regulations, which could in turn adversely affect our business, results of operations, and financial condition. If our advertisers or third-party providers violate applicable laws, regulations, rules, or standards, or our policies or other privacy or security-related obligations, such violations may also put the information of our advertisers, users, third-party providers, or employees at risk. We cannot assure you that our contractual measures and our own privacy and data protection-related safeguards will protect us from the risks associated with the third-party processing, storage, and transmission of such information.

Any failure or perceived failure by us or our third-party providers to comply with our privacy policies, data privacy-related obligations to Reditors or other third parties, or our data privacy-related legal obligations, or any compromise of security that results in the unauthorized release or transfer of personal information or other user data, or other failure or noncompliance by us with applicable laws, rules, regulations, industry standards, or other legal obligations or requirements relating to data privacy and our processing of personal information could subject us to investigations, litigation, sanctions, enforcement actions, disgorgement of profits, substantial fines, damages, reputational harm, a significant diversion of management's attention and resources, civil and criminal penalties, injunctions, or other collateral consequences, any of which could adversely affect our business, results of operations, financial condition, and prospects.

***Pending and future litigation could lead us to incur significant costs and adversely affect our business, results of operations, financial condition, and prospects.***

We are, and may become in the future, party to various lawsuits and claims arising in the normal course of business, which may include putative class action suits or other lawsuits or claims relating to privacy, securities and other regulatory matters, user consent, intellectual property and/or open source software, customer matters, our marketing and sales practices, content on our site, accessibility of our site, AI, content moderation and platform regulation, child safety, contracts, employment matters, or other aspects of our business. For a description of such material litigation, see *Note 11—Commitments and Contingencies—Legal Matters* to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K. Such lawsuits have in the past and may in the future result in us incurring significant expenses in settlement and litigation costs. Any negative outcome from any such lawsuits, claims, or settlement could result in payments of substantial monetary damages or fines, or undesirable changes to our products or business practices and, accordingly, our business, results of operations, financial condition, or prospects could be adversely affected. There can be no assurances that a favorable final outcome will be obtained in all our cases, and any lawsuit, even defending unmerited claims, is costly and can impose a significant burden on management and employees. Any litigation to which we are a party may result in an onerous or unfavorable judgment that may not be reversed upon appeal, or in payments of substantial monetary damages or fines, or we may decide to settle lawsuits on similarly unfavorable terms, which could adversely affect our business, results of operations, financial condition, and prospects.

***We are subject to governmental export controls and economic sanctions laws that could impair our ability to compete in global markets or subject us to liability if we are not in full compliance with applicable laws.***

Our platform is subject to governmental, including U.S. and EU, export control laws and regulations, and as a U.S. company, we are covered by the U.S. sanctions laws and regulations. U.S. export control and economic sanctions laws and regulations prohibit the provision of certain products and services to U.S. embargoed or sanctioned countries, governments, and persons, and complying with export control and sanctions regulations may be time-consuming and may result in the loss of sales opportunities. While we take precautions to prevent our platform from being exported in violation of these laws or engaging in any other activities that are subject to these regulations, from time to time, we may fail to fully comply with these laws and regulations. We believe our provision of such services is either in compliance with generally available exemptions from sanctions laws or otherwise in compliance with applicable law, and we have implemented certain control mechanisms designed to prevent unauthorized dealings with U.S. embargoed or sanctioned countries, such as preventing such users from paying for or receiving premium content or features. If such users circumvent these precautions or we are otherwise found to have failed to comply with U.S. export laws, U.S. economic sanctions, and other countries' import and export laws, we could be subject to substantial civil and criminal penalties, including fines for the company, incarceration for responsible employees and managers, and the possible loss of export or import privileges, and we may incur reputational harm.

## **Risks Related to Financial and Accounting Matters**

### ***Changes in tax laws or tax rulings could adversely affect our effective tax rates, results of operations, and financial condition.***

The tax regimes we are subject to or operate under are unsettled and may be subject to significant change. This challenge will continue to increase as we expand our operations globally. Changes in tax laws, issuance of new tax rulings, or changes in interpretations of existing laws could cause us to be subject to additional income-based taxes and non-income-based taxes, including payroll, sales, use, value-added, digital, net worth, property, and goods and services taxes, which in turn could adversely affect our results of operations and financial condition. In particular, the U.S. government may enact significant changes to the taxation of business entities including, among others, an increase in the corporate income tax rate, the imposition of minimum taxes or surtaxes on certain types of income, significant changes to the taxation of income derived from international operations, and an addition of further limitations on the deductibility of business interest. For example, on August 16, 2022, the Inflation Reduction Act (the "IRA") was signed into law in the United States. Among other changes, the IRA introduced a corporate minimum tax on certain corporations with average annual adjusted financial statement income over a three-tax-year period in excess of \$1 billion and an excise tax on certain stock repurchases by certain covered corporations. Repurchases of our common stock under the share repurchase program authorized by our Board of Directors in February 2026 could result in an excise tax liability, and we are continuing to evaluate the impact that such excise tax liability, if any, may have on our aggregate tax liability.

In addition, many countries in the EU, as well as a number of other countries and organizations, have recently proposed or recommended changes to existing tax laws or have enacted new laws that could impact our tax obligations. In particular, over the past several years, the Organisation for Economic Co-operation and Development ("OECD") has been working on a base erosion and profit shifting ("BEPS") project. As part of the OECD's BEPS project, over 140 member jurisdictions of the OECD Inclusive Framework have joined the Two-Pillar Solution to Address the Tax Challenges of the Digitalisation of the Economy, which includes a reallocation of taxing rights among jurisdictions and a global minimum tax rate of 15%. The Council of the European Union has approved its directive to implement rules regarding such a 15% global minimum tax rate, and other jurisdictions have already enacted taxes that target technology companies. We are unable to predict what changes to the tax laws of the United States and other jurisdictions may be proposed or enacted in the future or what effect such changes would have on our business. Any of these or similar developments or changes to tax laws or rulings could adversely affect our effective tax rate and our results of operations and financial condition.

### ***We may have exposure to greater than anticipated tax liabilities.***

The tax laws applicable to our business, including the laws of the United States and other jurisdictions, are subject to interpretation and certain jurisdictions are aggressively interpreting their laws in new ways in an effort to raise additional tax revenue. We are subject to taxation in several non-U.S. jurisdictions with increasingly complex tax laws, the application of which can be uncertain. The number of jurisdictions where we are subject to tax will increase as we expand our global operations. The amount of taxes paid in these jurisdictions could substantially change as a result of changes in the applicable tax principles, including increased tax rates, new tax laws, or revised interpretations of existing tax laws and precedent, which could have an adverse impact on our liquidity and results of operations. The relevant taxing authorities in a jurisdiction may disagree with our determinations regarding the income and expense attributable to that jurisdiction. If such a disagreement were to occur, and our position was not sustained, we could be required to pay additional taxes, interest, and penalties, which could result in one-time or ongoing tax charges, higher effective tax rates, reduced cash flows, and lower overall profitability of our business.

Our existing corporate structure has been implemented in a manner that we believe is in compliance with current prevailing tax laws, and our transfer pricing policies account for the functions, risks, and assets of the various entities involved in our intercompany transactions. The taxing authorities for the jurisdictions in which we operate may, however, challenge our methodologies for valuing intercompany arrangements, which could impact our worldwide effective tax rate and adversely affect our financial condition and results of operations. Moreover, changes to our corporate structure, including increased headcount and expanded functions outside of the United States, could impact our worldwide effective tax rate and adversely affect our financial condition and results of operations. Significant judgment is required in evaluating our tax positions and our worldwide provisions for taxes. During the ordinary course of business, there are many activities and transactions for which the ultimate tax determination is uncertain. The relevant taxing authorities may disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a disagreement were to occur, and our position were not sustained, we could be required to pay additional taxes, interest, and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows, and lower overall profitability of our business, with some changes possibly affecting our tax obligations in future or past years.

***Our ability to use net operating loss carryforwards and other tax attributes may be limited due to certain provisions of the Internal Revenue Code or state tax law.***

We have incurred substantial losses during our history. Under the Tax Cuts and Jobs Act, federal net operating loss carryforwards ("NOLs") we generated in tax years through December 31, 2017, may be carried forward for 20 years and may fully offset taxable income in the year utilized, and federal NOLs we generated in tax years beginning after December 31, 2017, may be carried forward indefinitely but may only be used to offset 80% of our taxable income annually.

As of December 31, 2025, we had U.S. federal NOL carryforwards of approximately \$1.7 billion and state NOL carryforwards of approximately \$806.1 million available to offset future taxable income. Our state NOL carryforwards will begin to expire in 2026 if not utilized. Our federal NOL carryforwards can be carried forward indefinitely, with utilization limited to 80% of our taxable income. Realization of these NOL carryforwards depends on future taxable income, and there is a risk that our existing carryforwards could expire unused and be unavailable to offset future taxable income, which could adversely affect our results of operations.

Under Sections 382 and 383 of the Internal Revenue Code, if a corporation undergoes an "ownership change," the corporation's ability to use its pre-change federal NOLs and other tax attributes (such as tax credits) to offset its post-change income and taxes may be limited. In general, an "ownership change" occurs if there is a greater than 50 percentage point change (by value) in a corporation's equity ownership by certain stockholders over a rolling three-year period. We may have experienced ownership changes in the past and may experience ownership changes in the future as a result of subsequent shifts in our stock ownership (some of which shifts are outside our control). As a result, our ability to use our pre-change federal NOLs and other tax attributes to offset future taxable income and taxes could be subject to limitations. Similar provisions of state tax law may also apply. For these reasons, we may be unable to use a material portion of our NOLs and other tax attributes, which could adversely affect our business, results of operations, financial condition, and prospects.

***If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.***

As a public reporting company, we are subject to the rules and regulations established by the Securities and Exchange Commission (the "SEC"), the Sarbanes-Oxley Act, and the listing rules of the New York Stock Exchange ("NYSE"). These rules and regulations require, among other things, that we establish and periodically evaluate procedures with respect to our internal control over financial reporting. Reporting obligations as a public company place a considerable strain on our financial and management systems, processes, and controls, as well as on our personnel, including senior management. In addition, as a public company, we are required, pursuant to Section 404 of the Sarbanes-Oxley Act ("Section 404"), to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting and to obtain an opinion from our independent registered public accounting firm regarding the effectiveness of such internal controls. We anticipate that we will continue investing significant resources to enhance and maintain our financial and managerial controls, reporting systems, and procedures.

Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. If our management is unable to certify the effectiveness of our internal controls, our independent registered public accounting firm is unable to express an unqualified opinion on the effectiveness of our internal control over financial reporting, we identify or fail to remediate material weaknesses in our internal controls, or we do not effectively or accurately report our financial performance to the appropriate regulators on a timely basis, we could be subject to regulatory scrutiny and a loss of investor confidence, which could adversely affect our business, results of operations, financial condition, and prospects, and

could cause the market price of our Class A common stock to decline. In addition, we could become subject to investigations by the SEC and other regulatory authorities, which could require additional financial and management resources.

***Our revolving credit facility contains restrictive and financial covenants that may limit our operational flexibility. If we fail to meet our obligations under the credit facility, our operations may be interrupted and our business, results of operations, financial condition, and prospects could be adversely affected.***

In October 2021, we entered into a five-year, \$750.0 million revolving credit facility by and among us and certain lenders to fund working capital and general corporate purpose expenditures, which was further amended in May 2023. In July 2025, we renewed and amended this revolving credit facility for \$500.0 million accessible through July 1, 2030 (the “Revolving Credit Facility”). The Revolving Credit Facility contains customary conditions to borrowing, events of default, and covenants. Covenants include restrictions on our and certain of our subsidiaries’ ability to incur indebtedness, grant liens, make distributions to holders of our capital stock or the capital stock of our subsidiaries, make investments, or engage in transactions with our affiliates, and require us to adhere to a maximum leverage ratio. The obligations under the Revolving Credit Facility are secured by liens on substantially all of our assets, including intellectual property assets.

Various risks, uncertainties, and events beyond our control could affect our ability to comply with these covenants. Failure to comply with any of the covenants could result in a default under the Revolving Credit Facility. Such a default could permit lenders to accelerate the maturity of outstanding amounts under our Revolving Credit Facility, if any, which in turn could result in material adverse consequences that negatively impact our business, the market price for our Class A common stock, and our ability to obtain other financing in the future. In addition, our Revolving Credit Facility’s covenants, consent requirements, and other provisions may limit our flexibility to pursue or fund strategic initiatives or acquisitions that might be in the long-term interests of us and stockholders.

***We might require additional capital to support business growth, and this capital might not be available on terms favorable to us, or at all.***

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges and opportunities, including the need to develop new products or services, enhance our existing products or services, enhance our operating infrastructure, expand internationally, and acquire complementary businesses and technologies. In order to achieve these objectives, we may make future commitments of capital resources. Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional funds through further issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences, and privileges superior to those of holders of our common stock. In addition, the incurrence of indebtedness would increase our fixed obligations, and include covenants or other restrictions that would impede our ability to manage our operations. Further, if additional financing is needed, we may not be able to obtain additional financing on terms favorable to us, or at all. Our inability to obtain adequate financing or financing on terms satisfactory to us, when we require it, could significantly limit our ability to continue supporting our business growth and responding to business challenges and opportunities.

***Future acquisitions and investments could disrupt our business and harm our business, results of operations, financial condition, and prospects.***

As part of our business strategy, we have made and intend to make acquisitions to expand our products and services, and grow our business in response to changing technologies, Redditor and advertiser demands, and competitive pressures.

Our previous and future acquisitions may not achieve our goals, and we may not realize benefits from acquisitions we make in the future. Any acquisitions, including the integration process, will require significant time and resources, and we may not be able to manage the process successfully. If we fail to successfully integrate acquisitions, or the personnel or technologies associated with those acquisitions, our business, results of operations, financial condition, and prospects could be harmed. Our acquisition strategy may change over time and future acquisitions we complete could be viewed negatively by users, advertisers, investors, or other parties with whom we do business. We may not successfully evaluate or utilize the acquired technology and accurately forecast the financial impact of an acquisition, including accounting charges. We may also incur unanticipated liabilities that we assume as a result of acquiring companies. Future acquisitions could also result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization expenses, incremental operating expenses, or the impairment of goodwill, any of which could harm our business, results of operations, financial condition, and prospects.

## Risks Related to Ownership of Our Class A Common Stock

***The market price of our Class A common stock may be volatile, regardless of our underlying business, our results of operations, macroeconomic conditions, or industry fundamentals, and we may not be able to meet investor or analyst expectations.***

The market price of our Class A common stock may fluctuate or decline significantly in response to numerous factors, many of which are beyond our control, including:

- actual or anticipated fluctuations in Redditor growth, retention, and engagement, revenue, or other results of operations;
- changes in accounting standards or the application of existing or future accounting standards;
- whether we provide financial guidance or projections;
- any forward-looking financial or operating information we may provide to the public or securities analysts, any changes in this information, or our failure to meet expectations based on this information;
- actions of securities analysts who initiate or maintain coverage of us, changes in financial estimates by any securities analysts who follow our company, or our failure to meet these estimates or the expectations of securities analysts, investors, and the financial community;
- any significant changes in our management or Board of Directors;
- investors' or analysts' views of our stock structure and the voting agreements entered into with certain of our stockholders;
- additional shares of our Class A common stock being sold into the market by us or our existing stockholders, or the anticipation of such sales, including the sale of shares to satisfy RSU-related tax obligations;
- any repurchases by us of our Class A common stock, including under our share repurchase program, on unfavorable terms or at all;
- announcements by us or our competitors of significant products or features, technical innovations, acquisitions, strategic partnerships, joint ventures, or capital commitments;
- announcements by us or estimates by third parties of actual or anticipated changes in the size of our DAUq or related level of engagement;
- changes in operating performance and stock market valuations of technology companies in our industry, including our competitors;
- rumors and market speculation involving us or other companies in our industry;
- price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole;
- litigation threatened or filed against us, companies in our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments in new legislation and pending lawsuits or regulatory actions, including interim or final rulings by judicial or regulatory bodies; and
- other events or factors, including those resulting from political instability, regional conflicts around the world, war or incidents of terrorism, or responses to these events.

In addition, the stock market in general, and the market for technology companies in particular, has experienced significant price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Moreover, in the past, following periods of volatility in the overall market and the market prices of a particular company's securities, securities class action litigation has often been instituted against that company. We are currently subject to stockholder litigation, as described in *Note 11—Commitments and Contingencies—Legal Matters* to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K, and may be subject to additional such cases in the

future. Securities litigation against us could result in substantial costs and divert our management's attention and resources from our business.

Interest in our Class A common stock from retail and other individual investors, for reasons unrelated to our underlying business or macroeconomic or industry fundamentals, could result in increased volatility in the market price of our Class A common stock. For example, in 2021 and in June 2024, the market prices and trading volumes of certain securities, such as GameStop Corp., AMC Entertainment Holdings, Inc., and other "meme" stocks, experienced extreme volatility. The rapid and substantial increases or decreases in the market prices of "meme" stocks may be unrelated to the respective issuer's operating performance or macroeconomic or industry fundamentals, and the substantial increases may be significantly inconsistent with the risks and uncertainties that the issuer faces. This volatility has been attributed, in part, to strong and atypical retail investor interest, including as may be expressed on financial trading and other social media sites and online forums such as r/wallstreetbets, one of our subreddits. Given the broad awareness and brand recognition of Reddit, including as a result of the popularity of r/wallstreetbets among retail investors, and the direct access by retail investors to broadly available trading platforms, the market price and trading volume of our Class A common stock could experience extreme volatility for reasons unrelated to our underlying business or macroeconomic or industry fundamentals, which could cause you to lose all or part of your investment.

***We cannot guarantee that our share repurchase program will be fully implemented or that such program will enhance the long-term value of the share price of our Class A common stock.***

In February 2026, our Board of Directors authorized a share repurchase program with authorization to purchase up to \$1 billion of our Class A common stock (the "Share Repurchase Program"). Repurchases may be effected, from time to time, on the open market (including via pre-set trading plans), in privately negotiated transactions, or through other transactions in accordance with applicable securities laws. The Share Repurchase Program does not obligate us to acquire any particular amount of Class A common stock, has no expiration date, and may be suspended or discontinued at any time at our discretion. Although the program has been authorized, there is no obligation for us to repurchase any specific dollar amount of stock.

The existence of the Share Repurchase Program could affect the price of our stock and could potentially reduce the market liquidity for our stock. Although the Share Repurchase Program is intended to enhance long-term stockholder value, there is no assurance that it will do so because the market price of our Class A common stock may decline below the levels at which we repurchase shares, and short-term stock price fluctuations could reduce the effectiveness of the program. Repurchasing our Class A common stock reduces the amount of cash we have available to fund working capital, capital expenditures, strategic acquisitions or investments, other business opportunities, and other general corporate projects, and we may fail to realize the anticipated long-term stockholder value of any share repurchase program.

***The multi-class structure of our common stock has the effect of concentrating voting control with those stockholders who held our capital stock prior to the listing of our Class A common stock on the NYSE. This ownership will limit or preclude your ability to influence corporate matters, including the election of directors, amendments of our organizational documents, and any major corporate transaction requiring stockholder approval, including change of control transactions.***

Our Class B common stock has ten votes per share, our Class A common stock has one vote per share, and our Class C common stock has no votes per share. Because of the ten-to-one voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively continue to control a significant percentage of the combined voting power of our common stock and therefore are able to control all matters submitted to our stockholders for approval until a substantial number of such outstanding shares of Class B common stock have converted into shares of our Class A common stock. Furthermore, in connection with our initial public offering, Steven Huffman, our Chief Executive Officer and President and a member of our Board of Directors, entered into a voting agreement with each of (i) Advance Magazine Publishers Inc. ("Advance") and (ii) Tencent Cloud Europe B.V. and Jojoba Investment Limited that provides, among other things, that Mr. Huffman is entitled to vote all of the securities beneficially owned by such stockholders and certain of their affiliates, in Mr. Huffman's sole discretion, on all matters submitted to a vote of our stockholders, subject to certain exceptions. We estimate as of December 31, 2025, pursuant to such voting agreements, Mr. Huffman was entitled to vote shares representing approximately 75% of the voting power of our outstanding Class A and Class B common stock. As a result, we are eligible to be a "controlled company" under the rules of NYSE, which exempts companies from certain corporate governance rules relating to the independence of the Board of Directors and its committees. Although we are eligible to use these exemptions, we do not currently expect to avail ourselves of any of these exemptions. However, if we were to use some or all of these exemptions in the future, investors may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of NYSE and our "controlled company" status could make our Class A common stock less attractive to some investors or otherwise adversely affect its trading price. In addition, pursuant to the terms of the voting agreement with Advance, Mr. Huffman is also entitled to vote all of the securities beneficially owned by Advance in favor of directors designated by Advance and director candidates nominated or identified by Mr. Huffman.

This concentrated control will limit or preclude your ability to influence corporate matters for the foreseeable future, including the election of directors, amendments of our organizational documents, and any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction requiring stockholder approval. In addition, this may prevent or discourage unsolicited acquisition proposals or offers for our capital stock that you may feel are in your best interests as one of our stockholders.

Future transfers by holders of our Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions, as set forth in our amended and restated certificate of incorporation, including transfers to family members, certain trusts for estate planning purposes, entities under common control with or controlled by such holder of our Class B common stock, and, with respect to Advance, any Advance Entity (as such term is defined in our amended and restated certificate of incorporation). The conversion of Class B common stock to Class A common stock will have the effect, over time, of increasing the relative voting power of those holders of our Class B common stock who retain their shares. In addition, the conversion of Class B common stock to Class A common stock would dilute holders of Class A common stock, in terms of voting power within the Class A common stock. Any future issuances of common stock would also be dilutive to holders of Class A common stock. For example, because our Class C common stock carries no voting rights (except as otherwise required by law), if we issue Class C common stock in the future, the holders of Class B common stock may be able to hold significant voting control over most matters submitted to a vote of our stockholders for a longer period of time than would be the case if we issued Class A common stock rather than Class C common stock in such transactions. In addition, subject to the approval rights granted to Advance pursuant to our amended and restated certificate of incorporation, following the date on which no shares of our Class B common stock remain outstanding, upon the date and time or occurrence of an event specified by the vote of holders of a majority of the then-outstanding shares of our Class A common stock, each share of Class C common stock shall automatically convert into one share of our Class A common stock.

Certain stock index providers have excluded companies with multiple classes of shares of common stock from being added to certain stock indices. Accordingly, the multi-class structure of our common stock would make us ineligible for inclusion in indices with such restrictions and, as a result, mutual funds, exchange-traded funds, and other investment vehicles that attempt to passively track those indices may not invest in our Class A common stock.

In addition, several stockholder advisory firms and large institutional investors have been critical of the use of multi-class structures. Such stockholder advisory firms may publish negative commentary about our corporate governance practices or our capital structure, which may dissuade large institutional investors from purchasing shares of our Class A common stock. These actions could make our Class A common stock less attractive to other investors and may result in a less active trading market for our Class A common stock.

***Our amended and restated certificate of incorporation and the governance agreement that we entered into with our principal stockholder grant our principal stockholder certain rights with respect to the control and management of our business, which may prevent us from taking actions that may be beneficial to us and our other stockholders.***

In connection with our initial public offering, we entered into a governance agreement with Advance, our principal stockholder, and Mr. Huffman, our Chief Executive Officer and President and a member of our Board of Directors (the “Governance Agreement”). Pursuant to our amended and restated certificate of incorporation and the Governance Agreement, Advance has the right to designate two directors and one nonvoting board observer, and any increase in the size of our Board of Directors that would cause our Board of Directors to consist of more than ten members is subject to Advance’s prior written approval. Subject to certain limitations set forth in our amended and restated certificate of incorporation, we also require Advance’s prior written approval or consent to, among other things:

- establish any new class of securities or issue securities which, in the aggregate, represent more than 10% of the voting power of the securities beneficially owned by Advance and certain of its affiliates as of the completion of our initial public offering;
- amend our amended and restated certificate of incorporation or amended and restated bylaws, if such amendment would adversely affect Advance’s rights thereunder;
- effect or consummate a change of control transaction or any other merger, consolidation, business combination, sale, or acquisition that changes the rights or preferences of our security holders;
- effect the liquidation, dissolution, or winding up of our business operations;
- terminate, reduce, or enlarge the responsibilities of, or elect, appoint, or remove, our Chief Executive Officer; or

- submit to our stockholders any proposal to effect the conversion of all then-outstanding shares of our Class C common stock into an equivalent number of fully paid and non-assessable shares of Class A common stock, as set forth in our amended and restated certificate of incorporation or otherwise.

The Governance Agreement will terminate upon the first to occur of (i) such date that Advance and certain of its affiliates cease to, in the aggregate, beneficially own at least 5% of the aggregate of the then-outstanding shares of our Class A and Class B common stock, (ii) the date when (x) Advance and certain of its affiliates cease to, in the aggregate, beneficially own at least 50% of the number of outstanding securities held by Advance as of the completion of our initial public offering and (y) the then-outstanding shares of Class B common stock, in the aggregate, represent less than 7.5% of the aggregate of the then-outstanding shares of our Class A and Class B common stock, or (iii) the date that either we or Advance experience a change of control. Following the termination of the Governance Agreement, the approval, control, and board and committee designation rights granted to Advance pursuant to our amended and restated certificate of incorporation will no longer be exercisable.

Accordingly, for so long as the Governance Agreement remains effective in accordance with its terms, Advance will have significant influence with respect to our management, business plans, and policies. In particular, Advance may be able to cause or prevent a change in the composition of our Board of Directors, the appointment, the scope of duties of, or termination of our Chief Executive Officer, or a change of control of our company. Additionally, the consent of Advance and Mr. Huffman, for so long as he remains Chief Executive Officer, will be required to elect the chairperson of our Board of Directors. These restrictions could deprive you of an opportunity to receive a premium for your shares of Class A common stock as part of a sale of our company and ultimately might affect the market price of our Class A common stock.

***Future sales and issuances of our Class A common stock or rights to purchase our Class A common stock, including pursuant to our equity incentive plans, or other equity securities or securities convertible into our Class A common stock, could result in additional dilution of the percentage ownership of our stockholders and could cause the market price of our Class A common stock to decline.***

Sales or issuances of a substantial number of shares of our Class A common stock, other series of common stock, convertible securities, or other equity securities in the public market, or the perception that these sales or issuances might occur in large quantities, could cause the market price of our Class A common stock to decline, could dilute investors, and could impair our ability to raise capital through the sale of additional equity securities. As of December 31, 2025, we had 139,218,373 shares of Class A common stock outstanding, 51,673,735 shares of Class B common stock outstanding, no shares of Class C common stock outstanding, and no shares of preferred stock outstanding.

Certain stockholders owning shares of our common stock are entitled, under our amended and restated investors' rights agreement, to certain rights with respect to the registration of their Class A common stock, including shares of Class A common stock issuable upon conversion of shares of Class B common stock under the Securities Act of 1933 as amended, (the "Securities Act"). Any registration statement we file to register additional shares, whether as a result of registration rights or otherwise, could cause the market price of our Class A common stock to decline or be volatile.

Further, as of December 31, 2025, we had 10,852,131 options outstanding that, if fully exercised, would result in the issuance of 9,320,333 shares of Class A common stock and 1,531,798 shares of Class B common stock, as well as 3,921,457 shares of Class A common stock and 448,577 shares of Class B common stock issuable upon vesting of outstanding RSUs and PRSUs, which have been registered on Form S-8 under the Securities Act. These shares can be freely sold in the public market upon issuance, subject to applicable vesting requirements, compliance by affiliates with Rule 144, and other restrictions provided under the terms of the applicable plan and/or the award agreements entered into with participants. In addition, we have filed and may in the future file registration statements covering shares of our common stock issued pursuant to our equity incentive plans permitting the resale of such shares by non-affiliates in the public market without restriction under the Securities Act and the sale by affiliates in the public market subject to compliance with the resale provisions of Rule 144.

Sales, short sales, or hedging transactions involving our equity securities, whether or not we believe them to be prohibited, could adversely affect the price of our Class A common stock. These sales also could cause the market price of our Class A common stock to fall and make it more difficult for you to sell shares of our Class A common stock.

***If industry or financial analysts do not publish research or reports about our business, or if they issue inaccurate or unfavorable research regarding our Class A common stock, the trading volume and market price of our Class A common stock could decline.***

The trading market for our Class A common stock is influenced by research and reports that industry or financial analysts publish about us or our business. If one or more of these analysts ceases coverage of our company or fails to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause the market price or trading volume of

our Class A common stock to decline. Moreover, if our financial results fail to meet, or exceed, our announced guidance or the expectations of analysts or public investors, one or more of the analysts who cover our company may publish unfavorable research about us, and the market price of our Class A common stock could decline.

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

We have never declared or paid any cash dividends on shares of our capital stock and we do not anticipate paying any dividends in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our Board of Directors. Additionally, our ability to pay dividends is limited by restrictions on our ability to pay dividends or make distributions under the terms of our Revolving Credit Facility. Accordingly, investors must for the foreseeable future rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

***Anti-takeover provisions contained in our amended and restated certificate of incorporation and amended and restated bylaws, as well as provisions of Delaware law, could impair a takeover attempt.***

Our amended and restated certificate of incorporation and amended and restated bylaws contain, and the General Corporation Law of the State of Delaware (the “Delaware General Corporation Law”) contains, provisions which could have the effect of rendering more difficult, delaying, or preventing an acquisition deemed undesirable by our Board of Directors. These provisions provide for the following:

- a multi-class structure which provides our holders of Class B common stock with the ability to significantly influence the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the shares of our outstanding Class A, Class B, and Class C common stock;
- no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- the exclusive right of our Board of Directors to establish the size of the Board of Directors and to appoint a director to fill a vacancy, however occurring, including by expanding the Board of Directors, subject to the rights granted to Advance pursuant to our amended and restated certificate of incorporation;
- the ability of our Board of Directors to authorize the issuance of shares of preferred stock and to determine the price and other terms of those shares, including voting or other rights or preferences, without stockholder approval, subject to the rights granted to Advance pursuant to our amended and restated certificate of incorporation, which could be used to significantly dilute the ownership of a hostile acquiror;
- the ability of our Board of Directors to alter our amended and restated bylaws without obtaining stockholder approval, subject to the rights granted to Advance pursuant to our amended and restated certificate of incorporation;
- a majority or class voting requirement to amend certain provisions in our amended and restated certificate of incorporation and a supermajority or class voting requirement to amend our amended and restated bylaws;
- the requirement that a special meeting of stockholders may be called only by the chairperson of our Board of Directors (if any), our Chief Executive Officer, our Board of Directors pursuant to a resolution adopted by a majority of our Board of Directors, or, if at such time the holders of shares of our Class B common stock beneficially own, in the aggregate, at least 30% of the voting power of all of the then-outstanding shares of our capital stock, our Secretary, following his or her receipt of one or more written demands to call a special meeting from stockholders of record as of the applicable record date who hold, in the aggregate, at least 30% of the voting power of all of the then-outstanding shares of our capital stock;
- at any time when the holders of our Class B common stock hold less than 30% of the voting power of all of the then-outstanding shares of our capital stock, the requirement that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent;
- advance notice procedures that stockholders must comply with in order to nominate candidates to our Board of Directors or to propose matters to be acted upon at a stockholders’ meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror’s own slate of directors or otherwise attempting to obtain control of us; and
- the limitation of liability of, and provision of indemnification to, our directors and officers.

These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our management.

In addition, we have opted out of Section 203 of the Delaware General Corporation Law, but our amended and restated certificate of incorporation provides that the restrictions contained in Section 203 will apply to us immediately following the time at which all of the following conditions exist (if ever): (i) Section 203 by its terms would, but for the provisions of our amended and restated certificate of incorporation, apply to us; (ii) Advance and its affiliates and associates beneficially own less than 15% of the voting power of the then-outstanding shares of our common stock, and (iii) the Governance Agreement has terminated in accordance with its terms. Moreover, our amended and restated certificate of incorporation provides that, unless and until these conditions all exist, we will be governed by provisions substantially similar to Section 203. These provisions and Section 203 each prevent some stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations with us without the approval of the holders of substantially all of our outstanding common stock; provided, however, that unless and until we are governed by Section 203, Advance and its affiliates and associates will not be prohibited from engaging in such business combinations with us.

Any provision of our amended and restated certificate of incorporation, amended and restated bylaws, or the Delaware General Corporation Law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.

***Claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third-party claims against us and may reduce the amount of money available to us.***

Our amended and restated certificate of incorporation and amended and restated bylaws provide that we will indemnify our directors and officers, in each case to the fullest extent permitted by the Delaware General Corporation Law.

In addition, as permitted by Section 145 of the Delaware General Corporation Law, our amended and restated bylaws and our indemnification agreements that we have entered or intend to enter into with our directors and officers, provide that:

- we will indemnify our directors and officers to the fullest extent permitted by the Delaware General Corporation Law. The Delaware General Corporation Law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful;
- we may, in our discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law;
- we are required to advance expenses, as incurred, to our directors and officers in connection with defending a proceeding, except that such directors or officers will undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification;
- the rights conferred in our amended and restated bylaws are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees, and agents and to obtain insurance to indemnify such persons; and
- we may not retroactively amend our amended and restated bylaw provisions to reduce our indemnification obligations to directors, officers, employees, and agents.

While we have obtained directors' and officers' liability insurance policies, such insurance policies may not be available to us in the future at a reasonable rate, may not cover all potential claims for indemnification, and may not be adequate to indemnify us for all liability that may be imposed. Additionally, given the significant increase in the costs of directors' and officers' insurance policies recently, we may subsequently decide to select lower overall policy limits or forgo insurance altogether that we would otherwise rely upon to cover applicable defense costs, settlements and damages awards.

***Our amended and restated certificate of incorporation provides for an exclusive forum in the Court of Chancery of the State of Delaware for certain disputes between us and our stockholders, and that the federal district courts of the United States is the exclusive forum for the resolution of any complaint asserting a cause of action under the Securities Act.***

Our amended and restated certificate of incorporation provides, that: (i) unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if such court does not have subject matter jurisdiction thereof, the federal district court of the State of Delaware or other state courts of the State of Delaware) is, to the fullest extent

permitted by law, the sole and exclusive forum for: (A) any derivative action or proceeding brought on our behalf, (B) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, or stockholders to us or our stockholders, (C) any action arising pursuant to any provision of the Delaware General Corporation Law or our amended and restated certificate of incorporation or amended and restated bylaws, or (D) any action asserting a claim against us that is governed by the internal affairs doctrine; (ii) unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States is, to the fullest extent permitted by law, the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act, although there is uncertainty as to whether a court would enforce this provision; (iii) any person or entity purchasing or otherwise acquiring or holding any interest in shares of our capital stock will be deemed to have notice of and consented to these provisions; and (iv) failure to enforce the foregoing provisions would cause us irreparable harm, and we will be entitled to equitable relief, including injunctive relief and specific performance, to enforce the foregoing provisions. Nothing in our amended and restated certificate of incorporation or amended and restated bylaws precludes stockholders that assert claims solely under the Exchange Act of 1934, as amended (the “Exchange Act”), from bringing such claims in federal court to the extent that the Exchange Act confers exclusive federal jurisdiction over such claims, subject to applicable law.

The choice of forum provisions may limit a stockholder’s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, or stockholders, which may discourage such claims against us or any of our directors, officers, or stockholders and result in increased costs for investors to bring such a claim. We believe these provisions may benefit us by providing increased consistency in the application of the Delaware General Corporation Law and federal securities laws by chancellors and judges, as applicable, particularly experienced in resolving corporate disputes, efficient administration of cases on a more expedited schedule relative to other forums, and protection against the burdens of multi-forum litigation. If a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could adversely affect our business, results of operations, financial condition, and prospects.

**Item 1B. Unresolved Staff Comments**

None.

**Item 1C. Cybersecurity**

***Risk Management and Strategy***

The nature of Reddit’s business makes the company susceptible to cybersecurity attacks. To address this, we maintain a cybersecurity risk management program with policies and controls designed to protect our platform and data from cyber threats. Our cybersecurity risk management program is intended to protect the confidentiality, integrity, and availability of our critical systems and information. Our cybersecurity risk management program includes a cybersecurity incident response plan. We design and assess our cybersecurity risk management program based on applicable laws and regulations and remain informed by industry standards and industry-recognized practices.

Our cybersecurity risk management program is integrated into our overall enterprise risk management program, and shares common methodologies, reporting channels, and governance processes that apply across the enterprise risk management program.

Our cybersecurity risk management program includes:

- risk assessments designed to help identify material cybersecurity risks to our critical systems, information, products, services, and our broader enterprise IT environment;
- a dedicated security team principally responsible for managing (1) our cybersecurity risk assessment processes, (2) our security controls, and (3) our response to cybersecurity incidents;
- the use of external service providers, such as third-party penetration testing firms, bug bounty programs, or auditors, to assess, test, or otherwise assist with aspects of our security controls;
- cybersecurity awareness training of our employees, incident response personnel, and senior management, including onboarding sessions and annual refresher training to address evolving threats;
- a cybersecurity incident response plan that follows recognized frameworks (e.g., National Institute of Standards and Technology Cybersecurity Framework), outlines procedures for investigating and resolving incidents, and is supported by automated tools for threat triage and resolution; and

- a third-party risk management process for service providers, suppliers, and vendors incorporating evaluations like SOC 2 reports, annual reviews, and security questionnaires to ensure risks are understood and addressed.

We have not identified risks from known cybersecurity incidents, including as a result of any prior cybersecurity incidents, that have materially affected us, including our business, results of operations, and financial condition. We face risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our business, operations, results of operations, or financial condition. For additional information about these risks, see Part I, Item 1A, “Risk Factors” in this Annual Report on Form 10-K.

#### **Cybersecurity Governance**

Our Board of Directors considers cybersecurity risk as part of its risk oversight function and has delegated to the Audit Committee (the “Committee”) oversight of cybersecurity and other information technology risks. The Committee oversees management’s implementation of our cybersecurity risk management program.

The Committee receives regular reports from management on our cybersecurity risks. In addition, management updates the Committee, as necessary, regarding any material cybersecurity incidents, as well as any incidents with lesser impact potential.

The Committee reports to the full Board of Directors regarding its activities, including those related to cybersecurity. The full Board of Directors also receives briefings from management on our cyber risk management program. Board members receive presentations on cybersecurity topics from our Chief Information Security Officer (“CISO”), internal security staff, or external experts as part of the Board of Directors’ continuing education on topics that impact public companies.

Our CISO, Fredrick Lee, has over twenty years of experience in information security, engineering, and other technology-related roles. Mr. Lee currently oversees Reddit’s Security, Privacy, Assurance, Corporate Engineering (“SPACE”) team, which is responsible for assessing and managing our material risks from cybersecurity threats. Our SPACE team has primary responsibility for our overall cybersecurity risk management program and supervises both our internal cybersecurity personnel and our retained external cybersecurity consultants. Our SPACE team has a strong foundation of expertise, developed over years of experience in cybersecurity and engineering across diverse industries, including technology.

Our SPACE team supervises efforts to prevent, detect, mitigate, remediate, and appropriately report cybersecurity risks and incidents through various means, which may include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public, or private sources, including external consultants engaged by us; and alerts and reports produced by security tools deployed in the IT environment.

#### **Item 2. Properties**

Our corporate headquarters is located in San Francisco, California, where we lease approximately 48,000 square feet of office space pursuant to a lease agreement that expires in 2029, subject to the terms thereof. We lease additional offices in the United States and around the world, including in New York, Chicago, Los Angeles, London, and more. All of our offices are located in areas of the globe where we can attract the best talent and our employees benefit from a space to be together when co-creating and working to achieve our mission.

We believe that our existing facilities are sufficient for our near-term needs. We believe that suitable additional alternative spaces will be available in the future on commercially reasonable terms, if required.

Reddit’s workplace philosophy is focused on providing versatility for employees while fostering a diverse and high-performing company culture. Our ability to recruit and retain top talent is bolstered by Reddit’s flexible work policy, which provides support and opportunities for employees to work remotely or in one of our offices. This strategy, in conjunction with our competitive compensation programs reflective of the cost of talent in high labor markets like the San Francisco Bay Area, has created advantages that have contributed to the growth and strength of our company.

#### **Item 3. Legal Proceedings**

For information on certain litigation in which we are involved in, see *Note 11—Commitments and Contingencies—Legal Matters* of the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

We are currently involved in, and may in the future be involved in, legal proceedings, claims, and government investigations in the ordinary course of business, including claims for infringing, misappropriating, or otherwise violating intellectual property rights related to our products, including our API, and/or the content contributed by our Redditors. Although the results of these proceedings, claims, and investigations cannot be predicted with certainty, we do not believe that the final outcome of these matters is reasonably likely to have a material adverse effect on our business, financial condition, or

results of operations. Regardless of final outcomes, however, any such proceedings, claims, and investigations may nonetheless impose a significant burden on management and employees and may come with costly defense costs or unfavorable preliminary and interim rulings.

**Item 4. Mine Safety Disclosures**

Not applicable.

## Part II

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

#### ***Market Information for Our Common Stock***

Our Class A common stock has been listed on the NYSE under the symbol “RDDT” since March 21, 2024. Our Class B common stock and Class C common stock are not listed or traded on any stock exchange.

#### ***Holders of Our Common Stock***

As of December 31, 2025, there were approximately 28 stockholders of record of our Class A common stock, 27 stockholders of record of our Class B common stock, and no stockholders of record of our Class C common stock. The actual number of stockholders is greater than this number of record holders and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees. This number of holders also does not include stockholders whose shares may be held in trust by other entities.

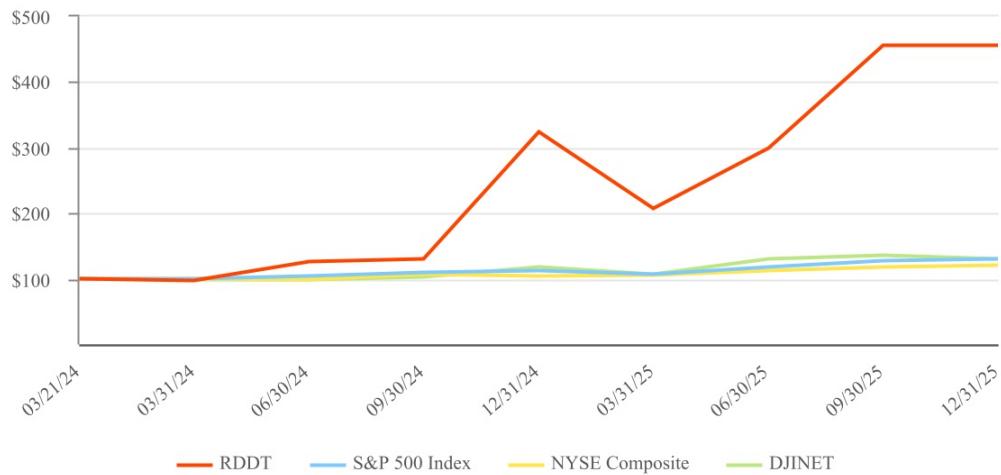
#### ***Dividend Policy***

We have never declared or paid any cash dividends on our capital stock and do not expect to pay any cash dividends in the foreseeable future. Any future determination to declare cash dividends will be made at the discretion of our Board of Directors, subject to applicable laws, and will depend on a number of factors, including our financial condition, results of operations, capital requirements, contractual restrictions, general business conditions, and other factors that our Board of Directors believes are relevant.

#### ***Stock Performance Graph***

*This performance graph shall not be deemed “soliciting material” or to be “filed” with the SEC for purposes of Section 18 of the Exchange Act, or incorporated by reference into any of our filings under the Securities Act.*

The performance graph below shows the cumulative total return to our stockholders between March 21, 2024 (the date that our Class A common stock commenced trading on the NYSE) through December 31, 2025, in comparison to the Standard & Poor's 500 Stock Index (“S&P 500 Index”), the NYSE Composite, and the Dow Jones Internet Composite Index (“DJINET”). The graph assumes that \$100 was invested in our Class A common stock and each index at their closing prices on March 21, 2024 and data for the indexes assumes reinvestment of any dividends. The stock price performance shown in the graph represents past performance and is not necessarily indicative of future stock price performance.



#### ***Recent Sales of Unregistered Securities***

None.

***Use of Proceeds***

None.

***Issuer Purchases of Equity Securities***

There were no shares of our Class A common stock repurchased during the three months ended December 31, 2025.

**Item 6. [Reserved]**

## **Item 7. 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 our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. In addition to historical consolidated financial information, the following discussion contains forward-looking statements that reflect our plans, estimates, and beliefs that involve significant risks and uncertainties. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to those differences include those discussed below and elsewhere in this Annual Report on Form 10-K, particularly in "Risk Factors" and "Note Regarding Forward-Looking Statements."*

*The following discusses financial conditions and results of operations for the year ended December 31, 2025 compared to the year ended December 31, 2024. Discussion of financial conditions and results of operations for the year ended December 31, 2024 compared to the year ended December 31, 2023 can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on 10-K for the year ended December 31, 2024.*

### **Highlights of 2025 Results**

#### **User Metrics**

- Daily Active Uniques ("DAUq") were 121.4 million for the three months ended December 31, 2025, an increase of 19% year over year
- Average revenue per unique ("ARPU") was \$5.98 for the three months ended December 31, 2025, an increase of 42% year over year

#### **Financial Results**

- Revenue was \$2.2 billion for the year ended December 31, 2025, an increase of 69% year over year
- Gross margin was 91.2% for the year ended December 31, 2025, as compared to 90.5% in the year ended December 31, 2024
- Operating expenses were \$1.6 billion for the year ended December 31, 2025, as compared to \$1.7 billion in the year ended December 31, 2024
- Net income (loss) was \$529.7 million for the year ended December 31, 2025, as compared to \$(484.3) million in the year ended December 31, 2024
- Adjusted EBITDA was \$845.1 million for the year ended December 31, 2025, as compared to \$298.0 million in the year ended December 31, 2024
- Net cash provided by operating activities was \$690.9 million for the year ended December 31, 2025, as compared to \$222.1 million in the year ended December 31, 2024
- Free Cash Flow was \$684.2 million for the year ended December 31, 2025, as compared to \$215.8 million in the year ended December 31, 2024
- Cash, cash equivalents, and marketable securities were \$2.5 billion as of December 31, 2025

### **Business and Macroeconomic Conditions**

In recent years, the global economy and other macroeconomic conditions, including concerns related to inflation and rising interest rates, tariffs, and geopolitical risks, have resulted in uncertainty in the advertising market and have impacted brands' and agencies' ability and willingness to invest in advertising. We expect that these macroeconomic conditions may continue to impact revenue growth in the near term, although we are unable to predict the duration or degree of such volatility with any certainty. In addition, we continue to experience competition both for advertising budgets and for user engagement, which could adversely impact our advertising revenue.

Since the continuing impact of these business and macroeconomic conditions on our results of operations and overall financial performance remains highly unpredictable, our past results may not be indicative of our future performance. Given the uncertainty, we are unable to predict the extent and duration of the impact of these conditions on our employees, users, and advertisers, or our business, results of operations, and financial condition.

For more information about the factors potentially impacting our performance, see “[Risk Factors](#)” elsewhere in this Annual Report on Form 10-K.

## **Key Financial and Operating Metrics**

We review a number of metrics, including the key metrics discussed below, to evaluate our business, measure our performance, identify trends affecting our business, formulate business plans, and make strategic decisions.

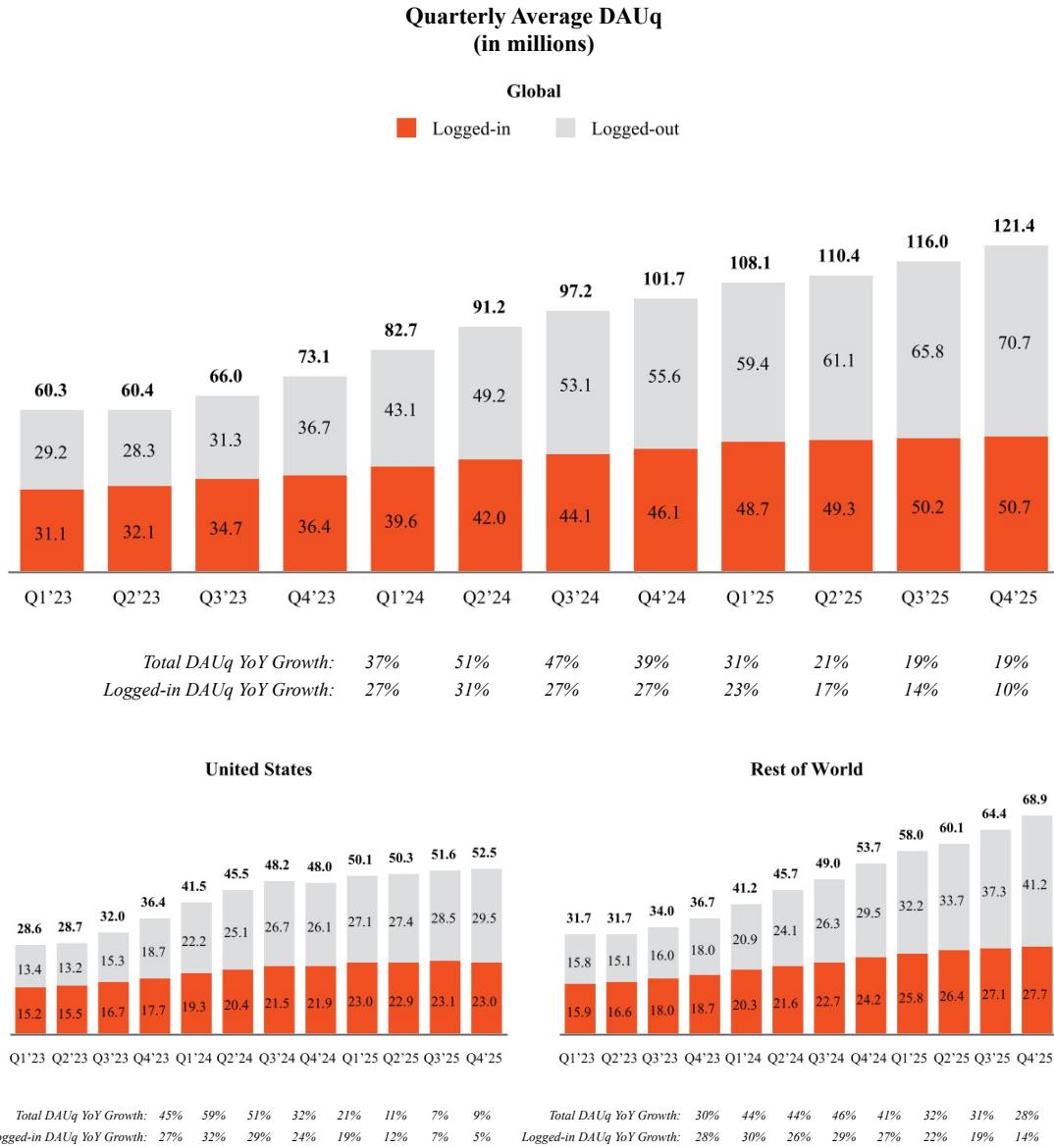
### ***Trends in User Metrics***

***Daily Active Unique.*** We define a daily active unique (“DAUq”) as a user whom we can identify with a unique identifier who has visited a page on the Reddit website, [www.reddit.com](http://www.reddit.com), or opened a Reddit application at least once during a 24-hour period. We calculate average DAUq for a particular period by adding the number of DAUq on each day of that period and dividing that sum by the number of days in that period. DAUq is shown globally and also broken out by the United States and the rest of the world because these markets have different characteristics. Most notably, we are more advanced in engagement and monetization in the United States than in the rest of the world. We measure DAUq because we believe that this metric helps management and investors understand usage of and engagement with our platform. DAUq is the primary metric by which we measure the scale of our active user base.

DAUq includes visits from those who have logged in to a registered account as well as those who have not logged in to—or do not have—a registered account. Visitors that come to Reddit from search engines are generally not logged in and originate from both desktop and mobile web. Currently, monetization of these users is mainly through conversation pages and feed ads.

During the three months ended December 31, 2023, we deployed further advances in our process used to identify and address activity by users and visitors, including web crawlers and scrapers. As we identify automated agents, we remove them from our DAUq count prospectively and do not recalculate DAUq for prior periods if we assess such impact to be immaterial. As we have continued to improve our capabilities to identify suspicious traffic, we have not seen this methodology materially impact trends in DAUq from quarter to quarter. Year over year and quarter over quarter activity can also fluctuate due to various internal and external factors.

Historically we monitored logged-in DAUq, which we define as a user whom we can identify with a unique identifier who has visited a page on the Reddit website, [www.reddit.com](http://www.reddit.com), or opened a Reddit application at least once during a 24-hour period and was logged in to a registered account. We measured logged-in DAUq because these users tend to have higher engagement and spend more time on our platform compared to users who are not logged in to a registered account. However, as our business has scaled and our product strategy has evolved, our focus has shifted to delivering immediate value for all users and enabling them to engage with content on Reddit, regardless of whether they are logged in or logged out. As a result, management primarily uses total DAUq and DAUq by geography for managing the business and for evaluating our core operating performance. Therefore, beginning in the quarter ended September 30, 2026, we will no longer report logged-in and logged-out DAUq.



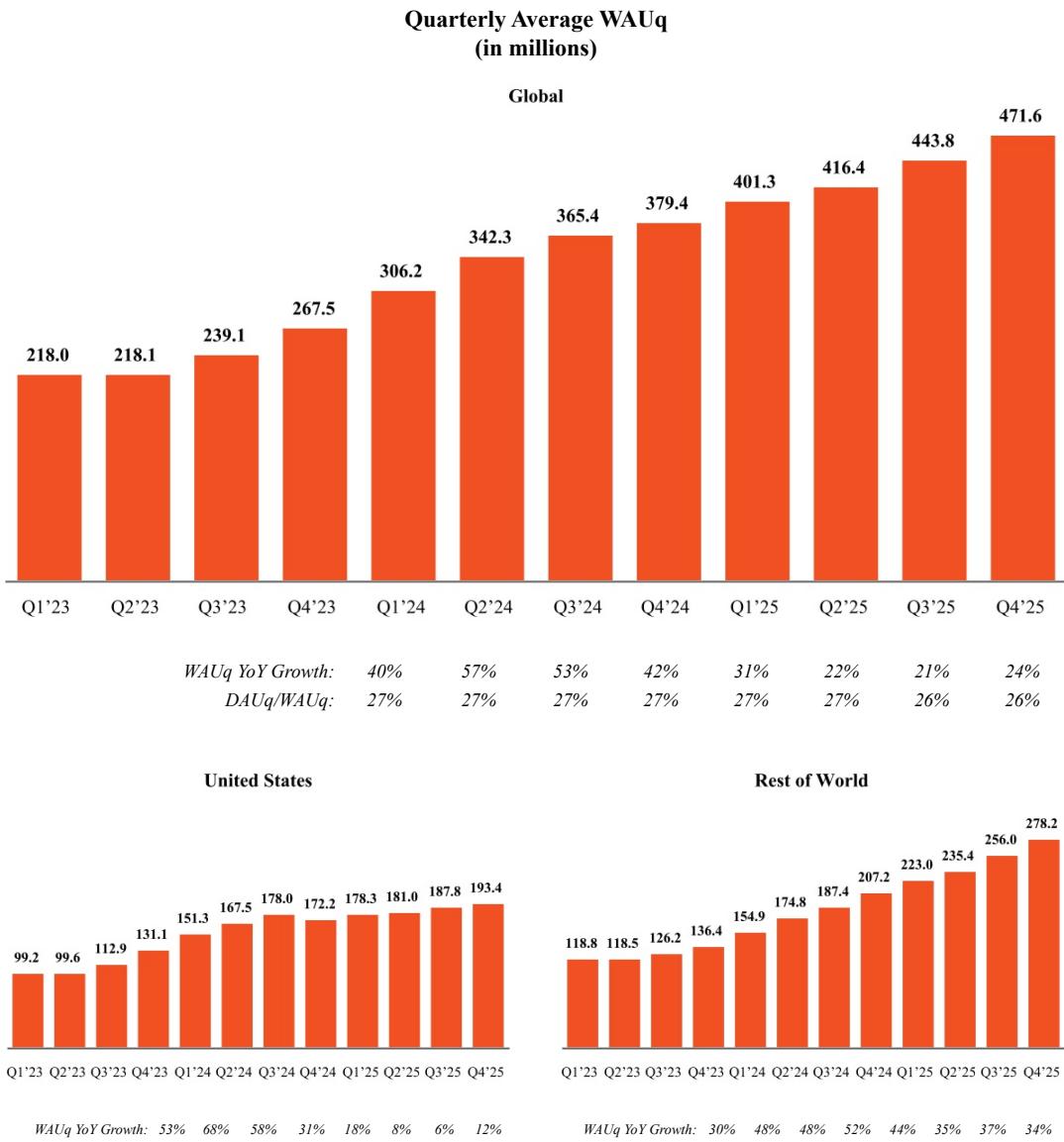
We assess both year over year and quarter over quarter growth of DAUq in each period.

In the three months ended December 31, 2025, global DAUq grew 19% compared to the prior year period, driven by 9% growth in DAUq in the United States and 28% growth in DAUq in the rest of world. Global DAUq grew 5% compared to the prior quarter period, driven by 2% growth in DAUq in the United States and 7% growth in DAUq in the rest of world. The growth in global DAUq in the three months ended December 31, 2025 compared to the prior year period and prior quarter period was primarily driven by traction in our growth strategies, particularly in machine translation and marketing.

*Weekly Active Unique.* We define a weekly active unique (“WAUq”) as a user whom we can identify with a unique identifier who has visited a page on the Reddit website, [www.reddit.com](http://www.reddit.com), or opened a Reddit application at least once during a trailing seven-day period. We calculate average quarterly WAUq for a particular period by adding the number of WAUq on each day of that period and dividing that sum by the number of days in that period. We measure WAUq because we believe that this metric helps management and investors understand the reach of our platform.

During the three months ended December 31, 2023, we deployed further advances in our process used to identify and address activity by users and visitors, including web crawlers and scrapers. As we identify automated agents, we remove them

from our WAUq count prospectively and do not recalculate WAUq for prior periods if we assess such impact to be immaterial. As we have continued to improve our capabilities to identify suspicious traffic, we have not seen this methodology materially impact trends in WAUq from quarter to quarter.



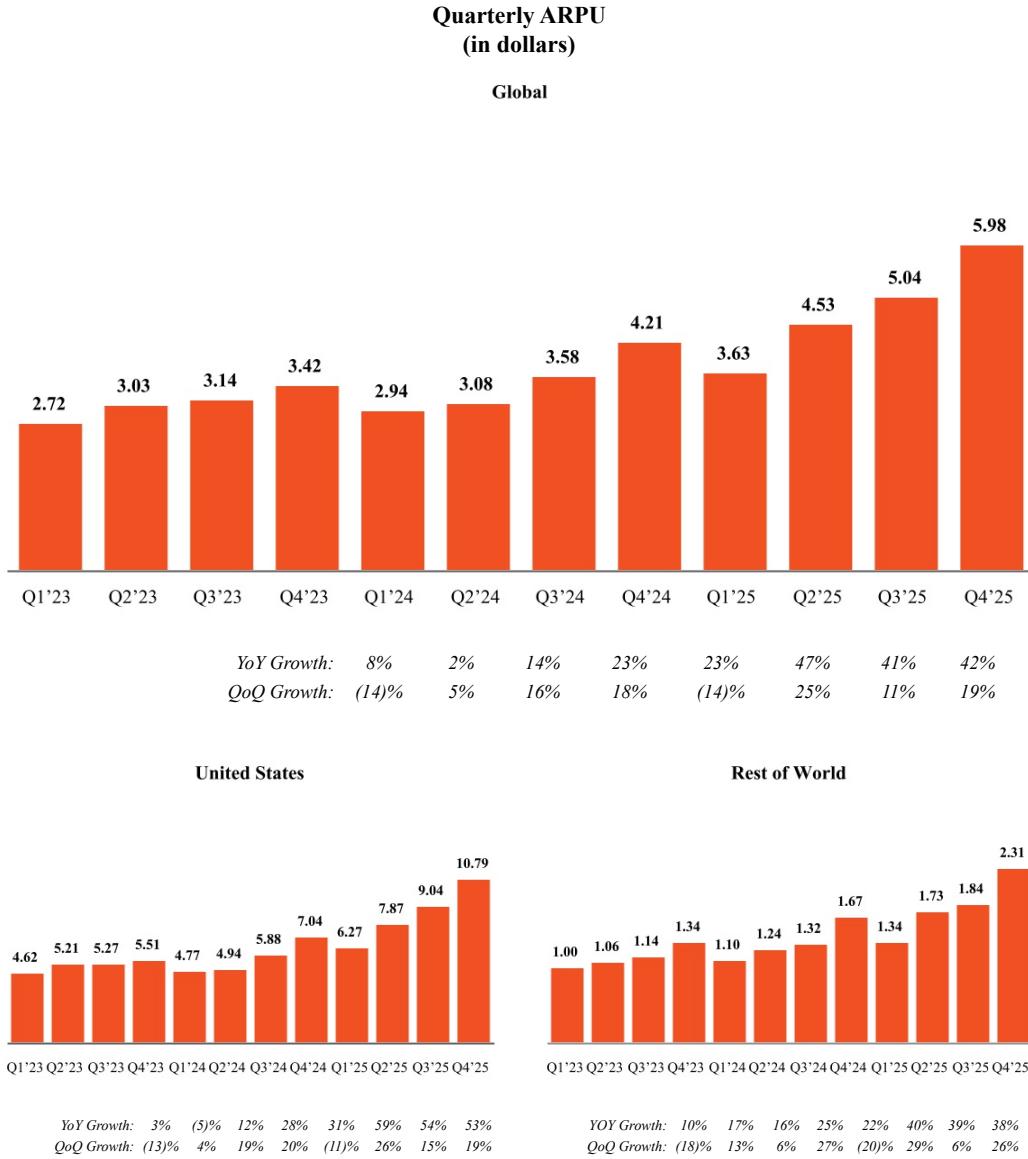
In the three months ended December 31, 2025, global WAUq grew 24% compared to the prior year period, driven by 12% growth in WAUq in the United States and 34% growth in WAUq in the rest of world. In the three months ended December 31, 2025, global WAUq increased 6% compared to the prior quarter period, driven by 3% growth in WAUq in the United States and 9% growth in WAUq in the rest of world. For the three months ended December 31, 2025, the proportion of DAUq to WAUq was 26%.

#### **Trends in Monetization Metrics**

We monetize our business primarily through advertising on our mobile applications and website. In the year ended December 31, 2025, we recorded revenue of \$2.2 billion, as compared to revenue of \$1.3 billion for the year ended December 31, 2024, representing an increase of 69% compared to the prior year period.

**ARPU.** We define average revenue per unique (“ARPU”) as quarterly revenue in a given geography divided by the average DAUq in that geography. For the purposes of calculating ARPU, advertising revenue in a given geography is based on the geographic location in which advertising impressions are delivered, as this approximates revenue based on user activity, while other revenue in a given geography is based on the billing address of the customer. This differs from the presentation of our revenue by geography in the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K, where both advertising revenue and other revenue are based on the billing address of the customer.

We present ARPU globally and also broken out on a United States and rest of world basis because we currently monetize users in the United States and the rest of the world at different rates. We measure ARPU because we believe that this metric helps our management and investors assess the extent to which we are monetizing our DAUq. Monetization of new users is generally at a lower rate than existing users and as such, ARPU tends to grow at a lower rate than revenue in periods of strong DAUq growth. Our ARPU reflects the seasonality of our advertising revenue, with the fourth quarter typically being the strongest quarter of each year, especially in the United States, our most developed geography. United States ARPU is higher primarily due to the relative size and maturity of the U.S. digital advertising market, a dynamic we expect will continue for the foreseeable future.



During the three months ended December 31, 2025, ARPU was \$5.98, an increase of 42% compared to \$4.21 for the prior year period, United States ARPU was \$10.79, compared to \$7.04 for the prior year period, and rest of world ARPU was \$2.31, compared to \$1.67 for the prior year period. The increase in global ARPU compared to the prior year period was due primarily to an increase in advertising revenue driven by an increase in impressions delivered, and to a lesser extent, an increase in pricing. The increase in global ARPU compared to the prior quarter period was due primarily to an increase in advertising revenue driven by an increase in pricing, and to a lesser extent, an increase in impressions delivered.

### Non-GAAP Financial Measures

We use certain non-GAAP financial measures to supplement our consolidated financial statements, which are presented in accordance with U.S. GAAP, to evaluate our core operating performance. These non-GAAP financial measures include Adjusted EBITDA and Free Cash Flow. We use these non-GAAP financial measures to facilitate reviews of our operational performance and as a basis for strategic planning. By excluding certain items that are non-recurring or not reflective of the performance of our normal course of business, we believe that Adjusted EBITDA and Free Cash Flow provide meaningful supplemental information regarding our performance. Accordingly, we believe these non-GAAP financial measures are useful to investors and others because they allow investors to supplement their understanding of our financial trends and evaluate our ongoing and future performance in the same manner as management. However, there are a number of limitations related to the use of non-GAAP financial measures as they reflect the exercise of judgment by our management about which expenses are included or excluded in determining these non-GAAP measures. These non-GAAP measures should be considered in addition to, not as a substitute for or in isolation from, our financial results prepared in accordance with U.S. GAAP. Other companies, including companies in our industry, may calculate these non-GAAP financial measures differently or not at all, which reduces their usefulness as comparative measures.

#### *Adjusted EBITDA*

Adjusted EBITDA is defined as net income (loss) excluding interest (income) expense, net, income tax expense (benefit), depreciation and amortization, stock-based compensation expense and related taxes, other (income) expense, net, and certain other non-recurring or non-cash items impacting net income (loss) that we do not consider indicative of our ongoing business performance. Other (income) expense, net consists primarily of realized gains and losses on sales of marketable securities, foreign currency transaction gains and losses, and other income and expense that are not indicative of our core operating performance. We consider the exclusion of certain non-recurring or non-cash items in calculating Adjusted EBITDA to provide a useful measure for investors and others to evaluate our operating results in the same manner as management.

The following table presents a reconciliation of our net income (loss), the most directly comparable financial measure presented in accordance with U.S. GAAP, to Adjusted EBITDA:

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
<b>Reconciliation of Adjusted EBITDA:</b>			
Net income (loss)	\$ 529,721	\$ (484,276)	\$ (90,824)
Add (deduct):			
Interest (income) expense, net	(86,722)	(78,121)	(53,281)
Income tax expense (benefit)	(1,031)	(931)	3,801
Depreciation and amortization <sup>(1)</sup>	15,948	15,643	13,702
Stock-based compensation expense and related taxes <sup>(2)</sup>	387,141	842,932	49,086
Restructuring costs <sup>(3)</sup>	—	—	8,098
Other (income) expense, net	16	2,760	143
Adjusted EBITDA	\$ 845,073	\$ 298,007	\$ (69,275)

## Table of Contents

(1) Includes depreciation and amortization as follows:

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
Cost of revenue	\$ —	\$ —	\$ 152
Research and development	10,155	9,520	8,001
Sales and marketing	4,934	4,847	4,340
General and administrative	859	1,276	1,209
Depreciation and amortization	\$ 15,948	\$ 15,643	\$ 13,702

(2) Includes stock-based compensation expense and related taxes as follows:

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
Cost of revenue	\$ 875	\$ 620	\$ 101
Research and development	238,135	464,858	24,334
Sales and marketing	50,053	87,445	5,678
General and administrative	98,078	290,009	18,973
Stock-based compensation expense and related taxes	\$ 387,141	\$ 842,932	\$ 49,086

(3) During the year ended December 31, 2023, we incurred restructuring costs of \$8.1 million, primarily composed of severance and benefits expense. These charges are non-recurring and are not reflective of underlying trends in our business.

### Free Cash Flow

Free Cash Flow represents net cash provided by (used in) operating activities less purchases of property and equipment. We believe that Free Cash Flow is useful to investors as a liquidity measure because it measures our ability to generate or use cash. Once our business needs and obligations are met, cash can be used to maintain a strong balance sheet and invest in future growth. Additionally, we believe that Free Cash Flow is an important measure since we use third-party infrastructure partners to host our services and therefore we do not incur significant capital expenditures to support revenue generating activities.

The following table presents a reconciliation of net cash provided by (used in) operating activities, the most directly comparable financial measure calculated in accordance with U.S. GAAP, to Free Cash Flow:

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
<b>Reconciliation of Free Cash Flow:</b>			
Net cash provided by (used in) operating activities	\$ 690,875	\$ 222,068	\$ (75,114)
Less:			
Purchases of property and equipment	(6,706)	(6,248)	(9,724)
Free Cash Flow	\$ 684,169	\$ 215,820	\$ (84,838)

### Results of Operations

The following table summarizes our historical consolidated statements of operations data for the periods indicated:

	Year ended December 31,			2025 vs. 2024		2024 vs. 2023	
	2025	2024	2023	\$ Change	% Change	\$ Change	% Change
	(in thousands, except percentages)						
Revenue	\$ 2,202,506	\$ 1,300,205	\$ 804,029	\$ 902,301	69 %	\$ 496,176	62 %
Net income (loss)	529,721	(484,276)	(90,824)	1,013,997	NM	(393,452)	NM
Adjusted EBITDA <sup>(1)</sup>	845,073	298,007	(69,275)	547,066	184 %	367,282	NM

NM - Not meaningful

(1) See “Non-GAAP Financial Measures—Adjusted EBITDA” for more information and for a reconciliation of Adjusted EBITDA to net income (loss), the most directly comparable financial measure calculated and presented in accordance with U.S. GAAP.

### ***Components of Results of Operations***

#### *Revenue*

We generate a majority of our revenue through the sale of advertising on our mobile applications and website. We recognize revenue only after transferring control of promised goods or services to customers, which occurs when a user clicks on an ad contracted on a cost per click (“CPC”) basis, views an ad contracted on a cost per thousand impressions (“CPM”) basis, views a video ad contracted on a cost per view (“CPV”) basis, or on a fixed fee basis, based upon ad delivery over the service period, which is typically less than 30 days in duration.

We also generate revenue from content licensing and products sold directly to users. In our content licensing arrangements, we provide customers with the right to access content from our platform over the contractual period. We recognize content licensing revenue as our content partners consume and benefit from their use of the licensed content, which is generally ratable over the license period. Revenue from other products sold directly to users, including Reddit Premium and Reddit Gold, was not material for the periods presented.

#### *Cost of Revenue*

Cost of revenue consists primarily of payments to third parties for the cost of hosting and supporting our mobile applications and website. In addition, cost of revenue includes expenses directly associated with the delivery of our advertising and other services, including advertising targeting and measurement services, credit card and other transaction processing fees, and payments to our content partners. Cost of revenue also consists of employee-related costs, including salaries, benefits, and stock-based compensation.

#### *Research and Development Expenses*

Research and development expenses consist primarily of employee-related costs including salaries, benefits, and stock-based compensation for engineers and other employees engaged in the research, design, and development of new and existing products. Research and development expenses also include hosting costs associated with internal research and development activities, as well as professional services, allocated facilities, and other supporting overhead costs.

#### *Sales and Marketing Expenses*

Sales and marketing expenses consist primarily of employee-related costs including salaries, benefits, and stock-based compensation for employees engaged in sales, sales support, business and brand development, marketing, and customer service functions. Sales commissions are expensed as incurred in sales and marketing expenses as the expected period of benefit is one year or less. Sales and marketing expenses also include costs incurred for advertising, marketing, and other promotional expenditures, as well as professional services, allocated facilities, and other supporting overhead costs.

#### *General and Administrative Expenses*

General and administrative expenses consist primarily of employee-related costs including salaries, benefits, and stock-based compensation for certain executives as well as employees engaged in finance, legal, human resources, information technology, and other administrative teams. General and administrative expenses also include costs incurred for professional services, non-income based taxes, insurance, allocated facilities, and other supporting overhead costs.

#### *Other Income (Expense), Net*

Other income (expense), net, consists primarily of interest income, interest expense, realized gains and losses on sales of marketable securities, and foreign currency transaction gains and losses.

#### *Income Tax Expense (Benefit)*

We are subject to income taxes in the United States and foreign jurisdictions. Our income tax provision represents the income tax expense or benefit associated with our operations based on the tax laws of the jurisdictions in which we operate. The foreign jurisdictions where we operate have different statutory tax rates than the United States. Additionally, certain of our foreign earnings may also be taxable in the United States. Accordingly, our effective tax rates will vary depending on the relative proportion of foreign to domestic income, use of foreign tax credits, changes in the valuation of our deferred tax assets and liabilities, and changes in tax laws.

**Discussion of Results of Operations**

The following table sets forth our consolidated statements of operations data for the periods indicated:

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
<b>Consolidated Statements of Operations Data:</b>			
Revenue	\$ 2,202,506	\$ 1,300,205	\$ 804,029
Costs and expenses:			
Cost of revenue	194,216	123,595	111,011
Research and development	783,145	935,152	438,346
Sales and marketing	503,863	350,579	230,175
General and administrative	279,298	451,447	164,658
Total costs and expenses	1,760,522	1,860,773	944,190
Income (loss) from operations	441,984	(560,568)	(140,161)
Other income (expense), net	86,706	75,361	53,138
Income (loss) before income taxes	528,690	(485,207)	(87,023)
Income tax expense (benefit)	(1,031)	(931)	3,801
Net income (loss)	\$ 529,721	\$ (484,276)	\$ (90,824)
Adjusted EBITDA <sup>(1)</sup>	\$ 845,073	\$ 298,007	\$ (69,275)
Net cash provided by (used in) operating activities	\$ 690,875	\$ 222,068	\$ (75,114)
Free Cash Flow <sup>(2)</sup>	\$ 684,169	\$ 215,820	\$ (84,838)

(1) See “Non-GAAP Financial Measures—Adjusted EBITDA” for more information and for a reconciliation of Adjusted EBITDA to net income (loss), the most directly comparable financial measure calculated and presented in accordance with U.S. GAAP.

(2) See “Non-GAAP Financial Measures—Free Cash Flow” for more information and for a reconciliation of Free Cash Flow to net cash provided by (used in) operating activities, the most directly comparable financial measure calculated and presented in accordance with U.S. GAAP.

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

	Year ended December 31,		
	2025	2024	2023
<b>Consolidated Statements of Operations Data:</b>			
Revenue	100 %	100 %	100 %
Costs and expenses:			
Cost of revenue	9	10	14
Research and development	35	72	55
Sales and marketing	23	27	29
General and administrative	13	35	20
Total costs and expenses	80	144	118
Income (loss) from operations	20	(44)	(18)
Other income (expense), net	4	6	7
Income (loss) before income taxes	24	(38)	(11)
Income tax expense (benefit)	0	0	0
Net income (loss)	24 %	(38)%	(11)%

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**Comparison of the Years Ended December 31, 2025 and 2024**

*Revenue*

	Year ended December 31,		\$ Change	% Change
	2025	2024		
	(in thousands, except percentages)			
Revenue	\$ 2,202,506	\$ 1,300,205	\$ 902,301	69 %

Revenue for the year ended December 31, 2025 increased by \$902.3 million, or 69%, compared to the prior year. The growth in revenue was due primarily to an increase in advertising revenue driven by an increase in impressions delivered and to a lesser extent, an increase in pricing. In addition, other revenues increased as a result of content licensing agreements executed in 2024 and 2025.

*Cost of Revenue*

	Year ended December 31,		\$ Change	% Change
	2025	2024		
	(in thousands, except percentages)			
Cost of revenue	\$ 194,216	\$ 123,595	\$ 70,621	57 %

Cost of revenue for the year ended December 31, 2025 increased by \$70.6 million, or 57%, compared to the prior year. The increase in cost of revenue was primarily attributable to increased hosting usage to support product enhancements and user growth on our platform, as well as an increase in other services related to advertising, partially offset by lower hosting prices.

*Research and Development Expenses*

	Year ended December 31,		\$ Change	% Change
	2025	2024		
	(in thousands, except percentages)			
Research and development	\$ 783,145	\$ 935,152	\$ (152,007)	(16)%

Research and development expenses for the year ended December 31, 2025 decreased by \$152.0 million, or 16%, compared to the prior year. The decrease was driven primarily by the cumulative catch-up upon IPO of stock-based compensation expense and related taxes for RSUs with a liquidity-based vesting condition recognized in the prior year period, partially offset by an increase in other employee-related costs and an increase in hosting costs associated with internal research and development activities in the current period.

*Sales and Marketing Expenses*

	Year ended December 31,		\$ Change	% Change
	2025	2024		
	(in thousands, except percentages)			
Sales and marketing	\$ 503,863	\$ 350,579	\$ 153,284	44 %

Sales and marketing expenses for the year ended December 31, 2025 increased by \$153.3 million, or 44%, compared to the prior year. The increase was due primarily to an increase in user and brand marketing expenses and in employee-related costs, driven in part by an increase in headcount. The increase was partially offset by the cumulative catch-up upon IPO of stock-based compensation expense and related taxes for RSUs with a liquidity-based vesting condition recognized in the prior year period.

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*General and Administrative Expenses*

	Year ended December 31,		\$ Change (in thousands, except percentages)	% Change
	2025	2024		
General and administrative	\$ 279,298	\$ 451,447	\$ (172,149)	(38)%

General and administrative expenses for the year ended December 31, 2025 decreased by \$172.1 million, or 38%, compared to the prior year. The decrease was driven primarily by the cumulative catch-up upon IPO of stock-based compensation expense and related taxes for RSUs with a liquidity-based vesting condition recognized in the prior year period.

*Other Income (Expense), Net*

	Year ended December 31,		\$ Change (in thousands, except percentages)	% Change
	2025	2024		
Other income (expense), net	\$ 86,706	\$ 75,361	\$ 11,345	15 %

Other income (expense), net for the year ended December 31, 2025 increased by \$11.3 million, or 15%, compared to the prior year. The increase was primarily due to higher interest earned on our cash and investments driven by a higher invested balance.

*Income Tax Expense (Benefit)*

	Year ended December 31,		\$ Change (in thousands, except percentages)	% Change
	2025	2024		
Income tax expense (benefit)	\$ (1,031)	\$ (931)	\$ (100)	11 %

Income tax expense (benefit) for the year ended December 31, 2025 decreased by \$0.1 million, or 11%, compared to the prior year. The income tax benefit in both periods was primarily attributable to an excess tax benefit from stock-based compensation in a foreign subsidiary.

**Liquidity and Capital Resources**

We have historically financed our operations primarily through net proceeds from the sale of convertible preferred stock and payments received from our customers. Additionally, in March 2024, we completed our IPO, which resulted in net proceeds of \$600.0 million after deducting underwriting discounts and commissions of \$31.6 million. We began generating net positive operating cash flows in 2024. Our primary uses of cash are employee-related costs and the cost of operating our mobile applications and website.

As of December 31, 2025, we had \$2.5 billion in cash, cash equivalents, and marketable securities. Our cash and cash equivalents consist of cash in bank accounts, money market accounts, time deposits, and other highly liquid investments with original maturities of 90 days or less from the date of purchase. Marketable securities consist of U.S. government securities, investment-grade corporate and government agency securities, time deposits, and commercial paper. As of December 31, 2025, approximately 2% of our cash, cash equivalents, and marketable securities was held outside of the United States.

On July 1, 2025, we entered into an Amended and Restated Credit and Guarantee Agreement, which amended and restated our prior Credit and Guarantee Agreement dated October 8, 2021 (as amended on May 23, 2023), and provides for a five-year, \$500.0 million, revolving loan and standby letter of credit facility (“Revolving Credit Facility”) of which \$100.0 million can be issued as letters of credit and another \$100.0 million of which can be borrowed in certain non-U.S. dollar currencies. As of December 31, 2025, we have issued three letters of credit, two of which are denominated in a foreign currency, for an aggregate of \$5.3 million, which reduced the letter of credit borrowings available under the Revolving Credit Facility to \$94.7 million. The aggregate available balance under the Revolving Credit Facility was \$494.7 million as of December 31, 2025.

Under the terms of the Revolving Credit Facility, borrowings can be ABR Loans, Term Benchmark Loans, or RFR Loans. Outstanding ABR Loans bear interest at a rate equal to the greatest of (A) the Prime Rate, (B) the NYFRB Rate plus 0.5%, or (C) the Adjusted Term SOFR Rate plus 1.0% (each as defined in the Revolving Credit Facility), in each case plus 0.25%.

Outstanding Term Benchmark Loans bear interest at the Adjusted Term SOFR Rate, the Adjusted EURIBOR Rate, the Adjusted Term CORRA Rate, or the Adjusted AUD Rate (each as defined in the Revolving Credit Facility), as applicable, in each case plus 1.25%. Outstanding RFR Loans bear interest at a rate equal to the Adjusted Daily Simple RFR (as such term is defined in the Revolving Credit Facility) plus 1.25%. We are required to pay a quarterly commitment fee that accrues at 0.15% per annum on the unused portion of the aggregate commitments under the Revolving Credit Facility.

The Revolving Credit Facility contains customary conditions on our borrowings, including events of default and covenants. Covenants include restrictions on our and certain of our subsidiaries' ability to incur indebtedness, grant liens, make distributions to holders of our preferred and common stock, make investments, or engage in transactions with our affiliates, and require us to adhere to a maximum total leverage ratio. The obligations under the Revolving Credit Facility are secured by liens on substantially all of our assets, including intellectual property assets. However, the Revolving Credit Facility provides for the permanent release of guarantees and collateral upon our achievement of certain investment grade ratings. We were in compliance with all covenants as of December 31, 2025.

We believe our cash flows from operations, existing cash, cash equivalents, and marketable securities, and amounts available under our Revolving Credit Facility will be sufficient to meet our working capital and capital expenditure needs for at least the next 12 months and for the foreseeable future. We continuously evaluate our liquidity and capital resources, including our access to external capital, to ensure we can finance our future capital needs.

On February 4, 2026, our Board of Directors authorized a share repurchase program to purchase up to \$1 billion of our Class A common stock (the "Share Repurchase Program"). Under the Share Repurchase Program, we may repurchase shares of our Class A common stock from time to time on the open market (including via pre-set trading plans), in privately negotiated transactions, or through other transactions in accordance with applicable securities laws. The Share Repurchase Program does not obligate us to acquire any particular amount of Class A common stock, has no expiration date, and may be suspended or discontinued at any time at our discretion.

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

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
Net cash provided by (used in) operating activities	\$ 690,875	\$ 222,068	\$ (75,114)
Net cash provided by (used in) investing activities	(218,889)	(440,687)	41,291
Net cash provided by (used in) financing activities	(80,559)	379,535	(811)
Net increase (decrease) in cash, cash equivalents, and restricted cash	\$ 391,427	\$ 160,916	\$ (34,634)
Free Cash Flow <sup>(1)</sup>	\$ 684,169	\$ 215,820	\$ (84,838)

(1) See "Non-GAAP Financial Measures—Free Cash Flow" for more information and for a reconciliation of Free Cash Flow to net cash provided by (used in) operating activities, the most directly comparable financial measure calculated and presented in accordance with U.S. GAAP.

#### *Operating Activities*

Net cash provided by operating activities was \$690.9 million in the year ended December 31, 2025, resulting primarily from net income of \$529.7 million in the year ended December 31, 2025, adjustments for non-cash items, primarily related to stock-based compensation expense of \$343.2 million, and an increase in accounts payable and accrued expenses and other liabilities of \$108.9 million due to timing of payments. These increases were partially offset by an increase in accounts receivable of \$241.4 million related to an increase in advertising revenue, an increase in prepaid expenses and other assets of \$37.1 million due to timing of prepayments, and amortization of premium (accretion of discount) on marketable securities, net, of \$(28.2) million. Net cash provided by operating activities was \$222.1 million in the year ended December 31, 2024, resulting primarily from adjustments for non-cash items, primarily related to stock-based compensation expense of \$801.6 million, and an increase in accrued expenses and other liabilities of \$59.3 million due to timing of payments. These increases were partially offset by net loss of \$(484.3) million, an increase in accounts receivable of \$104.3 million related to an increase in advertising revenue, and amortization of premium (accretion of discount) on marketable securities, net, of \$(43.4) million.

#### *Investing Activities*

Net cash used in investing activities was \$(218.9) million in the year ended December 31, 2025, primarily due to additional purchases of marketable securities of \$2.3 billion, partially offset by maturities and proceeds from sale of marketable securities

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of \$2.1 billion. Net cash used in investing activities was \$(440.7) million in the year ended December 31, 2024, primarily due to additional purchases of marketable securities of \$2.0 billion and cash paid for acquisitions, net of cash acquired of \$17.1 million, partially offset by maturities of marketable securities of \$1.6 billion.

### *Financing Activities*

Net cash used in financing activities was \$(80.6) million in the year ended December 31, 2025 and consisted primarily of cash payments for taxes paid related to net share settlement of restricted stock units of \$104.0 million, partially offset by proceeds from exercises of employee stock options of \$25.1 million. Net cash provided by financing activities was \$379.5 million in the year ended December 31, 2024 and consisted primarily of cash proceeds from the issuance of Class A common stock in our IPO, net of underwriting discounts and commissions, of \$600.0 million and proceeds from exercises of employee stock options of \$89.0 million, partially offset by taxes paid related to net share settlement of restricted stock units of \$294.6 million.

### *Free Cash Flow*

Free Cash Flow was \$684.2 million for the year ended December 31, 2025, and was composed of net cash provided by operating activities, resulting primarily from net income and adjustments for non-cash items, partially offset by changes in working capital. Free Cash Flow was \$215.8 million for the year ended December 31, 2024, and was composed of net cash provided by operating activities, resulting primarily from adjustments for non-cash items, partially offset by net loss and changes in working capital. Free Cash Flow also included purchases of property and equipment of \$6.7 million and \$6.2 million for the years ended December 31, 2025 and 2024, respectively. For the year ended December 31, 2025, the increase in Free Cash Flow as compared to the prior year was driven primarily by the increase in cash provided by operating activities.

### **Off-Balance Sheet Arrangements**

During the periods presented, we did not have, and we do not currently have, any off-balance sheet financing arrangements or any relationships with unconsolidated entities or financial partnerships, including entities sometimes referred to as structured finance or special purpose entities, that were established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

### **Contractual Obligations and Commitments**

The following table summarizes our contractual obligations and commitments as of December 31, 2025:

	Total	Less than 1 Year	1–3 Years	3–5 Years
		(in thousands)		
Operating leases	\$ 26,000	\$ 8,779	\$ 15,721	\$ 1,500
Purchase commitments	372,179	206,953	165,226	—
<b>Total</b>	<b>\$ 398,179</b>	<b>\$ 215,732</b>	<b>\$ 180,947</b>	<b>\$ 1,500</b>

Under the terms of certain of our purchase commitments, we are contractually obligated to purchase specified minimums over the contract term. If we do not meet the specified minimums, we will have an obligation to pay the service provider any shortfall. Obligations and commitments presented above are before consideration of any credits that may be earned during the term.

See *Note 7—Operating Leases* and *Note 11—Commitments and Contingencies* of the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for additional discussion on our operating leases and purchase commitments.

### **Critical Accounting Policies and Estimates**

We prepare our consolidated financial statements in accordance with U.S. GAAP. Preparing these 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. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Our actual results could differ significantly from these estimates. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, results of operations, financial condition, and cash flows will be affected.

The critical accounting estimates, assumptions, and judgments that we believe to have the most significant impact on our consolidated financial statements are described below. Refer to *Note 2—Basis of Presentation and Significant Accounting Policies* of the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further information on other significant accounting policies.

### **Revenue Recognition**

We generate a majority of our revenue through the sale of advertising on our mobile applications and website. Other revenue consists of revenue from content licensing and products sold directly to users.

We determine revenue recognition by identifying the contract or contracts with a customer, identifying the performance obligations in the contract, determining the transaction price, allocating the transaction price to the performance obligations in the contract, and recognizing revenue when, or as, we satisfy a performance obligation.

For customer contracts that include multiple performance obligations, we identify each distinct performance obligation and determine the transaction price, which may include an estimation of variable consideration, subject to constraint. The transaction price is allocated to each performance obligation using the stand-alone selling price, which is generally based on the observable price of each good or service.

We recognize advertising revenue only after transferring control of promised goods or services to customers, which occurs when a user clicks on an ad contracted on a cost per click (“CPC”) basis, views an ad contracted on a cost per thousand impressions (“CPM”) basis, views a video ad contracted on a cost per view (“CPV”) basis, or on a fixed fee basis, based upon ad delivery over the service period, which is typically less than 30 days in duration. Generally, we recognize advertising revenue on a gross basis since we control the advertising units before being transferred to our users. In arrangements where another party is involved in providing specified services to a customer, we evaluate whether we are the principal or agent. In this evaluation, we consider if we obtain control of the specified goods or services before they are transferred to the customer. For advertising revenue arrangements where we are not the principal, we recognize revenue on a net basis. For the periods presented, revenue for arrangements where we are the agent was not material.

The transaction price in advertising arrangements is generally calculated as the number of advertising units delivered multiplied by the contractually agreed upon CPC, CPM, or CPV, or on a fixed fee basis and revenue is recognized based on the number of clicks, impressions, or views, or ratable over the service period, respectively.

In our content licensing arrangements, we provide customers with the right to access content from our platform over the contractual period. The transaction price in content licensing arrangements is generally a fixed fee or usage-based fee. We recognize content licensing revenue as our content partners consume and benefit from their use of the licensed content, which is generally ratably over the license period. Revenue from products sold directly to users, including Reddit Premium and Reddit Gold, was not material for the periods presented.

### **Recent Accounting Pronouncements**

See *Note 2—Basis of Presentation and Significant Accounting Policies* of the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for any recently adopted accounting pronouncements and recently issued accounting pronouncements not yet adopted.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to market risks in the ordinary course of our business. These risks primarily include interest rate risk and foreign currency risk as follows:

#### **Interest Rate Risk**

We had cash and cash equivalents of \$953.6 million and \$562.1 million as of December 31, 2025 and 2024, respectively. We had marketable securities of \$1.5 billion and \$1.3 billion as of December 31, 2025 and 2024, respectively. Our cash and cash equivalents consist of cash in bank accounts, money market accounts, time deposits, and other highly liquid investments with original maturities of 90 days or less from the date of purchase. Marketable securities consist of U.S. government securities, investment-grade corporate and government agency securities, time deposits, and commercial paper. Our investment policy and strategy are focused on the preservation of capital and supporting our liquidity requirements. We do not enter into investments for trading or speculative purposes. Due to the relatively short-term nature of our investment portfolio, a hypothetical 100 basis point change in interest rates would not have a material effect on the fair value of our portfolio or our consolidated financial statements for the periods presented.

***Foreign Currency Risk***

For the years ended December 31, 2025 and 2024, the majority of our revenue and operating expenses were denominated in U.S. dollars. We therefore have not had material foreign currency risk associated with sales and cost-based activities. For the years ended December 31, 2025 and 2024, our operations outside of the United States were not considered material and our results of operations and cash flows were minimally subject to fluctuations from changes in foreign currency rates. We believe the exposure to foreign currency fluctuation from operating expenses is immaterial at this time as the related costs do not constitute a significant portion of our total expenses. As we continue to grow international operations, our exposure to foreign currency risk will become more significant. A hypothetical 10% increase or decrease in the relative value of the U.S. dollar to other currencies would not have a material effect on our consolidated financial statements for the periods presented. For the years ended December 31, 2025 and 2024, we did not enter into any foreign currency exchange contracts for purposes of hedging foreign exchange rate fluctuations on our business operations, although we may elect to do so in the future.

**Item 8. Financial Statements and Supplementary Data**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors

Reddit, Inc.:

### *Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting*

We have audited the accompanying consolidated balance sheets of Reddit, Inc. and subsidiaries (the Company) as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income (loss), convertible preferred stock and stockholders' equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025 based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

### *Basis for Opinions*

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### *Definition and Limitations of Internal Control Over Financial Reporting*

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

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

### *Critical Audit Matter*

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

#### *Sufficiency of audit evidence over ad delivery used in advertising revenue*

As discussed in Notes 2 and 3 to the consolidated financial statements, the Company generated \$2.1 billion of advertising revenue for the year ended December 31, 2025. The Company generates the majority of its revenues through the sale of advertising on the Company's website and mobile applications. Advertising revenue is recognized after transferring control of the promised goods or services to customers, which occurs when a user clicks on an ad contracted on a cost per click basis, views an ad contracted on a cost per thousand impressions basis, views a video ad contracted on a cost per view basis, or on a fixed fee basis, based upon ad delivery over the service period.

We identified the evaluation of the sufficiency of audit evidence over advertising revenue as a critical audit matter. Subjective auditor judgment was required to evaluate the sufficiency of audit evidence over advertising revenue due to the proprietary IT system used to capture and track ad delivery and the quantity of ad impressions used in revenue recognition. Specialized skills and knowledge were needed to test the IT system used for the capture and tracking of ad delivery used to process and record advertising revenue.

The following are the primary procedures we performed to address this critical audit matter. We applied auditor judgment to determine the nature and extent of procedures to be performed over advertising revenue. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's advertising revenue recognition process, including controls related to the accurate capture and tracking of ad delivery. We involved IT professionals with specialized skills and knowledge, who assisted in testing certain IT application controls and general IT controls used by the Company to accurately capture and track delivery quantity of ad impressions. We performed a software-assisted data analysis to test relationships among certain revenue transactions. For a selection of advertising revenue transactions, we assessed the recorded revenue by comparing the amounts recognized for consistency with underlying documentation, including contract terms, ads delivered, accounts receivable, and subsequent cash received, if applicable. For certain customers, we assessed the recorded advertising revenue by comparing total cash received during the year, adjusted for reconciling items, to the advertising revenue recognized. We evaluated the sufficiency of audit evidence obtained by assessing the results of procedures performed, including the appropriateness of the nature and extent of the audit effort.

/s/ KPMG LLP

We have served as the Company's auditor since 2019.

San Francisco, California  
February 5, 2026

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

	<b>December 31,</b>	
	<b>2025</b>	<b>2024</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 953,569	\$ 562,092
Marketable securities	1,523,242	1,278,717
Accounts receivable, net	590,162	349,534
Prepaid expenses and other current assets	69,012	33,058
Total current assets	3,135,985	2,223,401
Property and equipment, net	12,710	12,652
Operating lease right-of-use assets, net	20,788	23,249
Intangible assets, net	15,521	25,424
Goodwill	42,174	42,174
Other noncurrent assets	11,995	9,695
Total assets	<u>\$ 3,239,173</u>	<u>\$ 2,336,595</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current liabilities:		
Accounts payable	\$ 62,929	\$ 45,423
Operating lease liabilities	7,023	6,137
Accrued expenses and other current liabilities	201,331	124,464
Total current liabilities	271,283	176,024
Operating lease liabilities, noncurrent	16,191	20,565
Other noncurrent liabilities	22,661	9,257
Total liabilities	310,135	205,846
Commitments and contingencies (Note 11)		
Stockholders' equity (deficit):		
Preferred stock, par value \$0.0001 per share; 100,000,000 authorized as of December 31, 2025 and 2024; no shares issued and outstanding as of December 31, 2025 and 2024	—	—
Class A common stock, par value \$0.0001 per share; 2,000,000,000 shares authorized as of December 31, 2025 and 2024; 139,218,373 and 125,001,880 shares issued and outstanding as of December 31, 2025 and 2024, respectively	14	12
Class B common stock, par value \$0.0001 per share; 140,000,000 shares authorized as of December 31, 2025 and 2024; 51,673,735 and 55,314,099 shares issued and outstanding as of December 31, 2025 and 2024, respectively	5	5
Class C common stock, par value \$0.0001 per share; 100,000,000 shares authorized as of December 31, 2025 and 2024; no shares issued and outstanding as of December 31, 2025 and 2024	—	—
Additional paid-in capital	3,595,772	3,331,546
Accumulated other comprehensive income (loss)	4,364	24
Accumulated deficit	(671,117)	(1,200,838)
Total stockholders' equity (deficit)	2,929,038	2,130,749
Total liabilities and stockholders' equity (deficit)	<u>\$ 3,239,173</u>	<u>\$ 2,336,595</u>

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

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

	Year ended December 31,		
	2025	2024	2023
Revenue	\$ 2,202,506	\$ 1,300,205	\$ 804,029
Costs and expenses:			
Cost of revenue	194,216	123,595	111,011
Research and development	783,145	935,152	438,346
Sales and marketing	503,863	350,579	230,175
General and administrative	279,298	451,447	164,658
Total costs and expenses	<u>1,760,522</u>	<u>1,860,773</u>	<u>944,190</u>
Income (loss) from operations	441,984	(560,568)	(140,161)
Other income (expense), net	86,706	75,361	53,138
Income (loss) before income taxes	528,690	(485,207)	(87,023)
Income tax expense (benefit)	(1,031)	(931)	3,801
Net income (loss)	<u>\$ 529,721</u>	<u>\$ (484,276)</u>	<u>\$ (90,824)</u>
Net income (loss) per share attributable to Class A and Class B common stock (Note 4)			
Basic	\$ 2.84	\$ (3.33)	\$ (1.54)
Diluted	\$ 2.62	\$ (3.33)	\$ (1.54)
Weighted-average shares of Class A and Class B common stock used to compute net income (loss) per share attributable to common stockholders			
Basic	186,383,271	145,472,389	59,138,086
Diluted	202,107,978	145,472,389	59,138,086

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

**Reddit, Inc.**  
**Consolidated Statements of Comprehensive Income (Loss)**  
(in thousands)

	Year ended December 31,		
	2025	2024	2023
Net income (loss)	\$ 529,721	\$ (484,276)	\$ (90,824)
Other comprehensive income (loss), net of tax:			
Change in unrealized gains (losses) on marketable securities	954	258	4,606
Change in foreign currency translation adjustment	3,386	(1,048)	—
Net comprehensive income (loss)	<u><u>\$ 534,061</u></u>	<u><u>\$ (485,066)</u></u>	<u><u>\$ (86,218)</u></u>

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

**Reddit, Inc.**  
**Consolidated Statements of Convertible Preferred Stock and Stockholders' Equity (Deficit)**  
(in thousands, except share amounts)

	Total Convertible Preferred Stock		Common Stock				Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount						
	Shares	Amount	Shares	Amount						
Balance as of December 31, 2022	73,021,449	\$ 1,853,492	6,381,936	\$ —	51,410,111	\$ 6	\$ 250,460	\$ (3,792)	\$ (625,738)	\$ (379,064)
Issuance of common stock upon exercise of stock options, net	—	—	489,959	—	2,494,093	—	8,390	—	—	8,390
Issuance of common stock upon settlement of restricted stock units, net	—	—	227,805	—	—	—	(4,320)	—	—	(4,320)
Stock-based compensation expense	—	—	—	—	—	—	47,598	—	—	47,598
Vesting of early exercised stock options	—	—	—	—	—	—	692	—	—	692
Net income (loss)	—	—	—	—	—	—	—	—	(90,824)	(90,824)
Change in other comprehensive income (loss)	—	—	—	—	—	—	4,606	—	—	4,606
Balance as of December 31, 2023	73,021,449	\$ 1,853,492	7,099,700	\$ —	53,904,204	\$ 6	\$ 302,820	\$ 814	\$ (716,562)	\$ (412,922)
Issuance of common stock upon exercise of stock options, net	—	—	10,979,938	—	4,038,255	—	88,972	—	—	88,972
Issuance of common stock upon settlement of restricted stock units, net	—	—	11,501,630	1	1,002,455	—	(294,572)	—	—	(294,571)
Conversion of Class B common stock to Class A common stock	—	—	71,548,247	8	(71,548,247)	(8)	—	—	—	—
Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering	(73,021,449)	(1,853,492)	5,104,017	1	67,917,432	7	1,853,486	—	—	1,853,494
Issuance of common stock in connection with initial public offering, net of underwriting discounts and commissions and other offering costs	—	—	18,576,527	2	—	—	576,266	—	—	576,268
Issuance of Class A common stock in connection with acquisitions	—	—	191,821	—	—	—	2,786	—	—	2,786
Stock-based compensation expense	—	—	—	—	—	—	801,646	—	—	801,646
Vesting of early exercised stock options	—	—	—	—	—	—	142	—	—	142
Net income (loss)	—	—	—	—	—	—	—	(484,276)	(484,276)	(484,276)
Change in other comprehensive income (loss)	—	—	—	—	—	—	—	(790)	—	(790)
Balance as of December 31, 2024	—	\$ —	125,001,880	\$ 12	55,314,099	\$ 5	\$ 3,331,546	\$ 24	\$ (1,200,838)	\$ 2,130,749
Issuance of common stock upon exercise of stock options, net	—	—	2,179,307	1	1,653,969	—	25,075	—	—	25,076
Issuance of common stock upon settlement of restricted stock units, net	—	—	6,639,347	1	103,506	—	(104,029)	—	—	(104,028)
Conversion of Class B common stock to Class A common stock	—	—	5,397,839	—	(5,397,839)	—	—	—	—	—
Stock-based compensation expense	—	—	—	—	—	—	343,180	—	—	343,180
Net income (loss)	—	—	—	—	—	—	—	—	529,721	529,721
Change in other comprehensive income (loss)	—	—	—	—	—	—	—	4,340	—	4,340
Balance as of December 31, 2025	—	\$ —	139,218,373	\$ 14	51,673,735	\$ 5	\$ 3,595,772	\$ 4,364	\$ (671,117)	\$ 2,929,038

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

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

	<b>Year ended December 31,</b>		
	<b>2025</b>	<b>2024</b>	<b>2023</b>
<b>Cash flows from operating activities</b>			
Net income (loss)	\$ 529,721	\$ (484,276)	\$ (90,824)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	15,948	15,643	13,702
Non-cash operating lease cost	6,197	4,110	11,359
Amortization of premium (accretion of discount) on marketable securities, net	(28,214)	(43,400)	(27,442)
Stock-based compensation expense	343,180	801,646	47,598
Other adjustments	848	(4,187)	484
Changes in operating assets and liabilities:			
Accounts receivable	(241,356)	(104,280)	(53,318)
Prepaid expenses and other assets	(37,082)	(19,485)	3,878
Operating lease right-of-use assets and liabilities	(7,224)	(2,397)	(5,758)
Accounts payable	18,166	(570)	12,470
Accrued expenses and other liabilities	90,691	59,264	12,737
<b>Net cash provided by (used in) operating activities</b>	<b>\$ 690,875</b>	<b>\$ 222,068</b>	<b>\$ (75,114)</b>
<b>Cash flows from investing activities</b>			
Purchases of property and equipment	(6,706)	(6,248)	(9,724)
Purchases of marketable securities	(2,298,397)	(1,996,725)	(1,259,854)
Maturities of marketable securities	2,065,971	1,573,602	1,273,159
Proceeds from sale of marketable securities	17,234	—	37,538
Cash paid for acquisitions, net of cash acquired	—	(17,137)	—
Other investing activities	3,009	5,821	172
<b>Net cash provided by (used in) investing activities</b>	<b>\$ (218,889)</b>	<b>\$ (440,687)</b>	<b>\$ 41,291</b>
<b>Cash flows from financing activities</b>			
Proceeds from issuance of Class A common stock in initial public offering, net of underwriting discounts and commissions	—	600,022	—
Proceeds from exercise of employee stock options	25,075	88,972	8,428
Taxes paid related to net share settlement of restricted stock units	(104,028)	(294,573)	(4,320)
Payments of initial public offering costs	—	(8,775)	(1,441)
Other financing activities	(1,606)	(6,111)	(3,478)
<b>Net cash provided by (used in) financing activities</b>	<b>\$ (80,559)</b>	<b>\$ 379,535</b>	<b>\$ (811)</b>
Net increase (decrease) in cash, cash equivalents, and restricted cash	391,427	160,916	(34,634)
Cash, cash equivalents, and restricted cash at the beginning of the period	562,142	401,226	435,860
Cash, cash equivalents, and restricted cash at the end of the period	<b>\$ 953,569</b>	<b>\$ 562,142</b>	<b>\$ 401,226</b>
Cash and cash equivalents	953,569	562,092	401,176
Restricted cash	—	50	50
Total cash, cash equivalents, and restricted cash	<b>\$ 953,569</b>	<b>\$ 562,142</b>	<b>\$ 401,226</b>
<b>Supplemental disclosure of noncash financing and investing activities</b>			
Conversion of convertible preferred stock to common stock upon initial public offering	\$ —	\$ 1,853,492	\$ —
Reclassification of deferred offering costs to additional paid-in capital upon initial public offering	\$ —	\$ 23,754	\$ —

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

**Reddit, Inc.**  
**Notes to the Consolidated Financial Statements**

## **1. Description of Business**

Reddit, Inc. (“Reddit,” “we,” “our,” or “us”) was incorporated in the state of Delaware. Our mission is to empower communities and make their knowledge accessible to everyone. We built Reddit with the belief that communities unlock the power of human creativity and create a sense of belonging and empowerment for their members. We believe the world needs community more than ever, and that this represents our greatest opportunity to further enrich the lives of everyone in the world. We are headquartered in San Francisco, California, and have several offices around the world.

## **2. Basis of Presentation and Significant Accounting Policies**

### ***Basis of Presentation***

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”). Our consolidated financial statements include the accounts of Reddit, Inc. and our wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

### ***Initial Public Offering***

On March 20, 2024, our initial public offering (“IPO”) was declared effective and our Class A common stock began trading on the New York Stock Exchange on March 21, 2024. On March 25, 2024, we completed our IPO in which we issued and sold 18,576,527 shares of Class A common stock, including 3,300,000 shares of Class A common stock pursuant to the underwriters’ exercise in full of their over-allotment option, and excluding 6,723,473 shares of Class A common stock sold in the IPO by certain of our existing stockholders, at a public offering price of \$34.00 per share. We received net proceeds of \$600.0 million after deducting underwriting discounts and commissions of \$31.6 million. In connection with the closing of the IPO, all shares of our then-outstanding convertible preferred stock other than Series F-1 preferred stock automatically converted into an aggregate of 67,917,432 shares of Class B common stock and all then-outstanding shares of Series F-1 preferred stock automatically converted into 5,104,017 shares of Class A common stock. Following the IPO, we have three classes of authorized common stock — Class A common stock, Class B common stock, and Class C common stock.

Certain of our restricted stock units granted to employees included both service-based and performance-based vesting conditions (“Double Trigger RSUs”). The performance condition related to these awards was satisfied upon the effectiveness of the IPO. Upon the effectiveness of the IPO, we recognized \$534.7 million of stock-based compensation expense. To meet the related tax withholding requirements, we withheld 4,861,113 shares of the 10,502,390 shares of Class A common stock issued and 723,341 shares of the 1,347,456 shares of Class B common stock issued. Based on the IPO public offering price of \$34.00 per share, the tax withholding obligation was \$189.9 million.

In connection with our IPO, we amended and restated our certificate of incorporation (“Restated Certificate”) which authorized 2,340,000,000 shares of capital stock, consisting of 2,000,000,000 shares of Class A common stock, 140,000,000 shares of Class B common stock, 100,000,000 shares of Class C common stock, and 100,000,000 shares of undesignated preferred stock.

### ***Use of Estimates***

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Management’s estimates are based on historical information available as of the date of the consolidated financial statements and various other assumptions that we believe are reasonable under the circumstances. Actual results could differ materially from those estimates.

Significant estimates relate primarily to determining the fair value of stock-based awards, the fair value of assets and liabilities assumed in business combinations, and the incremental borrowing rate used to determine operating lease right-of-use assets and lease liabilities. On an ongoing basis, management evaluates our estimates compared to historical experience and trends, which form the basis for making judgments about the carrying value of assets and liabilities.

### ***Revenue Recognition***

We generate a majority of our revenue through the sale of advertising on our mobile applications and website. Other revenue consists of revenue from content licensing and products sold directly to users.

**Reddit, Inc.**  
**Notes to the Consolidated Financial Statements**

We determine revenue recognition by identifying the contract or contracts with a customer, identifying the performance obligations in the contract, determining the transaction price, allocating the transaction price to the performance obligations in the contract, and recognizing revenue when, or as, we satisfy a performance obligation.

For customer contracts that include multiple performance obligations, we identify each distinct performance obligation and determine the transaction price, which may include an estimation of variable consideration, subject to constraint. The transaction price is allocated to each performance obligation using the stand-alone selling price, which is generally based on the observable price of each good or service.

Payments for revenue arrangements are due based on the contractually stated payment terms, usually within 30 to 60 days. Sales and other similar taxes are excluded from revenue.

#### ***Advertising Revenue***

We recognize advertising revenue only after transferring control of promised goods or services to customers, which occurs when a user clicks on an ad contracted on a cost per click ("CPC") basis, views an ad contracted on a cost per thousand impressions ("CPM") basis, views a video ad contracted on a cost per view ("CPV") basis, or on a fixed fee basis, based upon ad delivery over the service period, which is typically less than 30 days in duration. Generally, we recognize advertising revenue on a gross basis since we control the advertising units before being transferred to our users. In arrangements where another party is involved in providing specified services to a customer, we evaluate whether we are the principal or agent. In this evaluation, we consider if we obtain control of the specified goods or services before they are transferred to the customer. For advertising revenue arrangements where we are not the principal, we recognize revenue on a net basis. For the periods presented, revenue for arrangements where we are the agent was not material.

The transaction price in advertising arrangements is generally calculated as the number of advertising units delivered multiplied by the contractually agreed upon CPC, CPM, or CPV, or on a fixed fee basis and revenue is recognized based on the number of clicks, impressions, or views, or ratable over the service period, respectively.

#### ***Other Revenue***

In our content licensing arrangements, we provide customers with the right to access content from our platform over the contractual period. The transaction price in content licensing arrangements is generally a fixed fee or usage-based fee. We recognize content licensing revenue as our content partners consume and benefit from their use of the licensed content, which is generally ratably over the license period. Revenue from products sold directly to users, including Reddit Premium and Reddit Gold, was not material for the periods presented.

#### ***Cost of Revenue***

Cost of revenue consists primarily of payments to third parties for the cost of hosting and supporting our mobile applications and website. In addition, cost of revenue includes expenses directly associated with the delivery of our advertising and other services, including advertising targeting and measurement services, credit card and other transaction processing fees, and payments to our content partners. Cost of revenue also consists of employee-related costs, including salaries, benefits, and stock-based compensation.

#### ***Research and Development Expenses***

Research and development expenses consist primarily of employee-related costs including salaries, benefits, and stock-based compensation for engineers and other employees engaged in the research, design, and development of new and existing products. Research and development expenses also include hosting costs associated with internal research and development activities, as well as professional services, allocated facilities, and other supporting overhead costs.

#### ***Sales and Marketing Expenses***

Sales and marketing expenses consist primarily of employee-related costs including salaries, benefits, and stock-based compensation for employees engaged in sales, sales support, business and brand development, marketing, and customer service functions. Sales commissions are expensed as incurred in sales and marketing expenses as the expected period of benefit is one year or less. Sales and marketing expenses also include costs incurred for advertising, marketing, and other promotional expenditures, as well as professional services, allocated facilities, and other supporting overhead costs.

**Reddit, Inc.**  
**Notes to the Consolidated Financial Statements**

#### ***General and Administrative Expenses***

General and administrative expenses consist primarily of employee-related costs including salaries, benefits, and stock-based compensation for certain executives as well as employees engaged in finance, legal, human resources, information technology, and other administrative teams. General and administrative expenses also include costs incurred for professional services, non-income based taxes, insurance, allocated facilities, and other supporting overhead costs.

#### ***Advertising Costs***

Advertising costs are expensed as incurred and were \$102.4 million for the year ended December 31, 2025. Advertising costs were immaterial for the years ended December 31, 2024 and 2023.

#### ***Stock-Based Compensation***

We measure and recognize compensation expense for stock-based awards, including restricted stock units (“RSUs”), restricted stock awards (“RSAs”), and stock options granted to employees and non-employees based on the grant date fair value of the awards granted.

#### ***Income Taxes***

We account for income taxes using an asset and liability approach. Under this method, the tax provision includes taxes currently due plus the net change in deferred tax assets and liabilities. Deferred tax assets and liabilities arise from temporary differences between the tax basis of an asset or liability and its reported amount in the consolidated financial statements, as well as from net operating loss and tax credit carryforwards. Deferred tax amounts are determined by using the tax rates expected to be in effect when the taxes will be paid or refund received, as provided for under currently enacted tax law. In assessing the need for a valuation allowance, we consider both positive and negative evidence related to the likelihood of realization of the deferred tax assets. If, based on the weight of available evidence, it is more likely than not that the deferred tax assets will not be realized, a valuation allowance is recorded. Should there be a change in the ability to recover deferred tax assets, the income tax provision would increase or decrease in the period in which the assessment is changed.

We recognize the effect of income tax positions only if those positions are more likely than not to be sustained. Recognized income tax positions are measured at the largest amount that has a greater than 50% likelihood of being realized. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Any interest and penalties related to unrecognized tax benefits are recognized as income tax expense in the consolidated statements of operations.

#### ***Functional Currency***

Generally, the U.S. dollar is the functional currency for our subsidiaries, and therefore, foreign currency denominated monetary assets and liabilities are remeasured into U.S. dollars at exchange rates at the balance sheet date and foreign currency denominated non-monetary assets and liabilities are remeasured into U.S. dollars at historical exchange rates. Gains or losses from foreign currency remeasurement and settlements are included in other income (expense), net in the consolidated statements of operations. For those foreign subsidiaries where the local currency is the functional currency, we translate the financial statements to U.S. dollars at exchange rates at the balance sheet date for assets and liabilities and at monthly average exchange rates for revenues and expenses. Translation gains and losses are recorded in accumulated other comprehensive income (loss) as a component of stockholders' equity (deficit). Net foreign exchange gains and losses were not material for the years ended December 31, 2025, 2024, and 2023.

#### ***Cash, Cash Equivalents, and Restricted Cash***

Cash and cash equivalents consist of highly liquid investments with original maturities of 90 days or less from the date of purchase. We define restricted cash as cash that cannot be withdrawn or used for general operating activities. Restricted cash is classified as current or noncurrent assets based on the contractual or estimated term of the remaining restriction. As of December 31, 2024, restricted cash included in other noncurrent assets in the consolidated balance sheets was not material.

#### ***Marketable Securities***

We hold investments in marketable securities consisting of U.S. and non-U.S. government securities, investment-grade corporate and government agency securities, time deposits, and commercial paper. We classify our marketable securities as available-for-sale investments in current assets because they represent investments available for current operations. Our

**Reddit, Inc.**  
**Notes to the Consolidated Financial Statements**

available-for-sale investments are carried at fair value with any unrealized gains and losses included in accumulated other comprehensive income (loss) in stockholders' equity (deficit). Expected losses from credit related impairment, if any, are recognized through an allowance for credit losses and adjusted each period for changes in credit risk. Gains or losses on the sale or maturities of marketable securities are determined using the specific identification method and recorded in other income (expense), net in our consolidated statements of operations.

***Fair Value Measurements***

Certain financial instruments are required to be recorded at fair value. Other financial instruments, including cash, cash equivalents, and restricted cash, are recorded at cost, which approximates fair value. Additionally, the carrying amounts of accounts receivable, prepaid expenses and other current assets, accounts payable, and accrued expenses and other current liabilities approximate fair value due to their short-term nature.

***Accounts Receivable, Net***

Accounts receivable are recorded at the invoiced amount, net of any allowance for doubtful accounts due to expected credit losses and potentially uncollectible receivables. We apply a "single loss" rate approach to the overall accounts receivable portfolio and also evaluate the aging, historical write-offs, and collectability of accounts receivable on a customer-by-customer basis. The allowance for doubtful accounts was immaterial as of December 31, 2025 and 2024.

***Contract Assets***

When revenue recognition exceeds the amounts billable on a contract, the difference is recorded as an unbilled receivable if there is an unconditional right to bill in the future or as a contract asset if the right is conditional upon something other than the passage of time. Unbilled receivables are included within accounts receivable, net. The current portion of contract assets are included within prepaid expenses and other current assets and the noncurrent portion of contract assets are included within other noncurrent assets on the consolidated balance sheets. Contract assets were not material as of December 31, 2025 and 2024.

***Property and Equipment, Net***

Property and equipment are stated at cost, less accumulated depreciation. We compute depreciation using the straight-line method over the estimated useful lives of the assets, which is generally three to five years for computer equipment, furniture, and fixtures. Leasehold improvements are depreciated over the shorter of the lease term or the useful life of the assets. Maintenance and repairs are expensed as incurred.

***Software Development Costs***

Software development costs include costs to develop software to be used to meet internal needs and applications used to deliver our services. We capitalize development costs related to these software applications once the preliminary project stage is complete, it is probable that the project will be completed, and the software will be used to perform the function intended. Due to the iterative process of our development projects, development costs meeting our capitalization criteria were not material for the periods presented.

***Leases***

Leases arise from contractual obligations that convey the right to control the use of identified property, plant, or equipment for a period of time in exchange for consideration. We determine if a contract is, or contains, a lease at contract inception. All of our leases are operating leases and are included in operating lease right-of-use assets, net, operating lease liabilities, and operating lease liabilities, non-current on the consolidated balance sheets.

Operating lease right-of-use assets and operating lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term discounted using our incremental borrowing rate. Operating lease right-of-use assets also include any lease payments made and exclude lease incentives. As our leases do not provide an implicit rate, the incremental borrowing rate used is estimated based on what we would have to pay on a collateralized basis over a similar term as the lease. Lease payments include fixed payments and any variable payments based on an index or rate, and are recognized as lease expense on a straight-line basis over the term of the lease.

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### ***Business Combinations***

We include the results of operations of the businesses that we acquire from the date of acquisition. We determine the fair value of the assets acquired and liabilities assumed based on their estimated fair values as of the respective date of acquisition. The excess purchase price over the fair values of identifiable assets and liabilities is recorded as goodwill. Determining the fair value of assets acquired and liabilities assumed requires management to use significant judgment and estimates including the selection of valuation methodologies, estimates of future revenues and cash flows, discount rates, and selection of comparable companies. Our estimates of fair value are based on assumptions believed to be reasonable, but are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates.

When we issue cash payments or grants of equity to selling stockholders in connection with an acquisition, we evaluate whether the payments or awards are compensatory. This evaluation includes whether cash payments or stock award vesting is contingent on the continued employment of the selling stockholder beyond the acquisition date. If continued employment is required for the cash to be paid or stock awards to vest, the award is treated as compensation for post-acquisition services and is recognized as compensation expense.

Transaction costs associated with business combinations are expensed as incurred and are included in general and administrative expenses in our consolidated statements of operations.

### ***Goodwill***

Goodwill represents the excess of the aggregate purchase consideration over the fair value of net assets acquired in a business combination. We perform our annual impairment test on October 1. We also test for impairment whenever events or circumstances indicate that the fair value of goodwill has been impaired. Our impairment tests are based on a single operating segment and reporting unit structure. No impairment charges were recorded during the years ended December 31, 2025, 2024, and 2023.

### ***Acquired Intangible Assets***

Identifiable acquired intangible assets consist primarily of acquisition-related developed technology. We determine the appropriate useful life of our intangible assets by performing an analysis of expected cash flows of the acquired assets. Intangible assets are amortized on a straight-line basis over the estimated useful life of up to five years.

### ***Impairment of Long-Lived Assets***

We evaluate recoverability of our property and equipment and definite-lived intangible assets when events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Events and changes in circumstances considered in determining whether the carrying value of long-lived assets may not be recoverable include significant changes in performance relative to expected operating results, significant changes in asset use, significant negative industry or economic trends, and changes in our business strategy. Recoverability of these assets is measured by comparison of their carrying amount to future undiscounted cash flows to be generated. If impairment is indicated based on a comparison of the assets' carrying values and the undiscounted cash flows, the impairment loss is measured as the amount by which the carrying amount exceeds the fair value of the assets. We determined that there were no events or changes in circumstances that indicated our long-lived assets were impaired during the periods presented.

### ***Concentration of Business Risk***

We primarily use Amazon Web Services and Google Cloud Platform for our hosting requirements. A disruption or loss of service from Amazon Web Services or Google Cloud Platform could harm our ability to operate. Although we believe there are other qualified providers that can provide these services, a transition to a new provider could create a disruption to our business and negatively impact our operating results.

### ***Concentration of Credit Risk***

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash and cash equivalents, restricted cash, marketable securities, and accounts receivable. We maintain cash and cash equivalents with several financial institutions. We believe that the financial institutions that hold our cash and cash equivalents are financially sound and, accordingly, minimal credit risks exist with respect to these balances. We maintain investments in U.S. and non-U.S. government securities, investment-grade corporate and government agency securities, time deposits, commercial paper,

**Reddit, Inc.**  
**Notes to the Consolidated Financial Statements**

and money market accounts that carry high credit ratings and accordingly, minimal credit risk exists with respect to these balances.

No customer accounted for greater than 10% of our revenues for the years ended December 31, 2025, 2024, and 2023. No customer accounted for greater than 10% of our accounts receivable as of December 31, 2025 and 2024.

**Segments**

We have determined that we have a single operating segment. Our Chief Executive Officer is our chief operating decision maker who evaluates performance and makes operating decisions about allocating resources based on consolidated financial data.

**Recently Adopted Accounting Pronouncements**

In December 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires an entity to disclose specific categories in the effective tax rate reconciliation as well as provide additional information for reconciling items that meet a quantitative threshold. This standard also requires certain disaggregated disclosures related to income from continuing operations, income tax expense, and income taxes paid. We adopted this standard effective January 1, 2025 on a prospective basis. Adoption of this standard resulted in changes to the effective tax rate reconciliation as reflected in *Note 15—Income Taxes*.

**Accounting Pronouncements Not Yet Adopted**

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which requires an entity to disclose disaggregated information about certain income statement expense line items. The standard is effective for us beginning January 1, 2027, with early adoption permitted. We are currently evaluating the impact the adoption will have on our disclosures.

In September 2025, the FASB issued ASU No. 2025-06, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*, which aims to modernize the accounting for internal-use software costs to better align with current software development practices by removing references to prescriptive software development stages and establishing a new principle for when to begin capitalizing such costs. The standard is effective for us beginning January 1, 2028. We are currently evaluating the impact the adoption will have on our consolidated financial statements.

**3. Revenue**

The following table represents our revenue disaggregated by source:

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
Advertising revenue	\$ 2,062,480	\$ 1,185,456	\$ 788,782
Other revenue	140,026	114,749	15,247
<b>Total revenue</b>	<b>\$ 2,202,506</b>	<b>\$ 1,300,205</b>	<b>\$ 804,029</b>

**Reddit, Inc.**  
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The following table represents our revenue disaggregated by geography based on the billing address of the customer:

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
United States	\$ 1,785,554	\$ 1,063,556	\$ 651,378
Rest of world <sup>(1)</sup>	416,952	236,649	152,651
<b>Total revenue</b>	<b>\$ 2,202,506</b>	<b>\$ 1,300,205</b>	<b>\$ 804,029</b>

(1) Other than the United States, no individual country represented 10% or more of total revenue during the years ended December 31, 2025, 2024, and 2023.

Deferred revenue was \$18.1 million and \$14.9 million as of December 31, 2025 and 2024, respectively. For the years ended December 31, 2025, 2024, and 2023, substantially all of the beginning deferred revenue balance was recognized as revenue during the respective period.

As of December 31, 2025, the aggregate amount of remaining performance obligations in contracts with an original expected duration exceeding one year was \$143.7 million. This amount consists primarily of long-term content licensing contracts and excludes deferred revenue related to short-term advertising contracts and Reddit Premium subscriptions. We expect to recognize \$118.9 million in 2026 and \$24.8 million in 2027.

#### 4. Net Income (Loss) per Share

We compute net income (loss) per share of Class A and Class B common stock using the two-class method required for multiple classes of common stock and participating securities. Prior to our IPO, our participating securities included Series A, Series A-1, Series B, Series C, Series D, Series D-1, Series E, Series F, and Series F-1 convertible preferred stock, as the holders of these series of preferred stock were entitled to receive noncumulative dividends subject to certain requirements at an annual rate of 8% of the respective original issue price then in effect in the event that a dividend was paid on common stock.

In connection with our IPO, our Series A, Series A-1, Series B, Series C, Series D, Series D-1, Series E, and Series F preferred stock converted on a one-to-one basis into 67,917,432 shares of Class B common stock, and our Series F-1 preferred stock converted on a one-to-one basis into 5,104,017 shares of Class A common stock. For the year ended December 31, 2024, these shares were weighted in the denominator of net income (loss) per share for Class A and Class B common stock for the portion of the time outstanding subsequent to our IPO.

The holders of Series A, Series A-1, Series B, Series C, Series D, Series D-1, Series E, Series F, and Series F-1 convertible preferred stock did not have a contractual obligation to share in our losses. As such, our net loss for the year ended December 31, 2023 was not allocated to these participating securities.

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The following table presents the calculation of basic and diluted net income (loss) per share attributable to common stock:

	Year ended December 31,					
	2025		2024		2023	
	Class A	Class B	Class A	Class B	Class A	Class B
(in thousands, except share and per share data)						
<b>Basic net income (loss) per share attributable to common stockholders:</b>						
Numerator:						
Net income (loss) attributable to common stockholders	\$ 376,971	\$ 152,750	\$ (231,631)	\$ (252,645)	\$ (11,033)	\$ (79,791)
Denominator:						
Basic weighted-average common shares outstanding	132,637,767	53,745,504	69,580,048	75,892,341	7,183,723	51,954,363
Basic income (loss) per share attributable to common stockholders	\$ 2.84	\$ 2.84	\$ (3.33)	\$ (3.33)	\$ (1.54)	\$ (1.54)
<b>Diluted net income (loss) per share attributable to common stockholders:</b>						
Numerator:						
Net income (loss) attributable to common stockholders	\$ 388,855	\$ 140,866	\$ (231,631)	\$ (252,645)	\$ (11,033)	\$ (79,791)
Denominator:						
Basic weighted-average common shares outstanding	132,637,767	53,745,504	69,580,048	75,892,341	7,183,723	51,954,363
Weighted-average effect of dilutive potential common stock	15,724,707	—	—	—	—	—
Shares used in computation of diluted net income (loss) per share attributable to common stockholders	148,362,474	53,745,504	69,580,048	75,892,341	7,183,723	51,954,363
Diluted net income (loss) per share attributable to common stockholders	\$ 2.62	\$ 2.62	\$ (3.33)	\$ (3.33)	\$ (1.54)	\$ (1.54)

The following outstanding potentially dilutive shares, including stock options that have been exercised prior to vesting, were excluded from the computation of diluted net income (loss) per share attributable to common stock for the periods presented because the impact of including them would have been anti-dilutive.

	Year ended December 31,					
	2025		2024		2023	
	Class A	Class B	Class A	Class B	Class A	Class B
Stock options	—	—	11,501,771	3,185,767	22,600,876	7,213,522
Unvested RSUs and RSAs	274,742	—	10,746,145	598,102	24,166,383	2,720,150
Preferred shares	—	—	—	—	5,104,017	67,917,432
	<u>274,742</u>	<u>—</u>	<u>22,247,916</u>	<u>3,783,869</u>	<u>51,871,276</u>	<u>77,851,104</u>

## 5. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. To increase the comparability of fair value measures, the following hierarchy prioritizes the inputs to valuation methodologies used to measure fair value:

- Level 1: Quoted market prices in active markets for identical assets or liabilities
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3: Unobservable inputs reflecting the reporting entity's own assumptions or external inputs from inactive markets

We classify our cash equivalents and marketable securities within Level 1 or Level 2 because we use quoted market prices or alternative pricing sources and models utilizing market observable inputs to determine their fair value. There were no transfers between levels during the periods presented.

**Reddit, Inc.**  
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The following tables set forth our financial assets that are measured at fair value on a recurring basis:

	Fair value hierarchy level	December 31, 2025					Fair value
		Cost or amortized cost	Gross unrealized gains	Gross unrealized losses	(in thousands)		
<b>Cash equivalents:</b>							
Money market funds	Level 1	\$ 825,323	\$ —	\$ —	\$ 825,323		
U.S. treasury securities	Level 1	11,934	1	—	—	11,935	
Time deposits	Level 2	25,949	—	—	—	25,949	
<b>Marketable securities:</b>							
U.S. treasury securities	Level 1	450,474	1,035	(2)	451,507		
U.S. agency bonds	Level 2	410,655	167	(134)	410,688		
Corporate bonds	Level 2	306,321	820	(13)	307,128		
Time deposits	Level 2	140,000	—	—	140,000		
Commercial paper	Level 2	213,767	152	—	213,919		
Total		<u>\$ 2,384,423</u>	<u>\$ 2,175</u>	<u>\$ (149)</u>	<u>\$ 2,386,449</u>		

	Fair value hierarchy level	December 31, 2024					Fair value
		Cost or amortized cost	Gross unrealized gains	Gross unrealized losses	(in thousands)		
<b>Cash equivalents:</b>							
Money market funds	Level 1	\$ 497,461	\$ —	\$ —	\$ 497,461		
U.S. treasury securities	Level 1	5,979	2	—	—	5,981	
Corporate bonds	Level 2	1,066	2	—	—	1,068	
<b>Marketable securities:</b>							
U.S. treasury securities	Level 1	817,996	1,120	(396)	818,720		
U.S. agency bonds	Level 2	117,965	15	(62)	117,918		
Corporate bonds	Level 2	159,424	400	(86)	159,738		
Commercial paper	Level 2	182,264	99	(22)	182,341		
Total		<u>\$ 1,782,155</u>	<u>\$ 1,638</u>	<u>\$ (566)</u>	<u>\$ 1,783,227</u>		

Gross unrealized losses within accumulated other comprehensive income (loss) were immaterial as of December 31, 2025 and 2024. There were no impairment charges due to credit losses during the years ended December 31, 2025, 2024, and 2023.

As of December 31, 2025, the amortized cost of marketable securities with maturities less than one year was \$883.9 million. The amortized cost of marketable securities with maturities between one and five years was \$637.3 million.

**Reddit, Inc.**  
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**6. Balance Sheet Components**

***Property and Equipment, Net***

Property and equipment, net consisted of the following:

	December 31,	
	2025	2024
	(in thousands)	
Computer equipment, furniture, and fixtures	\$ 19,614	\$ 15,832
Leasehold improvements	9,361	8,017
Total property and equipment	28,975	23,849
Less: accumulated depreciation	(16,265)	(11,197)
Total property and equipment, net	<u><u>\$ 12,710</u></u>	<u><u>\$ 12,652</u></u>

Depreciation expense was immaterial for the years ended December 31, 2025, 2024, and 2023.

***Accrued Expenses and Other Current Liabilities***

Accrued expenses and other current liabilities consisted of the following:

	December 31,	
	2025	2024
	(in thousands)	
Accrued compensation and benefits	\$ 74,750	\$ 63,441
Deferred revenue	18,039	14,805
Accrued expenses	86,200	31,817
Accrued revenue share payable and other	5,984	6,939
Other	16,358	7,462
Total accrued expenses and other current liabilities	<u><u>\$ 201,331</u></u>	<u><u>\$ 124,464</u></u>

***Other Noncurrent Liabilities***

Other noncurrent liabilities consisted of the following:

	December 31,	
	2025	2024
	(in thousands)	
Accrued customer incentives	\$ 22,555	\$ 9,100
Other	106	157
Total other noncurrent liabilities	<u><u>\$ 22,661</u></u>	<u><u>\$ 9,257</u></u>

**7. Operating Leases**

We have entered into various non-cancellable operating leases agreements, primarily for the use of office space, expiring at various dates through 2029. Our lease terms include options to extend or terminate the lease when it is reasonably certain they will be exercised. We consider these options in determining the lease term on a lease-by-lease basis. We account for lease components and non-lease components as a single lease component for all leases. None of our lease agreements contain material non-lease components, material residual value guarantees, or restrictive covenants. We have elected an accounting policy to not recognize short-term leases, which have a lease term of twelve months or less, on the consolidated balance sheets.

**Reddit, Inc.**  
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**Lease Cost**

The components of lease cost were as follows:

	Year ended December 31,		
	2025	2024	2023
Operating lease cost	\$ 7,756	\$ 7,231	\$ 13,062
Short-term lease cost	2,512	3,324	3,857
Variable lease cost	1,097	278	749
Total lease costs	<u><u>\$ 11,365</u></u>	<u><u>\$ 10,833</u></u>	<u><u>\$ 17,668</u></u>

**Lease Term and Discount Rate**

The weighted-average remaining lease term and discount rate related to the operating leases were as follows:

	December 31, 2025	December 31, 2024
Weighted-average remaining lease term (in years)	3.00	4.00
Weighted-average discount rate	6.22 %	6.48 %

**Maturity of Lease Liabilities**

The present value of our operating lease liabilities as of December 31, 2025 was as follows:

	(in thousands)
2026	\$ 8,779
2027	8,728
2028	6,993
2029	1,500
Total undiscounted lease payments	26,000
Less: imputed interest	(2,786)
Present value of lease liabilities	<u><u>\$ 23,214</u></u>
Operating lease liabilities	7,023
Operating lease liabilities, noncurrent	16,191
Total	<u><u>\$ 23,214</u></u>

**Other Information**

Right-of-use assets obtained in exchange for lease liabilities were immaterial for the years ended December 31, 2025 and 2024 and were \$12.0 million for the year ended December 31, 2023. Cash payments included in the measurement of our operating lease liabilities were immaterial for the years ended December 31, 2025, 2024, and 2023.

**8. Acquisitions**

**2024 Acquisition**

On July 15, 2024, we completed an acquisition to enhance our technology and workforce. The aggregate purchase consideration was \$19.9 million, which consisted of \$17.1 million of cash consideration and \$2.8 million related to the fair value of equity consideration. Additional consideration with a fair value of \$10.7 million was determined to relate to post-combination expenses, primarily stock-based compensation for future employment services.

Of the aggregate purchase consideration, \$4.3 million was allocated to developed technology with a useful life of three years, \$15.9 million was allocated to goodwill, and the remainder was allocated to other assets acquired and liabilities assumed.

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The goodwill amount represents synergies from utilizing the acquired technology across our business and from the assembled workforce. Goodwill recorded in connection with the acquisition is not deductible for income tax purposes.

## 9. Goodwill and Intangible Assets

### *Goodwill*

There was no change in the carrying amount of goodwill during the year ended December 31, 2025.

The change in the carrying amount of goodwill during the year ended December 31, 2024 was as follows:

	(in thousands)
Balance as of December 31, 2023	\$ 26,299
Goodwill acquired	15,875
<b>Balance as of December 31, 2024</b>	<b>\$ 42,174</b>

### *Acquired Intangible Assets*

Acquired intangible assets consisted of the following:

	December 31, 2025				Weighted-average remaining useful life (years)
	Gross carrying value	Accumulated amortization	Net carrying value	(in thousands, except year data)	
Developed technology	\$ 47,460	\$ 31,964	\$ 15,496	1.6	
Other intangible assets	600	600	—	—	
<b>Total acquired intangible assets</b>	<b>\$ 48,060</b>	<b>\$ 32,564</b>	<b>\$ 15,496</b>		

	December 31, 2024				Weighted-average remaining useful life (years)
	Gross carrying value	Accumulated amortization	Net carrying value	(in thousands, except year data)	
Developed technology	\$ 47,460	\$ 22,051	\$ 25,409	2.6	
Other intangible assets	600	600	—	—	
<b>Total acquired intangible assets</b>	<b>\$ 48,060</b>	<b>\$ 22,651</b>	<b>\$ 25,409</b>		

Amortization expense was immaterial for the years ended December 31, 2025, 2024, and 2023.

The estimated future amortization expense related to acquired intangible assets as of December 31, 2025 was as follows:

	(in thousands)
2026	\$ 9,913
2027	5,583
<b>Total</b>	<b>\$ 15,496</b>

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## 10. Debt

### *Revolving Line of Credit*

On July 1, 2025, we entered into an Amended and Restated Credit and Guarantee Agreement, which amended and restated our prior Credit and Guarantee Agreement dated October 8, 2021 (as amended on May 23, 2023), and provides for a five-year, \$500.0 million, revolving loan and standby letter of credit facility (“Revolving Credit Facility”) of which \$100.0 million can be issued as letters of credit and another \$100.0 million of which can be borrowed in certain non-U.S. dollar currencies. As of December 31, 2025, we have issued three letters of credit, two of which are denominated in a foreign currency, for an aggregate of \$5.3 million, which reduced the letter of credit borrowings available under the Revolving Credit Facility to \$94.7 million. The aggregate available balance under the Revolving Credit Facility was \$494.7 million as of December 31, 2025.

Under the terms of the Revolving Credit Facility, borrowings can be ABR Loans, Term Benchmark Loans, or RFR Loans. Outstanding ABR Loans bear interest at a rate equal to the greatest of (A) the Prime Rate, (B) the NYFRB Rate plus 0.5%, or (C) the Adjusted Term SOFR Rate plus 1.0% (each as defined in the Revolving Credit Facility), in each case plus 0.25%. Outstanding Term Benchmark Loans bear interest at the Adjusted Term SOFR Rate, the Adjusted EURIBOR Rate, the Adjusted Term CORRA Rate, or the Adjusted AUD Rate (each as defined in the Revolving Credit Facility), as applicable, in each case plus 1.25%. Outstanding RFR Loans bear interest at a rate equal to the Adjusted Daily Simple RFR (as such term is defined in the Revolving Credit Facility) plus 1.25%. We are required to pay a quarterly commitment fee that accrues at 0.15% per annum on the unused portion of the aggregate commitments under the Revolving Credit Facility.

The Revolving Credit Facility contains customary conditions on our borrowings, including events of default and covenants. Covenants include restrictions on our and certain of our subsidiaries' ability to incur indebtedness, grant liens, make distributions to holders of our preferred and common stock, make investments, or engage in transactions with our affiliates, and require us to adhere to a maximum total leverage ratio. The obligations under the Revolving Credit Facility are secured by liens on substantially all of our assets, including intellectual property assets. However, the Revolving Credit Facility provides for the permanent release of guarantees and collateral upon our achievement of certain investment grade ratings. We were in compliance with all covenants as of December 31, 2025.

## 11. Commitments and Contingencies

### *Purchase Obligations*

We enter into contracts with non-cancellable purchase obligations, primarily related to third-party cloud infrastructure agreements under which we are granted access to certain cloud services. We have met all minimum purchase commitments under these agreements during the periods presented.

As of December 31, 2025, future payments under non-cancellable purchase obligations were as follows:

	(in thousands)
2026	\$ 206,953
2027	111,097
2028	54,129
Total	<u><u>372,179</u></u>

### *Legal Matters*

From time to time, we may become involved in various legal and regulatory proceedings, claims or purported class actions related to, among other things, alleged infringement of third party patents and other intellectual property rights, commercial, corporate and securities, labor and employment, wage and hour and other claims arising in the normal course of business. We record a loss contingency when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. We also disclose material contingencies when we believe a loss is not probable but reasonably possible.

In June 2025, we and certain of our officers and directors were named as defendants in a securities class action lawsuit in the U.S. District Court for the Northern District of California. The lawsuit is brought on behalf of a purported class of purchasers or acquirers of our securities, alleging that we and certain of our officers made false or misleading statements and omissions concerning the impact of Google Search and its AI Overviews feature on our business. The complaint seeks unspecified damages and attorneys' fees. Subsequently, shareholder derivative complaints with similar allegations were filed in

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the U.S. District Court for the Northern District of California against the Company, its directors, and members of our senior management. No responses to these complaints have been filed. Based on the preliminary nature of the proceedings in these cases, the outcome of these matters remains uncertain.

Accounting for contingencies requires us to use judgment related to both the likelihood of a loss and the estimate of the amount or range of loss. We are not aware of any pending matters, individually or in the aggregate, that are expected to have a material adverse impact on our results of operations, financial position, or cash flows as of December 31, 2025 and 2024. Legal fees and other expenses associated with such matters are expensed as incurred.

***Indemnification***

In the ordinary course of business, we may provide indemnifications of varying scope and terms to customers, vendors, lessors, investors, directors, officers, employees, and other parties with respect to certain matters. Indemnification may include losses from our breach of such agreements, services we provide, or third-party intellectual property infringement claims. These indemnifications may survive termination of the underlying agreement and the maximum potential amount of future indemnification payments may not be subject to a cap. We have not incurred material costs to defend lawsuits or settle claims related to these indemnifications during the years ended December 31, 2025, 2024, and 2023. We believe the fair value of these liabilities is immaterial and accordingly have not recorded liabilities for these agreements as of December 31, 2025 and 2024.

**12. Stockholders' Equity (Deficit)**

***Class A, Class B, and Class C Common Stock***

We have three classes of authorized common stock — Class A, Class B, and Class C common stock. The rights of the holders of Class A and Class B common stock are identical, except with respect to voting and conversion rights. Each share of Class A common stock is entitled to one vote per share. Each share of Class B common stock is entitled to 10 votes per share. Shares of Class B common stock may be converted to Class A common stock at any time at the option of the stockholder. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock (i) upon any transfer, except for certain permitted transfers set forth in the Restated Certificate, including transfers to family members, certain trusts for estate planning purposes, entities under common control with or controlled by such holder of our Class B common stock, and with respect to Advance Magazine Publishers Inc., or any Advance Entity (as defined in the Restated Certificate), or (ii) upon the first date on which the aggregate number of outstanding shares of Class B common stock ceases to represent at least 7.5% of the aggregate number of then-outstanding shares of our Class A and Class B common stock. Once converted into Class A common stock, the Class B common stock will not be reissued. In connection with our IPO, the Restated Certificate became effective, which authorized 100,000,000 shares of Class C common stock. Each holder of Class C common stock is entitled to no votes per share.

***Preferred Stock***

In connection with our IPO, the Restated Certificate became effective, which authorized 100,000,000 shares of undesignated preferred stock. Our Board of Directors has the discretion to determine the rights, preferences, privileges, and restrictions, including voting rights, dividend rights, conversion rights, redemption privileges, and liquidation preferences, of each series of preferred stock.

***Common Stock Reserved for Issuance***

In February 2024, our Board of Directors adopted the 2024 Incentive Award Plan (the "2024 Plan"), which became effective in connection with the IPO. Under the 2024 Plan, shares of our Class A common stock are reserved for issuance pursuant to a variety of stock-based compensation awards, including stock options, stock appreciation rights, restricted stock awards, RSU awards, performance bonus awards, performance stock unit awards, dividend equivalents, or other stock or cash based awards. The 2024 Plan also includes shares of our Class A common stock that remained available for grant of future awards under our 2017 Equity Incentive and Grant Plan (as amended, the "2017 Plan") at the time the 2024 Plan became effective. The number of shares reserved for issuance under the 2024 Plan will increase by an annual increase on the first day of each fiscal year beginning in 2025 and ending in 2034, equal to the lesser of (A) 5% of the shares of common stock outstanding (on an as converted basis) on the last day of the immediately preceding year and (B) such smaller number of shares of stock as determined by our Board of Directors; provided, however, that no more than 185,661,778 shares of stock may be issued upon the exercise of incentive stock options.

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We have reserved the following shares of common stock, on an as-converted basis, for future issuance:

	December 31, 2025	December 31, 2024
Outstanding stock options	10,852,131	14,687,538
Outstanding RSUs	4,370,034	11,175,380
Remaining shares reserved for future issuances under the 2024 Plan	45,792,210	36,711,788
Shares reserved for community impact initiatives and charitable activities	1,337,205	1,337,205
<b>Total shares of common stock reserved</b>	<b>62,351,580</b>	<b>63,911,911</b>

The remaining shares reserved for future issuance under the 2024 Plan relate to Class A and Class B common stock.

### 13. Stock-Based Compensation

#### *RSUs and RSAs*

We grant service-based RSUs to our employees, all of which relate to Class A common stock. RSUs granted under the 2017 Plan generally have both service-based and performance-based vesting conditions (“Double Trigger RSUs”). Double Trigger RSUs generally expire seven years from the date of grant. The service-based vesting condition for these awards is generally satisfied by rendering continuous service, generally for three to four years, during which time the grants will vest either quarterly or with a cliff vesting period of one year and continued vesting quarterly thereafter. The performance-based vesting condition was satisfied upon the effectiveness of our IPO. We record stock-based compensation expense in connection with these Double Trigger RSUs based on the fair market value of our common stock on the grant date using the accelerated attribution method over the requisite service period.

We also grant RSUs with a service-based vesting condition only, covering shares of our Class A common stock (“Single Trigger RSUs”). Single Trigger RSUs generally expire seven years from the date of grant. The service-based vesting condition for these awards is generally satisfied by rendering continuous service, generally for one to three years, during which time the grants will vest either with a cliff vesting period of one year and continued vesting quarterly thereafter or quarterly from the vesting commencement date. As a result, we record stock-based compensation expense related to these awards on a straight-line basis over the requisite service period.

#### *Service-based RSAs*

We grant, in certain circumstances, RSAs with a service-based vesting condition, covering shares of our Class A common stock. The service-based vesting condition for these awards is generally satisfied by rendering continuous service, generally for three years, during which time the grants will vest with a cliff vesting period of one year and continued vesting quarterly thereafter. As a result, we record stock-based compensation expense related to these awards on a straight-line basis over the requisite service period.

The following table summarizes the RSU and RSA activity for the year ended December 31, 2025:

	Total RSUs and RSAs	Weighted-average grant date fair value
Unvested as of December 31, 2024	11,344,247	\$ 37.67
Granted	1,593,019	\$ 140.43
Vested	(7,405,968)	\$ 49.43
Canceled/Forfeited	(1,070,447)	\$ 47.44
<b>Unvested as of December 31, 2025</b>	<b>4,460,851</b>	<b>\$ 58.71</b>

As of December 31, 2025, we had RSUs and RSAs outstanding for 4,460,851 common shares, of which 4,012,274 relate to Class A common stock and 448,577 relate to Class B common stock. The weighted-average grant date fair value of RSUs and RSAs granted during the years ended December 31, 2025, 2024, and 2023 was \$140.43, \$56.96, and \$26.71, respectively. The total fair value of RSUs and RSAs vested during the years ended December 31, 2025, 2024, and 2023 was \$315.4 million,

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\$766.8 million, and \$27.9 million, respectively. Total unrecognized stock-based compensation expense related to RSUs and RSAs was \$152.5 million as of December 31, 2025 and is expected to be recognized over a weighted-average period of 0.91 years.

**Stock Options**

Stock option grants generally expire ten years from the date of the grant. Certain stock option grants allow for the exercise of unvested options to acquire shares. Upon termination of service, we have the right to repurchase, at the original exercise price, any unvested (but issued) common stock. The grant date fair value of stock options is estimated using a Black-Scholes option-pricing model. Calculating the fair value of stock options using the Black-Scholes model requires certain highly subjective inputs and assumptions including the fair value of the underlying common stock, the expected term of the stock option, and the expected volatility of the price of the underlying common stock. Forfeitures are accounted for as they occur. Stock options vest based on terms in the stock option agreement and generally vest over five years quarterly or four years with 25% of the award vesting one year from the vesting commencement date then ratably over the following three years. For awards that vest based only on continuous service, stock-based compensation expense is recognized on a straight-line basis over the requisite service period.

The following table summarizes the stock option activity during the year ended December 31, 2025:

	<b>Outstanding stock options</b>	<b>Weighted-average exercise price</b>	<b>Weighted-average remaining contractual life (years)</b>	<b>Aggregate intrinsic value</b>
(in thousands, except share, per share, and year data)				
Balance as of December 31, 2024	14,687,538	\$ 30.07	6.87	\$ 1,958,924
Exercised	(3,833,276)	6.54		
Canceled/Forfeited	(2,131)	34.34		
Balance as of December 31, 2025	<u><u>10,852,131</u></u>	<u><u>\$ 38.38</u></u>	7.14	\$ 2,078,120
Vested as of December 31, 2025	<u><u>5,509,084</u></u>	<u><u>\$ 31.81</u></u>	6.33	\$ 1,091,126
Vested and expected to vest as of December 31, 2025	<u><u>10,852,131</u></u>	<u><u>\$ 38.38</u></u>	7.14	\$ 2,078,120

As of December 31, 2025, we had outstanding stock options for 10,852,131 common shares, of which 9,320,333 relate to Class A common stock and 1,531,798 relate to Class B common stock. Total unrecognized stock-based compensation expense related to stock options was \$83.1 million as of December 31, 2025 and is expected to be recognized over a weighted-average period of 2.98 years.

Aggregate intrinsic value represents the difference between the exercise price of the options and the estimated fair value of our common stock. The intrinsic value of options exercised during the years ended December 31, 2025, 2024, and 2023 was \$611.6 million, \$887.3 million, and \$72.5 million, respectively. The weighted-average grant date fair value per share of options granted during the year ended December 31, 2023 was \$15.67. There were no options granted during the years ended December 31, 2025 and 2024. The total grant date fair value of options vested during the years ended December 31, 2025, 2024, and 2023 was \$28.8 million, \$34.8 million, and \$14.0 million, respectively.

*Determination of Fair Value*

We estimate the fair value of stock options using the Black-Scholes option-pricing model, which is dependent upon several variables, such as the fair value of our common stock, expected term of the option, expected volatility of the stock price, risk-free interest rate, and expected dividend rate.

The assumptions used in the Black-Scholes option pricing model were determined as follows:

*Fair Value of Common Stock*—Prior to the completion of an IPO, the Board of Directors exercised reasonable judgment and considered numerous and subjective factors to determine the best estimate of the fair value of our common stock, including but not limited to the prices of recent issuances of our convertible preferred stock, third-party valuations of our common stock, the price paid by us to repurchase outstanding shares of common stock, the prices paid for our common stock in secondary market transactions, our performance and market position relative to our competitors or similar publicly traded companies, the

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likelihood and timing of achieving a liquidity event, the lack of marketability of our common stock, and U.S. and global capital market conditions.

**Expected Term**—The expected term of options represents the period that our stock-based awards are expected to be outstanding and is calculated using the simplified method. The simplified method deems the term to be the average of the time-to-vesting and the contractual life of the options.

**Volatility**—We determine the price volatility factor based on the historical and implied volatilities of our peer group as we do not have a sufficient trading history for our common stock. When considering which companies to include in our comparable industry peer companies, we focused on publicly-traded companies with businesses similar to ours.

**Risk Free Interest Rates**—These rates are based on the implied yield currently available on U.S. Treasury notes with terms approximately equal to the expected life of the option.

**Expected Dividend Yield**—We have not and do not expect to pay cash dividends on our common stock.

**Stock-Based Compensation Expense**

The following table summarizes the components of stock-based compensation expense recognized in the consolidated statements of operations for all periods presented:

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
Cost of revenue	\$ 875	\$ 620	\$ 101
Research and development	\$ 213,515	\$ 441,629	\$ 23,825
Sales and marketing	\$ 42,103	\$ 80,436	\$ 5,555
General and administrative	\$ 86,687	\$ 278,961	\$ 18,117
Stock-based compensation expense	<u>\$ 343,180</u>	<u>\$ 801,646</u>	<u>\$ 47,598</u>

**14. Employee Benefit Plans**

We have a defined contribution 401(k) plan (the “401(k) Plan”) for our United States-based employees. The 401(k) Plan is for all full-time employees who meet certain eligibility requirements. Eligible employees may contribute up to 100% of their annual compensation, but are limited to the maximum annual dollar amount allowable under the Internal Revenue Code of 1986, as amended (the “Code”). We match 75% of each participant’s contribution up to \$3,000 and 25% of each participant’s contribution thereafter, subject to certain limitations and the IRS annual contribution limits. During the years ended December 31, 2025, 2024, and 2023, we recognized expense related to matching contributions of \$12.3 million, \$11.5 million, and \$10.1 million, respectively.

**15. Income Taxes**

For the years ended December 31, 2025, 2024, and 2023, the geographical breakdown of our income (loss) before income taxes is as follows:

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
Domestic income (loss)	\$ 514,826	\$ (493,371)	\$ (92,627)
Foreign income (loss)	13,864	8,164	5,604
Income (loss) before income taxes	<u>\$ 528,690</u>	<u>\$ (485,207)</u>	<u>\$ (87,023)</u>

On July 4, 2025, the One Big Beautiful Bill Act (“OBBA”) was signed into law. The OBBBA makes changes to U.S. federal income tax law, including repealing the requirement to capitalize domestic research and experimental expenditures.

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under the 2017 Tax Cuts and Jobs Act, and allowing for immediate expensing of these costs. Our income tax provision for the year ended December 31, 2025 reflects these changes and resulted in additional taxable losses.

For the years ended December 31, 2025, 2024, and 2023, income tax expense (benefit) consisted of the following:

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
<b>Current income tax expense (benefit):</b>			
Federal	\$ —	\$ (141)	\$ 1,290
State	889	474	1,133
Foreign	<u>2,707</u>	<u>851</u>	<u>1,468</u>
Total current income tax expense (benefit)	<u>3,596</u>	<u>1,184</u>	<u>3,891</u>
<b>Deferred income tax expense (benefit):</b>			
Federal	—	(237)	—
Foreign	<u>(4,627)</u>	<u>(1,878)</u>	<u>(90)</u>
Total deferred income tax expense (benefit)	<u>(4,627)</u>	<u>(2,115)</u>	<u>(90)</u>
<b>Total income tax expense (benefit):</b>			
Federal	—	(378)	1,290
State	889	474	1,133
Foreign	<u>(1,920)</u>	<u>(1,027)</u>	<u>1,378</u>
Total income tax expense (benefit)	<u>\$ (1,031)</u>	<u>\$ (931)</u>	<u>\$ 3,801</u>

For the year ended December 31, 2025, following the adoption of ASU 2023-09, our tax provision and effective tax rate differed from the statutory federal rate as follows:

	Year ended December 31, 2025	
	Amount	Percent
	(in thousands, except percentages)	
Provision for income taxes at statutory federal income tax rate	\$ 111,025	21.0 %
State income taxes, net of federal income tax effect <sup>(1)</sup>	955	0.2
<b>Foreign tax effects:</b>		
United Kingdom:		
Stock-based compensation	(5,851)	(1.1)
Other	(698)	(0.1)
Other foreign jurisdictions	70	—
<b>Tax credits:</b>		
Research and development credits	(57,630)	(10.9)
Change in valuation allowance	172,418	32.6
<b>Non-taxable or non-deductible items:</b>		
Stock-based compensation	(285,955)	(54.1)
Non-deductible compensation	69,402	13.1
Other non-taxable or non-deductible items	1,299	0.3
<b>Other reconciling items:</b>		
Return to provision true-ups	(6,317)	(1.2)
Other	251	—
Total tax provision and effective tax rate	<u>\$ (1,031)</u>	<u>(0.2)%</u>

(1) State taxes in California made up the majority (greater than 50%) of the tax effect in this category.

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For the years ended December 31, 2024 and 2023, prior to the adoption of ASU 2023-09, our effective tax rate, as a percentage of pre-tax income (loss), differed from the statutory federal rate as follows:

	<b>Year ended December 31,</b>	
	<b>2024</b>	<b>2023</b>
Statutory federal income tax rate	21.0 %	21.0 %
State income taxes, net of federal benefit	5.3	1.2
Non-deductible compensation	(14.0)	—
Stock-based compensation	44.4	3.9
Research and development credits	14.6	13.5
Change in valuation allowance	(71.0)	(41.1)
Other	(0.2)	(2.9)
Effective tax rate	<u>0.1 %</u>	<u>(4.4)%</u>

Deferred income taxes reflect the net tax effect of temporary differences between amounts recorded for financial reporting purposes and the amounts used for tax purposes. The major components of deferred tax assets and liabilities were as follows:

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
	(in thousands)	(in thousands)
<b>Deferred tax assets:</b>		
Net operating loss carryforwards	\$ 404,212	\$ 149,735
Stock-based compensation	16,920	28,586
Lease liability	5,634	6,206
Capitalized research and development costs	156,429	268,232
Research and development credits	199,017	124,116
Other	12,103	13,351
Gross deferred tax assets	<u>794,315</u>	<u>590,226</u>
Valuation allowance	(779,030)	(572,894)
Total deferred tax assets, net of valuation allowance	<u>15,285</u>	<u>17,332</u>
<b>Deferred tax liabilities:</b>		
Right-of-use asset	(4,941)	(5,436)
Acquired intangibles	(3,556)	(9,727)
Total deferred tax liabilities	<u>(8,497)</u>	<u>(15,163)</u>
<b>Net deferred tax assets (liabilities)</b>	<b>\$ 6,788</b>	<b>\$ 2,169</b>

As of December 31, 2025, we had \$1.7 billion and \$806.1 million, respectively, of gross federal and state net operating loss carryforwards available to reduce future taxable income. The federal net operating loss carryforwards are able to be carried forward indefinitely but are limited to 80% of taxable income. The state carryforwards will begin to expire in 2026.

As of December 31, 2025, we had federal research and development credit carryforwards of \$201.0 million that will begin to expire in 2039 and state research and development credit carryforwards of \$78.3 million that do not expire.

Utilization of the net operating loss and tax credit carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by Section 382 of the Code and similar state tax regulations. Under Section 382 of the Code, substantial changes in our ownership and in the ownership of acquired companies may limit the amount of net operating loss and tax credit carryforwards that are available to offset taxable income. The annual limitation may result in the expiration of net operating losses and tax credits before utilization. Accordingly, our ability to utilize these carryforwards may be limited as a result of such ownership change.

We assessed the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use our existing federal and state deferred tax assets. Based on the weight of the available evidence, including our history of losses, we provided a full valuation allowance against our federal and state deferred tax assets as of December 31, 2025. The

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amount of the deferred tax asset considered realizable could be adjusted in future periods if objective negative evidence in the form of cumulative losses is no longer present and additional weight may be given to subjective evidence such as our projections for growth.

Given our recent history of generating net income in the United States, we believe that there is a reasonable possibility that sufficient positive evidence may become available within the next 18 months to allow us to release a significant portion of the federal valuation allowance. The reversal would result in a significant income tax benefit in the period when we release it. However, the exact timing and amount of the valuation allowance release are subject to change based on our actual operating results.

We intend to reinvest unremitted foreign earnings indefinitely and do not expect to incur any significant taxes related to such amounts.

***Uncertain Tax Positions***

The following table summarizes the activity related to our gross unrecognized tax benefits during the years ended December 31, 2025, 2024, and 2023:

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
Beginning balance of unrecognized tax benefits	\$ 43,861	\$ 19,236	\$ 16,428
Increases/(decreases) related to prior year tax positions	7,434	1,444	(1,750)
Increases/(decreases) related to current year tax positions	19,115	23,181	4,558
Ending balance of unrecognized tax benefits	<u>\$ 70,410</u>	<u>\$ 43,861</u>	<u>\$ 19,236</u>

Substantially all of the unrecognized tax benefits were recorded as reductions in our gross deferred tax assets, offset by a corresponding reduction in our valuation allowance. The unrecognized tax benefits, if recognized, would not materially affect the effective tax rate due to the full valuation allowance recorded against our federal and state deferred tax assets.

Our policy is to recognize interest and penalties associated with unrecognized tax benefits as income tax expense. During the year ended December 31, 2025, we had no interest expense or penalties related to uncertain tax positions. As of December 31, 2025, we had no accrued balances of interest and penalties related to uncertain tax positions.

Due to our net operating loss carryforwards, we are subject to examination by taxing authorities in the United States for all tax years. In our foreign jurisdictions, we are subject to examination for tax years ending on or after December 31, 2019.

**16. Related-Party Transactions**

***Advance Magazine Publishers Inc.***

As of December 31, 2025, Advance Magazine Publishers Inc. (“Advance”) held approximately 22% of our outstanding shares of Class A and Class B common stock and is a related party to Reddit as Advance holds more than 10% of the voting power of our outstanding Class A and Class B common stock. Moreover, pursuant to the terms of the Restated Certificate and that certain Governance Agreement, dated as of March 19, 2024, by and among us, Steve Huffman, our Chief Executive Officer and a member of our Board of Directors, and Advance, Advance has the right to designate two directors for inclusion in the slate of nominees for election as directors at an annual or special meeting of stockholders, to designate one nonvoting observer to the Board of Directors, and to have one of its designees sit on each committee of the Board of Directors (other than the audit committee), subject to certain limitations set forth in the Restated Certificate. Additionally, the affirmative vote or written consent of Advance will be required for us to take certain corporate actions. These rights will continue until the first to occur of the following events: (i) a change of control of Advance or Reddit; (ii) Advance and its permitted transferees cease to, in the aggregate, beneficially own at least 5% of the aggregate of the then-outstanding shares of our Class A and Class B common stock; and (iii) (a) Advance and its permitted transferees cease to, in the aggregate, beneficially own at least 50% of the number of outstanding shares of our equity securities held by Advance upon the closing of our IPO, and (b) the then-outstanding shares of our Class B common stock, in the aggregate, represents less than 7.5% of the aggregate of the then-outstanding shares of our Class A and Class B common stock.

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We currently sublease office space in New York and Chicago from Advance. Total lease costs and other related expenses for our subleases were immaterial for the years ended December 31, 2025, 2024, and 2023.

## 17. Segment and Geographic Information

### *Segment Information*

We have one reportable segment as our chief operating decision maker, our Chief Executive Officer, reviews consolidated profitability measures in managing the business. Specifically, our chief operating decision maker uses consolidated net income (loss) as the measure of segment profit or loss for evaluating performance and allocating resources through comparison of actual amounts against budgeted and prior period amounts in order to make strategic decisions.

The following table presents the calculation of segment net income (loss):

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
Revenue	\$ 2,202,506	\$ 1,300,205	\$ 804,029
Adjusted cost of revenue <sup>(1)</sup>	<u>193,341</u>	<u>122,975</u>	<u>110,758</u>
Adjusted gross profit	<u>2,009,165</u>	<u>1,177,230</u>	<u>693,271</u>
Adjusted operating expenses <sup>(2)</sup>	1,164,092	879,223	762,546
Stock-based compensation and related taxes	387,141	842,932	49,086
Depreciation and amortization	15,948	15,643	13,702
Interest (income) expense, net	(86,722)	(78,121)	(53,281)
Income tax expense (benefit)	(1,031)	(931)	3,801
Other segment expenses <sup>(3)</sup>	16	2,760	8,241
Segment net income (loss)	<u>\$ 529,721</u>	<u>\$ (484,276)</u>	<u>\$ (90,824)</u>
Consolidated net income (loss)	<u>\$ 529,721</u>	<u>\$ (484,276)</u>	<u>\$ (90,824)</u>

(1) Adjusted cost of revenue is cost of revenue adjusted for stock-based compensation and related taxes and depreciation and amortization as follows:

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
Cost of revenue	\$ 194,216	\$ 123,595	\$ 111,011
Less:			
Stock-based compensation and related taxes	875	620	101
Depreciation and amortization	—	—	152
Adjusted cost of revenue	<u>\$ 193,341</u>	<u>\$ 122,975</u>	<u>\$ 110,758</u>

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**Notes to the Consolidated Financial Statements**

(2) Adjusted operating expenses is operating expenses (comprised of research and development, sales and marketing, and general and administrative expenses) adjusted for stock-based compensation and related taxes, depreciation and amortization, and restructuring costs as follows:

	Year ended December 31,		
	2025	2024	2023
	(in thousands)		
Operating expenses	\$ 1,566,306	\$ 1,737,178	\$ 833,179
Less:			
Stock-based compensation and related taxes	386,266	842,312	48,985
Depreciation and amortization	15,948	15,643	13,550
Restructuring costs	—	—	8,098
Adjusted operating expenses	<u><u>\$ 1,164,092</u></u>	<u><u>\$ 879,223</u></u>	<u><u>\$ 762,546</u></u>

(3) Other segment expenses primarily includes restructuring costs, realized gains and losses on sales of marketable securities, and foreign currency transaction gains and losses.

***Geographic Information***

As of December 31, 2025 and 2024, substantially all of our long-lived assets were located within the United States.

**18. Subsequent Events**

On February 4, 2026, our Board of Directors authorized a share repurchase program to purchase up to \$1.0 billion of our Class A common stock (the “Share Repurchase Program”). Under the Share Repurchase Program, we may repurchase shares of our Class A common stock from time to time on the open market (including via pre-set trading plans), in privately negotiated transactions, or through other transactions in accordance with applicable securities laws. The Share Repurchase Program does not obligate us to acquire any particular amount of Class A common stock, has no expiration date, and may be suspended or discontinued at any time at our discretion.

## **Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

None.

### **Item 9A. Controls and Procedures**

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

Our management, with the participation of our Chief Executive Officer and Chief 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 (the “Exchange Act”)), as of the end of the period covered by this Annual Report on Form 10-K. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures were effective at a reasonable assurance level as of December 31, 2025.

#### ***Management’s Report on Internal Control Over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Management conducted an assessment of the effectiveness of our internal control over financial reporting based on the criteria set forth in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on the assessment, our management has concluded that our internal control over financial reporting was effective as of December 31, 2025 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with U.S. GAAP.

Our independent registered public accounting firm, KPMG LLP, has issued an audit report with respect to our internal control over financial reporting, which appears in Part II, Item 8 of this Annual Report on Form 10-K.

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

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act during the period covered by this Annual Report on Form 10-K that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### ***Limitations on Effectiveness of Controls and Procedures***

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, the effectiveness of any internal control over financial reporting is subject to inherent limitations, including the exercise of judgment in designing, implementing, operating, and evaluating the controls and procedures, and the inability to eliminate misconduct completely. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

## **Item 9B. Other Information**

#### ***Rule 10b5-1 Trading Plans***

During the three months ended December 31, 2025, none of our directors or “officers” (as defined in Rule 16a-1(f) under the Exchange Act) adopted, modified, or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

## **Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

## **Part III**

### **Item 10. Directors, Executive Officers and Corporation Governance**

We maintain a business ethics policy that incorporates our code of ethics applicable to our directors, officers, and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. Our business ethics policy is available under the Governance Overview section of our Investor Relations website at [investor.redditinc.com](http://investor.redditinc.com). We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding amendments to, or waiver from, a provision of our business ethics policy by posting such information on the website address and location specified above.

We have adopted insider trading policies and procedures governing the purchase, sale, and other dispositions of our securities by directors, officers, and employees that are designed to promote compliance with insider trading laws, rules, and regulations, and applicable NYSE listing standards, as well as procedures designed to further the foregoing purposes. A copy of our insider trading policy is filed with this Annual Report on Form 10-K as Exhibit 19.1.

The remaining information required by this item is incorporated by reference to our Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC within 120 days of the fiscal year ended December 31, 2025.

### **Item 11. Executive Compensation**

The information required by this item is incorporated by reference to our Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC within 120 days of the fiscal year ended December 31, 2025.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this item is incorporated by reference to our Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC within 120 days of the fiscal year ended December 31, 2025.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this item is incorporated by reference to our Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC within 120 days of the fiscal year ended December 31, 2025.

### **Item 14. Principal Accounting Fees and Services**

The information required by this item is incorporated by reference to our Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC within 120 days of the fiscal year ended December 31, 2025.

**Part IV****Item 15. Exhibits and Financial Statement Schedules**

We have filed the following documents as part of this Annual Report on Form 10-K:

1. Consolidated Financial Statements.

See Index to Consolidated Financial Statements in Part II, Item 8, "Financial Statements and Supplementary Data" in this Annual Report on Form 10-K.

2. Financial Statement Schedules

No financial statement schedules are provided because the information called for is not required or is shown in the financial statements or the notes thereto.

3. Exhibits

The documents set forth below are filed herewith or incorporated herein by reference to the location indicated.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Filing Date	Number	
3.1	<a href="#">Amended and Restated Certificate of Incorporation</a>	8-K	3/25/2024	3.1	
3.2	<a href="#">Amended and Restated Bylaws</a>	8-K	3/25/2024	3.2	
4.2	<a href="#">Form of Class A Common Stock Certificate</a>	S-1/A	3/11/2024	4.2	
4.3	<a href="#">Form of Class B Common Stock Certificate</a>	S-8	3/21/2024	4.6	
4.4	<a href="#">Description of Securities</a>				X
4.5	<a href="#">Amended and Restated Investors' Rights Agreement, dated September 1, 2021, by and among the Registrant and the investors listed therein</a>	S-1	2/22/2024	10.1	
10.1	<a href="#">Governance Agreement, dated as of March 19, 2024, by and among the Registrant, Advance Magazine Publishers, Inc., and Steven Huffman</a>	10-Q	5/7/2024	10.1	
10.2	<a href="#">Office Lease, dated December 31, 2022, by and between the Registrant and Kilroy Realty 303, LLC</a>	S-1	2/22/2024	10.4	
10.3†	<a href="#">Amended and Restated Credit and Guarantee Agreement, dated July 1, 2025, by and among the Company, as borrower, the guarantors listed therein, the lenders listed therein, and JPMorgan Chase Bank, N.A., as administrative agent</a>	8-K	7/2/2025	10.1	
10.4(a)#+	<a href="#">2012 Stock Option and Grant Plan, as amended</a>	S-1	2/22/2024	10.7(a)	
10.5(b)#+	<a href="#">Form of Incentive Stock Option Grant Notice and Incentive Stock Option Agreement under the 2012 Stock Option and Grant Plan</a>	S-1	2/22/2024	10.7(b)	
10.6(c)#+	<a href="#">Form of Non-Qualified Stock Option Grant Notice and Non-Qualified Stock Option Agreement under the 2012 Stock Option and Grant Plan</a>	S-1	2/22/2024	10.7(c)	
10.7(d)#+	<a href="#">Form of Early Exercise Incentive Stock Option Grant Notice and Early Exercise Incentive Stock Option Agreement under the 2012 Stock Option and Grant Plan</a>	S-1	2/22/2024	10.7(d)	
10.8(e)#+	<a href="#">Form of Early Exercise Non-Qualified Stock Option Grant Notice and Early Exercise Non-Qualified Stock Option Agreement under the 2012 Stock Option and Grant Plan</a>	S-1	2/22/2024	10.7(e)	
10.9(f)#+	<a href="#">Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2012 Stock Option and Grant Plan</a>	S-1	2/22/2024	10.7(f)	
10.10(a)#+	<a href="#">2017 Equity Incentive and Grant Plan, as amended</a>	S-1	2/22/2024	10.8(a)	
10.11(b)#+	<a href="#">Form of Early Exercise Incentive Stock Option Grant Notice and Early Exercise Incentive Stock Option Agreement under the 2017 Equity Incentive and Grant Plan</a>	S-1	2/22/2024	10.8(b)	

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Exhibit Number	Exhibit Description	Incorporated by Reference	Filed Herewith	
10.12(c)#+	<a href="#">Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2017 Equity Incentive and Grant Plan</a>	S-1	2/22/2024	10.8(c)
10.13(a)#+	<a href="#">2024 Incentive Award Plan</a>	S-8	3/21/2024	99.3
10.14(b)#+	<a href="#">Form of Stock Option Grant Notice and Stock Option Agreement under the 2024 Incentive Award Plan</a>	S-1	2/22/2024	10.9(b)
10.15(c)#+	<a href="#">Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2024 Incentive Award Plan</a>	S-1	2/22/2024	10.9(c)
10.16#+	<a href="#">Employee Stock Purchase Plan</a>	S-8	3/21/2024	99.4
10.17#+	<a href="#">Amended and Restated Non-Employee Director Compensation Program</a>			X
10.18#+	<a href="#">Form of Indemnification Agreement between the Registrant and each of its Directors and Executive Officers</a>	S-1	2/22/2024	10.12
10.19#+	<a href="#">Amended and Restated Employment Offer Letter by and between the Registrant and Steven Huffman</a>	S-1/A	3/11/2024	10.13
10.20#+	<a href="#">Amended and Restated Employment Offer Letter by and between the Registrant and Jennifer Wong</a>	S-1/A	3/11/2024	10.14
10.21#+	<a href="#">Amended and Restated Employment Offer Letter by and between the Registrant and Andrew Vollero</a>	S-1/A	3/11/2024	10.15
10.22#+	<a href="#">Amended and Restated Change in Control and Severance Agreement by and between the Registrant and Steven Huffman</a>	S-1/A	3/11/2024	10.16
10.23#+	<a href="#">Change in Control and Severance Agreement by and between the Registrant and Jennifer Wong</a>	S-1/A	3/11/2024	10.17
10.24#+	<a href="#">Change in Control and Severance Agreement by and between the Registrant and Andrew Vollero</a>	S-1/A	3/11/2024	10.18
10.25#+	<a href="#">Amended and Restated Executive Change in Control and Severance Plan</a>			X
19.1	<a href="#">Insider Trading Policy and Guidelines</a>			X
21.1	<a href="#">List of Subsidiaries</a>			X
23.1	<a href="#">Consent of KPMG LLP, Independent Registered Public Accounting Firm</a>			X
24.1	<a href="#">Power of Attorney (included on signature page to this Annual Report on Form 10-K)</a>			X
31.1	<a href="#">Certification of Principal Executive Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), 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 Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>			X
32.1*	<a href="#">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</a>			X
97.1	<a href="#">Policy Relating to Recovery of Erroneously Awarded Compensation</a>	10-K	2/13/2025	97
99.1	<a href="#">Voting Agreement, dated as of March 19, 2024, by and between Advance Magazine Publishers Inc. and Steven Huffman</a>	10-Q	5/7/2024	99.1
99.2	<a href="#">Voting Agreement, dated as of March 19, 2024, by and between the Registrant, Tencent Cloud Europe B.V., Jojoba Investment Limited, and the Proxyholder (as defined therein)</a>	10-Q	5/7/2024	99.2
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document			X

Exhibit Number	Exhibit Description	Incorporated by Reference	Filed Herewith
101.SCH	Inline XBRL Taxonomy Extension Schema Document		X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document		X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document		X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document		X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document		X
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)		X

# Indicates a management contract or compensatory plan or arrangement.

† Portions of this exhibit have been omitted in accordance with Item 601(a)(5) of Regulation S-K. The registrant undertakes to furnish a copy of all omitted schedules and exhibits to the SEC upon its request.

\* The information in this exhibit is furnished and deemed not filed with the SEC for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and is not to be incorporated by reference into any filing of Reddit, Inc. under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

#### **Item 16. Form 10-K Summary**

None.

## SIGNATURES

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

### REDDIT, INC.

Dated: February 5, 2026

By: /s/ Andrew Vollero  
Name: Andrew Vollero  
Title: Chief Financial Officer  
(Principal Financial Officer)

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven Huffman and Andrew Vollero, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments to this this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Steven Huffman</u> Steven Huffman	Chief Executive Officer, President and Director (Principal Executive Officer)	February 5, 2026
<u>/s/ Andrew Vollero</u> Andrew Vollero	Chief Financial Officer (Principal Financial Officer)	February 5, 2026
<u>/s/ Michelle Reynolds</u> Michelle Reynolds	Chief Accounting Officer (Principal Accounting Officer)	February 5, 2026
<u>/s/ Sarah Farrell</u> Sarah Farrell	Director	February 5, 2026
<u>/s/ Patricia Fili-Krushel</u> Patricia Fili-Krushel	Director	February 5, 2026
<u>/s/ Porter Gale</u> Porter Gale	Director	February 5, 2026
<u>/s/ David Habiger</u> David Habiger	Director	February 5, 2026
<u>/s/ Steven O. Newhouse</u> Steven O. Newhouse	Director	February 5, 2026
<u>/s/ Robert A. Sauerberg</u> Robert A. Sauerberg	Director	February 5, 2026
<u>/s/ Michael Seibel</u> Michael Seibel	Director	February 5, 2026

**DESCRIPTION OF THE REGISTRANT'S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

*Reddit, Inc. ("we," "our," or "us") has one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): our Class A common stock, par value \$0.0001 per share. The following summary describes our capital stock and certain provisions of our amended and restated certificate of incorporation, our amended and restated bylaws, the amended and restated investors' rights agreement to which we and certain of our stockholders are parties (the "Investors' Rights Agreement"), the governance agreement to which we, Advance Magazine Publishers Inc. ("Advance"), our principal stockholder, and Steve Huffman, our Chief Executive Officer and President and a member of our board of directors (the "Governance Agreement"), are parties, and the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"). Because the following is only a summary, it does not contain all of the information that may be important to you. For a complete description, you should refer to our amended and restated certificate of incorporation, our amended and restated bylaws, the Investors' Rights Agreement, and the Governance Agreement, copies of which have been filed publicly filed with the U.S. Securities and Exchange Commission (the "SEC"), and the applicable provisions of the Delaware General Corporation Law.*

**General**

Our authorized capital stock consists of:

- 2,000,000,000 shares of Class A common stock;
- 140,000,000 shares of Class B common stock, par value \$0.0001 per share;
- 100,000,000 shares of Class C common stock, par value \$0.0001 per share; and
- 100,000,000 shares of undesignated preferred stock, par value \$0.0001 per share.

Our board of directors is authorized, without stockholder approval except as required by the rules of the New York Stock Exchange (the "NYSE") and subject to the rights granted to Advance pursuant to our amended and restated certificate of incorporation and the Governance Agreement, to issue additional shares of our capital stock.

**Common Stock**

We have three classes of authorized common stock: Class A common stock, Class B common stock, and Class C common stock. The rights of holders of Class A common stock, Class B common stock, and Class C common stock are identical, except with respect to voting and conversion rights.

**Voting Rights**

Each holder of our Class A common stock is entitled to one vote per share, each holder of our Class B common stock is entitled to 10 votes per share, and each holder of our Class C common stock is entitled to no votes per share. The holders of our Class A and Class B common stock generally vote together as a single class on all matters submitted to a vote of our stockholders, unless otherwise required by Delaware law or our amended and restated certificate of incorporation. Delaware law could require holders of our Class A common stock, Class B common stock, or Class C common stock to vote separately as a single class in the following circumstances:

- if we were to seek to amend our amended and restated certificate of incorporation to increase or decrease the par value of a class of our capital stock, then that class would be required to vote separately to approve the proposed amendment; and
- if we were to seek to amend our amended and restated certificate of incorporation in a manner that alters or changes the powers, preferences, or special rights of a class of our capital stock in a manner that affected its holders adversely, then that class would be required to vote separately to approve the proposed amendment.

Our amended and restated certificate of incorporation does not provide for cumulative voting for the election of directors. In addition, the affirmative vote of holders of at least a majority of the voting power of all of the then-outstanding voting stock shall be required to take certain actions, including amending certain provisions of our amended and restated certificate of incorporation, including the provisions relating to amending our amended and

restated bylaws and director liability. For so long as any shares of our Class B common stock remain outstanding, the affirmative vote of the holders of at least a majority of the voting power of all then-outstanding shares of our Class B common stock, voting separately as a class, shall be required to take certain actions, including amending the provisions of our amended and restated certificate of incorporation relating to the terms of our common stock, the availability of written consent in lieu of a meeting of our stockholders, and director liability.

#### ***Conversion Rights***

***Class B Common Stock.*** Each outstanding share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon any transfer, whether or not for value, except for certain permitted transfers set forth in our amended and restated certificate of incorporation, including transfers to family members, certain trusts for estate planning purposes, entities under common control with or controlled by such holder of our Class B common stock, and with respect to Advance, any Advance Entity (as defined in our amended and restated certificate of incorporation). Once converted into Class A common stock, the Class B common stock will not be reissued.

All of the outstanding shares of Class B common stock will convert automatically into shares of Class A common stock upon the first date on which the aggregate number of outstanding shares of Class B common stock ceases to represent at least 7.5% of the aggregate number of then-outstanding shares of our Class A and Class B common stock. Once converted into Class A common stock, the Class B common stock will not be reissued.

***Class C Common Stock.*** Subject to the rights granted to Advance pursuant to our amended and restated certificate of incorporation and the Governance Agreement, following the date on which no shares of our Class B common stock remain outstanding and upon the date and time, or occurrence of an event, specified by the affirmative vote of the holders of a majority of the then-outstanding shares of our Class A common stock, voting as a separate class, all of the outstanding shares of our Class C common stock will convert automatically into shares of our Class A common stock. We have no current plans to issue any Class C common stock.

#### ***Economic Rights***

***Dividends.*** Any dividend or distribution paid or payable to the holders of shares of Class A, Class B, and Class C common stock shall be paid pro rata, on an equal priority, *pari passu* basis, unless different treatment of the shares of each such class is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A, Class B, and Class C common stock, each voting separately as a class; provided, however, that if a dividend or distribution is paid in the form of Class A, Class B, or Class C common stock (or rights to acquire shares of Class A, Class B, or Class C common stock), then the holders of the Class A common stock shall receive Class A common stock (or rights to acquire shares of Class A common stock), holders of Class B common stock shall receive Class B common stock (or rights to acquire shares of Class B common stock), and holders of Class C common stock shall receive Class C common stock (or rights to acquire shares of Class C common stock), unless a disparate dividend treatment of the shares of each such class is approved by the affirmative vote of the holders of a majority of the then-outstanding shares of Class A, Class B, and Class C common stock, each voting separately as a class.

***Liquidation.*** In the event of our liquidation, dissolution, or winding-up and upon the completion of the distributions required with respect to any series of redeemable convertible preferred stock that may then be outstanding, our remaining assets legally available for distribution to stockholders shall be distributed on an equal priority, *pro rata* basis to the holders of Class A, Class B, and Class C common stock, unless different treatment of the shares of each such class is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A, Class B, and Class C common stock, each voting separately as a class.

***Change of Control Transactions.*** In the event of certain mergers, consolidations, business combinations, or other similar transactions, shares of our Class A, Class B, or Class C common stock will be treated equally, identically, and will share ratably, on a per share basis, in any consideration related to such transaction, unless (i) the only difference in the per share consideration is that any securities distributed to holders of our Class B common stock have ten times the voting power of any securities distributed to the holders of our Class A common stock, and that any securities distributed to the holders of our Class C common stock have no voting rights, or (ii) different treatment of the shares of each class is approved by the affirmative vote of the holders of a majority of the

outstanding shares of Class A common stock and by the affirmative vote of the holders of a majority of the outstanding shares of Class B common stock, each voting separately as a class. In the event that the holders of shares of Class A common stock, Class B common stock, or Class C common stock are granted rights to elect to receive one of two or more alternative forms of consideration in connection with such transaction, the foregoing will be satisfied if holders of shares of Class A, Class B, and Class C common stock are granted identical election rights, provided that any securities that a holder of our Class B common stock may elect to receive may have ten times the voting power of securities that a holder of our Class A common stock may elect to receive, and any securities that a holder of our Class C common stock may elect to receive may have no voting rights.

*Subdivisions, Combinations, and Reclassifications.* If we subdivide or combine in any manner outstanding shares of Class A, Class B, or Class C common stock, then the outstanding shares of the other classes will be subdivided or combined in the same proportion and manner, unless different treatment of the shares of each class is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A common stock, by the affirmative vote of the holders of a majority of the outstanding shares of Class B common stock, and by the affirmative vote of the holders of a majority of the outstanding shares of Class C common stock, each voting separately as a class.

#### ***Approval and Designation Rights***

For so long as the Governance Agreement remains in effect, our amended and restated certificate of incorporation requires, subject to certain limitations, that we obtain Advance's prior written approval in order to:

- increase the size of our board of directors if the increase would cause our board of directors to consist of more than ten members;
- select a chairperson of our board of directors;
- issue securities other than shares of Class A common stock, Class C common stock, or securities convertible solely into, exchangeable solely for, or containing a right to purchase solely, shares of Class A common stock or any other class or series of common stock with one or fewer votes per share;
- establish any new class of securities or to issue securities which, in the aggregate, represent more than 10% of the voting power of the securities beneficially owned by Advance and certain of its affiliates as of March 25, 2024;
- amend our amended and restated certificate of incorporation or amended and restated bylaws if such amendment would adversely affect Advance's rights thereunder;
- effect or consummate a change of control transaction or any other merger, consolidation, business combination, sale, or acquisition that changes the rights or preferences of our security holders;
- effect the liquidation, dissolution, or winding up of our business operations;
- terminate, reduce, or enlarge the responsibilities of, or elect, appoint, or remove, our Chief Executive Officer; or
- submit to our stockholders any proposal to effect the conversion of all then-outstanding shares of our Class C common stock into an equivalent number of fully paid and non-assessable shares of Class A common stock, as set forth in our amended and restated certificate of incorporation or otherwise.

Our amended and restated certificate of incorporation also requires us to include two directors designated by Advance in the slate of nominees for election as directors at each applicable annual or special meeting of stockholders. Subject to certain limitations, Advance has the exclusive right to replace its designees and to fill any vacancies created by reason of death, removal, or resignation of its designees.

#### ***No Preemptive or Similar Rights***

Holders of shares of our common stock do not have preemptive, subscription, or redemption rights. There are no redemption or sinking fund provisions applicable to our common stock.

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### ***Fully Paid and Non-assessable***

All of our outstanding shares of Class A and Class B common stock are fully paid and non-assessable.

### **Class C Common Stock**

Our authorized but unissued shares of Class C common stock are available for issuance with the approval of our board of directors without stockholder approval, except as may be required by the rules of the NYSE. We have no current plans to issue any shares of Class C common stock. However, we may in the future issue shares of Class C common stock for a variety of corporate purposes, including financings, acquisitions, investments, and equity incentives to our employees, consultants, and directors, and the Class C common stock provides us with the flexibility to do so without diluting the existing voting power of our outstanding Class A and Class B common stock. Because the Class C common stock carries no voting rights (except as otherwise required by law) and is not listed for trading on an exchange or registered for sale with the SEC, shares of Class C common stock may be less liquid and less attractive to any future recipients of these shares than shares of Class A common stock, although we may seek to list the Class C common stock for trading and register shares of Class C common stock for sale in the future. In addition, because our Class C common stock carries no voting rights (except as otherwise required by law), if we issue shares of Class C common stock, the holders of our Class B common stock may be able to hold significant voting control and determine the outcome of most matters submitted to a vote of our stockholders for a longer period of time than would be the case if we issued Class A common stock rather than Class C common stock in such transactions. In addition, if we issue shares of Class C common stock in the future, such issuances would have a dilutive effect on the economic interests of our Class A and Class B common stock.

### **Preferred Stock**

Our board of directors is authorized to direct us to issue shares of preferred stock in one or more series without stockholder approval, unless required by law or by any stock exchange, and subject to the rights granted to Advance pursuant to our amended and restated certificate of incorporation and the Governance Agreement. Our board of directors has the discretion to determine the rights, preferences, privileges, and restrictions, including voting rights, dividend rights, conversion rights, redemption privileges, and liquidation preferences, of each series of preferred stock.

Subject to the rights granted to Advance pursuant to our amended and restated certificate of incorporation and the Governance Agreement, our board of directors may authorize the issuance of preferred stock with voting or conversion rights that could adversely affect the voting power or other rights of the holders of Class A common stock and Class B common stock. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could, among other things, have the effect of delaying, deferring, or preventing a change in control of our company that may otherwise benefit holders of our Class A, Class B, and Class C common stock and may adversely affect the market price of the Class A common stock and the voting and other rights of the holders of our Class A, Class B, and Class C common stock. We have no current plans to issue any shares of preferred stock.

### **Voting Agreements**

Mr. Huffman has entered into a voting agreement with each of (i) Advance (the “Advance Voting Agreement”) and (ii) Tencent Cloud Europe B.V. and Jojoba Investment Limited (the “Tencent Voting Agreement” and, together with the Advance Voting Agreement, the “Voting Agreements”).

#### ***Advance Voting Agreement***

Pursuant to the Advance Voting Agreement, Mr. Huffman has the authority (and irrevocable proxy) to vote shares then owned by Advance, subject to certain limitations, as follows:

- in favor of the director nominees designated by Advance in connection with any election of directors, for so long as Advance has the right to designate directors pursuant to our amended and restated certificate of incorporation and the Governance Agreement;
- in favor of the directors nominated or identified by Mr. Huffman, in connection with any election of directors; and

- in Mr. Huffman's sole discretion, on all matters submitted to a vote of our stockholders, except for (i) the election of directors, as set forth above, (ii) any action terminating, reducing, or enlarging the responsibilities of, or electing, appointing, or removing Mr. Huffman as Chief Executive Officer, and (iii) certain matters requiring the consent of Advance, as described below.

Prior to Advance exercising any approval rights it may have under our amended and restated certificate of incorporation, amended and restated bylaws, or otherwise, Advance and Mr. Huffman shall use reasonable efforts to mutually agree upon how Advance shall exercise such right. If, after reasonable efforts, Mr. Huffman and Advance cannot agree, Advance shall be permitted to exercise its approval rights in its sole discretion. However, if an agreement is reached and such matter is submitted to a vote of our stockholders, Mr. Huffman has the right to vote all of the shares subject to the Advance Voting Agreement in a manner consistent with how Advance and Mr. Huffman have mutually agreed the vote for such matter shall be cast. The matters subject to the mutual agreement of Advance and Mr. Huffman are as follows:

- the establishment of any new class of securities or the issuance of securities which, in the aggregate, represent more than 10% of the voting power of the securities beneficially owned by Advance and certain of its affiliates as of March 25, 2024; provided, however, that Advance's separate approval will not be necessary to issue securities (i) to our employees pursuant to a customary employee equity plan, employee stock purchase plan, or similar stock purchase program, or (ii) to compensate Mr. Huffman, so long as any such issuance to our employees or to Mr. Huffman is approved by, our compensation and talent committee;
- any amendment to our amended and restated certificate of incorporation or amended and restated bylaws that would adversely impact Advance's rights thereunder;
- a change of control transaction or any other merger, consolidation, business combination, sale, or acquisition that changes the rights or preferences of our security holders;
- the liquidation, dissolution, or winding up of our business operations;
- submission to our stockholders of any proposal to effect the conversion of all then-outstanding shares of our Class C common stock into an equivalent number of fully paid and non-assessable shares of Class A common stock, as set forth in our amended and restated certificate of incorporation or otherwise; and
- any other matters that require Advance's approval as set forth in our amended and restated certificate of incorporation, amended and restated bylaws, and/or any agreement among our stockholders.

In the event that Advance transfers, assigns, sells, pledges, or otherwise disposes of any shares, each transferee, assignee, or other recipient shall receive such shares subject in all respects to the terms of the Advance Voting Agreement, unless such transfer results in the conversion of shares of Class B common stock into Class A common stock in accordance with the terms of our amended and restated certificate of incorporation.

Additionally, in the event that prior to the termination of the Advance Voting Agreement, Mr. Huffman provides explicit written notice that he will not vote the shares subject to the Advance Voting Agreement, or that Advance is permitted to vote the shares subject to the Advance Voting Agreement, Advance will be entitled to vote any of the shares subject to the Advance Voting Agreement in its sole discretion.

The Advance Voting Agreement will terminate upon the earliest to occur of: (i) the date on which Mr. Huffman is no longer our Chief Executive Officer; (ii) the completion of the liquidation, dissolution, or winding up of our business operations, or upon a change of control; (iii) the execution of a general assignment for the benefit of our creditors or the appointment of a receiver or trustee to take possession of our property or assets; (iv) the date when (a) Advance and certain of its affiliates cease to beneficially own at least 21,103,637 shares of our common stock, and (b) the then-outstanding shares of our Class B common stock, in the aggregate, represents less than 7.5% of the aggregate of the then-outstanding shares of our Class A and Class B common stock; or (v) March 19, 2034 (the "Expiration Date"); provided, however, that the Expiration Date shall be automatically extended for one-year terms unless either Advance or Mr. Huffman provide notice of their intent to have the Advance Voting Agreement expire, at least sixty days prior to the next applicable Expiration Date. We are not a party to the Advance Voting Agreement.

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### ***Tencent Voting Agreement***

Pursuant to the Tencent Voting Agreement, for so long Mr. Huffman is our Chief Executive Officer, Mr. Huffman has the authority (and irrevocable proxy) to vote shares then owned by affiliates of Tencent Holdings Limited (“Tencent”), in Mr. Huffman’s sole discretion, on all matters submitted to a vote of our stockholders, except for:

- any amendment to our amended and restated certificate of incorporation or amended and restated bylaws that would (i) impose any restrictions or amend any existing restrictions on transfer applicable to our equity securities owned by Tencent and its permitted transferees, (ii) amend or waive any dividend rights applicable to our equity securities owned by Tencent and its permitted transferees, (iii) amend or waive any liquidation rights applicable to our equity securities owned by Tencent and its permitted transferees, or (iv) amend or waive any voting rights applicable to our equity securities owned by Tencent and its permitted transferees;
- a change of control transaction or any other merger, consolidation, business combination, sale, or acquisition that changes Tencent’s rights or preferences;
- the liquidation, dissolution, or winding up of our business operations;
- any proposal to effect the conversion of all then-outstanding shares of our Class B common stock into an equivalent number of fully paid and non-assessable shares of our Class A common stock, as set forth in our amended and restated certificate of incorporation or otherwise; and
- any transaction with any of our directors or officers, or any associate of any director or officer, or in which any of our directors or officers has a material financial interest, which shall be deemed to exclude (i) any benefits plans or equity compensation plans or stock plans which are not exclusively or primarily for the benefit of directors or officers or (ii) interest resulting solely from such director’s or officer’s pro rata interest as a holder of our equity securities.

In the event that Tencent transfers, assigns, sells, pledges, or otherwise disposes of any shares, such shares shall, if transferred to a permitted transferee, remain subject in all respects to the terms of the Tencent Voting Agreement and, if not to a permitted transferee, shall no longer be subject to the terms and conditions of the Tencent Voting Agreement.

Additionally, in the event that prior to the termination of the Tencent Voting Agreement, Mr. Huffman provides explicit written notice that he will not vote the shares subject to the Tencent Voting Agreement, or that Tencent is permitted to vote the shares subject to the Tencent Voting Agreement, Tencent will be entitled to vote any of the shares subject to the Tencent Voting Agreement in its sole and absolute discretion.

The Tencent Voting Agreement will terminate upon the earliest to occur of: (i) the completion of the liquidation, dissolution, or winding up of our business operations, or upon a change of control; (ii) the execution of a general assignment for the benefit of our creditors or the appointment of a receiver or trustee to take possession of our property or assets; or (iii) the date when Tencent and certain of its affiliates cease to beneficially own at least 4.99% of the total votes of our outstanding securities entitled to vote.

In the event Mr. Huffman is no longer our Chief Executive Officer prior to the termination of the Tencent Voting Agreement, a member of our board of directors, as appointed by our board of directors, will continue to have the voting rights granted to Mr. Huffman under the Tencent Voting Agreement. Such director will be required to vote shares subject to the Tencent Voting Agreement as directed by our board of directors. We are a party to the Tencent Voting Agreement.

### **Registration Rights**

Certain holders of our common stock are entitled to rights with respect to the registration of their shares under the Securities Act of 1933, as amended (the “Securities Act”). These registration rights are contained in the Investors’ Rights Agreement, which was entered into in connection with our convertible preferred stock financings. The registration rights set forth in the Amended and Restated Investors’ Rights Agreement terminate upon the earlier

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to occur of (i) March 25, 2029, (ii) five years after a Reporting Event (as defined in the Investors' Rights Agreement), (iii) with respect to any particular stockholder, the earliest of when such stockholder is able to sell all of its shares pursuant to Rule 144(b)(1)(i) of the Securities Act or holds 1% or less of our outstanding common stock and is able to sell all of its Registrable Securities (as defined in the Investors' Rights Agreement) pursuant to Rule 144 of the Securities Act during any three month period, or (iv) after the consummation of a Liquidation Event (as defined in our amended and restated certificate of incorporation in effect as of immediately prior to the completion of our initial public offering). We will pay the registration expenses (other than any underwriting discounts and selling commissions) of the holders of the shares registered for sale pursuant to the registrations described below, including the reasonable fees of one counsel for the selling holders not to exceed \$25,000. However, we will not be required to bear the expenses in connection with the exercise of the demand registration rights of a registration if the request is subsequently withdrawn at the request of the selling stockholders holding a majority of the voting power of the securities to be registered. In an underwritten public offering, the underwriters have the right, subject to specified conditions, to limit the number of shares such holders may include.

#### ***Demand Registration Rights***

Certain holders of our common stock are entitled to demand registration rights. At any time beginning on September 25, 2024, the holders of at least 50% of the voting power of the Registrable Securities then outstanding can request that we register the offer and sale of their shares on a registration statement on Form S-1 if we are eligible to file a registration statement on Form S-1 so long as the request covers at least that number of shares with an anticipated aggregate offering price of at least \$30.0 million. We are obligated to effect only two such registrations. If we determine that it would be seriously detrimental to us and our stockholders to effect such a demand registration, we have the right to defer such registration, not more than twice in any 12-month period, for a period of up to 90 days. In addition, we will not be required to effect a demand registration during the period beginning 60 days prior to our good faith estimate of the date of the filing of and ending on a date 180 days following the effectiveness of a registration statement relating to a registration initiated by us.

#### ***Form S-3 Registration Rights***

Certain holders of our common stock are entitled to certain Form S-3 registration rights. The holders of at least 30% of the voting power of the Registrable Securities then outstanding may make a written request that we register the offer and sale of their shares on a registration statement on Form S-3 if we are eligible to file a registration statement on Form S-3 so long as the request covers at least that number of shares with an anticipated offering price of at least \$15.0 million, net of any underwriting discounts and commissions. These stockholders may make an unlimited number of requests for registration on Form S-3; however, we will not be required to effect a registration on Form S-3 if we have effected two such registrations pursuant to such requests within the 12-month period preceding the date of the request. In addition, if we determine that it would be seriously detrimental to us and our stockholders to effect such a registration, we have the right to defer such registration, not more than twice in any 12-month period, for a period of up to 90 days. Lastly, we will not be required to effect a demand registration during the period beginning 30 days prior to our good faith estimate of the date of the filing of and ending on a date 90 days following the effectiveness of a registration statement relating to a registration initiated by us.

#### ***Piggyback Registration Rights***

If we propose to register any of our securities under the Securities Act, either for our own account or for the account of other security holders, certain holders of our common stock are entitled to certain "piggyback" registration rights allowing the holders to include their shares in such registration, subject to certain marketing and other limitations, which, in the case of an underwritten offering, will be in the sole discretion of the underwriters. As a result, whenever we propose to file a registration statement under the Securities Act, other than with respect to (i) a demand registration, (ii) a registration related solely to a company stock plan, (iii) a registration relating to a corporate reorganization or transaction under Rule 145 of the Securities Act, (iv) a registration on any form that does not include substantially the same information as would be required to be included in a registration statement covering the public offering of our common stock, or (v) a registration in which the only common stock being registered is common stock issuable upon the conversion of debt securities that are also being registered, the holders of these shares are entitled to notice of the registration and have the right, subject to certain limitations, to include their shares in the registration.

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## **Anti-Takeover Provisions**

Certain provisions of the Delaware General Corporation Law, our amended and restated certificate of incorporation, and our amended and restated bylaws, which are summarized below, may have the effect of delaying, deferring, or discouraging another person from acquiring control of us. They are also designed, in part, to encourage persons seeking to acquire control of us to negotiate first with our board of directors. We believe that the benefits of increased protection of our potential ability to negotiate with an unfriendly or unsolicited acquirer outweigh the disadvantages of discouraging a proposal to acquire us because negotiation of these proposals could result in an improvement of their terms.

### ***Delaware Law***

We have opted out of Section 203 of the Delaware General Corporation Law, but our amended and restated certificate of incorporation provides that the restrictions contained in Section 203 will apply to us immediately following the time at which all of the following conditions exist (if ever): (i) Section 203 by its terms would, but for the provision of our amended and restated certificate of incorporation, apply to us; (ii) Advance and its affiliates and associates beneficially own less than 15% of the voting power of the then-outstanding shares of our common stock, and (iii) the Governance Agreement has terminated in accordance with its terms. If these conditions all exist, we will thereafter be governed by Section 203, which prohibits a Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years after the date that such stockholder became an interested stockholder, with the following exceptions:

- the business combination or transaction which resulted in the stockholder becoming an interested stockholder was approved by the board of directors prior to the time that the stockholder became an interested stockholder;
- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding shares owned by directors who are also officers of the corporation and shares owned by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
- at or subsequent to the time the stockholder became an interested stockholder, the business combination was approved by the board of directors and authorized at an annual or special meeting of the stockholders, and not by written consent, by the affirmative vote of at least 66 2/3% of the outstanding voting stock which is not owned by the interested stockholder.

In general, Section 203 defines a “business combination” to include mergers, asset sales, and other transactions resulting in financial benefit to a stockholder and an “interested stockholder” as a person who, together with affiliates and associates, owns, or within three years did own, 15% or more of the corporation’s outstanding voting stock.

Moreover, our amended and restated certificate of incorporation provides that, unless and until all of the conditions discussed above exist (at which point we will thereafter be governed by Section 203), we will be governed by provisions substantially similar to Section 203. These provisions will likewise prohibit us from engaging in any business combination with any interested stockholder for a period of three years after the date that such stockholder became an interested stockholder, subject to the exceptions outlined above, except that neither Advance nor its affiliates and associates will be deemed to be an “interested stockholder” for these purposes. The application of these provisions, or the potential application of Section 203 to us in the future, may have the effect of delaying, deferring, or preventing changes in control of our company.

### ***Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws***

Our amended and restated certificate of incorporation and our amended and restated bylaws include a number of provisions that could deter hostile takeovers or delay or prevent changes in control of our board of directors or management team, including the following:

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### ***Multi-Class Stock***

As described above in the subsection titled “Common Stock—Voting Rights,” our amended and restated certificate of incorporation provides for a multi-class common stock structure, which provides holders of our Class B common stock with significant influence over matters requiring stockholder approval, including the election of directors and significant corporate transactions, such as a merger or other sale of our company or its assets.

### ***Board of Directors Vacancies***

Our amended and restated certificate of incorporation and amended and restated bylaws authorize only our board of directors to fill vacant directorships, including newly created seats, subject to the rights granted to Advance pursuant to our amended and restated certificate of incorporation and the Governance Agreement. In addition, the number of directors constituting our board of directors is permitted to be set only by a resolution adopted by a majority vote of our entire board of directors, except that we are required to obtain Advance’s prior written approval to increase the size of our board of directors if such increase would cause our board of directors to consist of more than ten members. These provisions prevent a stockholder from increasing the size of our board of directors and then gaining control of our board of directors by filling the resulting vacancies with its own nominees. This will make it more difficult to change the composition of our board of directors and will promote continuity of management.

### ***Stockholder Action; Special Meeting of Stockholders***

Our amended and restated certificate of incorporation provides that, at any time when the holders of our Class B common stock hold less than 30% of the voting power of all of the then-outstanding shares of our capital stock, our stockholders may not take action by written consent, but may only take action at annual or special meetings of our stockholders. As a result, once the holders of our Class B common stock hold less than 30% of the voting power of all of the then-outstanding shares of our capital stock, a holder controlling a majority of our capital stock will not be able to amend our amended and restated bylaws or remove directors without holding a meeting of our stockholders called in accordance with our amended and restated bylaws. Our amended and restated certificate of incorporation further provides that special meetings of our stockholders may be called only by the chairperson of our board of directors (if any), our Chief Executive Officer, our board of directors pursuant to a resolution adopted by a majority of our board of directors, or, at such time the holders of shares of our Class B common stock beneficially own, in the aggregate, at least 30% of the voting power of all of the then-outstanding shares of our capital stock, our Secretary, following his or her receipt of one or more written demands to call a special meeting from stockholders of record as of the applicable record date who hold, in the aggregate, at least 30% of the voting power of all of the then-outstanding shares of our capital stock. These provisions might delay the ability of our stockholders to force consideration of a proposal or for stockholders controlling a majority of our capital stock to take any action, including the removal of directors.

### ***Advance Notice Requirements for Stockholder Proposals and Director Nominations***

Our amended and restated bylaws provide advance notice procedures for stockholders seeking to bring business before annual or special meetings of stockholders or to nominate candidates for election as directors at annual or special meetings of stockholders. Our amended and restated bylaws also specify certain requirements regarding the form and content of a stockholder’s notice. These provisions might preclude our stockholders from bringing matters before annual or special meetings of stockholders or from making nominations for directors at annual or special meetings of stockholders if the proper procedures are not followed. We expect that these provisions may also discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer’s own slate of directors or otherwise attempting to obtain control of our company.

### ***No Cumulative Voting***

The Delaware General Corporation Law provides that stockholders are not entitled to cumulate votes in the election of directors unless a corporation’s certificate of incorporation provides otherwise. Our amended and restated certificate of incorporation does not provide for cumulative voting.

### ***Amendment of Charter and Bylaws Provisions***

Amendments to our amended and restated certificate of incorporation require the approval of a majority of the outstanding voting power of our common stock, except where a class vote would be required by applicable law. Our

amended and restated bylaws also provide that approval of stockholders holding at least 66 2/3% of our outstanding voting power voting as a single class is required for stockholders to amend or adopt any provision of our bylaws. Pursuant to our amended and restated certificate of incorporation and the Governance Agreement, we also require Advance's prior written approval or consent to implement any amendment to our amended and restated certificate of incorporation or amended and restated bylaws that would adversely affect Advance's rights thereunder.

***Issuance of Undesignated Preferred Stock***

Subject to the rights granted to Advance pursuant to our amended and restated certificate of incorporation and the Governance Agreement, our board of is authorized to direct us to issue, without stockholder approval, unless required by law or by any stock exchange, up to 100,000,000 shares of undesignated preferred stock with rights and preferences, including voting rights, designated from time to time by our board of directors. The existence of authorized but unissued shares of preferred stock enable our board of directors to render more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest, or other means.

***Choice of Forum***

Our amended and restated certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will be the exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: (i) any derivative action, suit, or proceeding brought on our behalf; (ii) any action, suit, or proceeding asserting a claim of breach of fiduciary duty owed by any of our directors, officers, or stockholders to us or to our stockholders; (iii) any action, suit, or proceeding arising pursuant to any provision of the Delaware General Corporation Law, our amended and restated certificate of incorporation, or our amended and restated bylaws (as either may be amended from time to time); or (iv) any action, suit, or proceeding asserting a claim against us that is governed by the internal affairs doctrine. As a result, any action brought by any of our stockholders with regard to any of these matters will need to be filed in the Court of Chancery of the State of Delaware and cannot be filed in any other jurisdiction; provided that, the exclusive forum provision will not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction; and provided further that, if and only if the Court of Chancery of the State of Delaware dismisses any such action for lack of subject matter jurisdiction, such action may be brought in another state or federal court sitting in the State of Delaware. Our amended and restated certificate of incorporation also provides that the federal district courts of the United States of America will be the exclusive forum for the resolution of any complaint asserting a cause or causes of action against us or any defendant arising under the Securities Act. Nothing in our amended and restated certificate of incorporation precludes stockholders that assert claims under the Exchange Act from bringing such claims in state or federal court, subject to applicable law.

If any action, the subject matter of which is within the scope described above, is filed in a court other than a court located within the State of Delaware (a "Foreign Action"), in the name of any stockholder, such stockholder shall be deemed to have consented to the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce the applicable provision of our amended and restated certificate of incorporation and having service of process made upon such stockholder in any such action by service upon such stockholder's counsel in the Foreign Action as agent for such stockholder. Although our amended and restated certificate of incorporation contains the choice of forum provision described above, it is possible that a court could find that such a provision is inapplicable for a particular claim or action or that such provision is unenforceable.

This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that the stockholder finds favorable for disputes with us or any of our directors, officers, other employees, or stockholders, which may discourage lawsuits with respect to such claims or make such lawsuits more costly for stockholders, although our stockholders will not be deemed to have waived our compliance with federal securities laws and the rules and regulations thereunder.

***Listing***

Our Class A common stock is listed on the NYSE under the symbol "RDDT."

**Transfer Agent and Registrar**

The transfer agent and registrar for our Class A and Class B common stock is Computershare Trust Company, N.A. The address of the transfer agent and registrar is 250 Royall Street, Canton, Massachusetts 02021.

**REDDIT, INC.**  
**AMENDED AND RESTATED**  
**NON-EMPLOYEE DIRECTOR COMPENSATION PROGRAM**

This Reddit, Inc. (the “**Company**”) Amended and Restated Non-Employee Director Compensation Program (this “**Program**”) has been adopted under the Plan (as defined below) effective as of February 3, 2026, and supersedes and replaces in its entirety the Company’s current Amended and Restated Non-Employee Director Compensation Program. Certain capitalized terms used herein are defined below under “Certain Definitions.”

***Cash Compensation***

Annual retainers will be paid in the following amounts to Non-Employee Directors:

*Board Service*

<b>Service Type</b>	<b>Amount</b>
Non-Employee Director	\$60,000
Chairperson	\$100,000
Vice Chairperson	\$50,000

*Committee Service*

<b>Service Type</b>	<b>Amount</b>
Audit Committee Chairperson	\$25,000
Compensation and Talent Committee Chairperson	\$20,000
Nominating and Corporate Governance Committee Chairperson	\$15,000
Audit Committee Member	\$12,500
Compensation and Talent Committee Member	\$10,000
Nominating and Corporate Governance Committee Member	\$7,500

All annual retainers will be paid in cash quarterly in arrears promptly following the end of the applicable calendar quarter, but in no event more than 30 days after the end of such quarter. If a Non-Employee Director does not serve as a Non-Employee Director, or in the applicable positions described above, for an entire calendar quarter, the retainer paid to such Non-Employee Director shall be prorated for the portion of such calendar quarter actually served as a Non-Employee Director, or in such position, as applicable.

### ***Election to Receive RSUs In Lieu of Annual Retainers***

General:	<p>The Board or the Compensation Committee may, in its discretion, provide Non-Employee Directors with the opportunity to elect to convert all or a portion of their annual retainers into awards of RSUs (“<b>Retainer RSU Awards</b>”) granted under the Plan, with the number of RSUs subject to such Retainer RSU Award calculated by dividing (i) the amount of the annual retainer that would have otherwise been paid to such Non-Employee Director on the applicable grant date by (ii) the average closing trading price of the Common Stock over the 60 consecutive trading days ending with the trading day immediately preceding the grant date (such election, a “<b>Retainer RSU Election</b>”).</p> <p>Each Retainer RSU Award will be automatically granted on the fifth day of the month immediately following the end of the quarter for which the corresponding portion of the annual retainer was earned. Each Retainer RSU Award will be fully vested on the grant date.</p>
Election Method:	<p>Each Retainer RSU Election must be submitted to the Company in the form and manner specified by the Board or its Compensation Committee. An individual who fails to make a timely Retainer RSU Election shall not receive a Retainer RSU Award and instead shall receive the applicable annual retainer in cash. Retainer RSU Elections must comply with the following timing requirements:</p> <ul style="list-style-type: none"><li>• <b>Initial Election.</b> Each individual who first becomes a Non-Employee Director may make a Retainer RSU Election with respect to annual retainer payments scheduled to be paid in the same calendar year as such individual first becomes a Non-Employee Director (the “<b>Initial Retainer RSU Election</b>”). The Initial Retainer RSU Election must be submitted to the Company on or before the date that the individual first becomes a Non-Employee Director (the “<b>Initial Election Deadline</b>”), and the Initial Retainer RSU Election shall become final and irrevocable as of the Initial Election Deadline.</li><li>• <b>Annual Election.</b> No later than December 31 of each calendar year, or such earlier deadline as may be established by the Board or the Compensation Committee, in its discretion (the “<b>Annual Election Deadline</b>”), each individual who is a Non-Employee Director as of immediately before the Annual Election Deadline may make a Retainer RSU Election with respect to the annual retainer relating to services to be performed in the following calendar year (the “<b>Annual Retainer RSU Election</b>”). The Annual Retainer RSU Election must be submitted to the Company on or before the applicable Annual Election Deadline and shall become effective and irrevocable as of the Annual Election Deadline.</li></ul>

## ***Equity Compensation***

Annual RSU Award:	<p>Each Non-Employee Director who is initially appointed or elected to the Board on the date of an annual meeting of the Company's stockholders (each, an "<i>Annual Meeting</i>"), or who is serving as a Non-Employee Director immediately before and will continue to serve as a Non-Employee Director immediately following an Annual Meeting, shall be automatically granted on the date of the applicable Annual Meeting an award of RSUs under the Plan, with the number of RSUs calculated by dividing (i) \$260,000 by (ii) the average closing trading price of the Common Stock over the 60 consecutive trading days ending with the trading day immediately preceding the grant date (an "<i>Annual RSU Award</i>").</p> <p>If a Non-Employee Director is initially appointed or elected to the Board on a date other than the date of an Annual Meeting, then such Non-Employee Director shall be automatically granted on the date of such appointment or election an award of RSUs under the Plan, with the number of RSUs calculated by dividing (i) the Prorated Value (as defined below) by (ii) the average closing trading price of the Common Stock over the 60 consecutive trading days ending with the trading day immediately preceding the grant date (a "<i>Prorated Annual RSU Award</i>"). The "<i>Prorated Value</i>" means \$260,000 multiplied by a fraction, the numerator of which is equal to 365 minus the number of days that have elapsed from the date of the Annual Meeting immediately preceding (or if no Annual Meeting has yet occurred, the May 30<sup>th</sup> immediately preceding) the date of the Non-Employee Director's initial appointment or election through the date of such initial appointment or election, and the denominator of which is 365.</p> <p>Each Annual RSU Award and Prorated Annual RSU Award will vest in full on the earlier of (i) the first anniversary of the grant date and (ii) immediately before the next Annual Meeting following the grant date, subject to the Non-Employee Director's continued service to the Company through such vesting date.</p>
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### ***Election to Defer Issuances***

General:	<p>The Board or the Compensation Committee may, in its discretion, provide each Non-Employee Director with the opportunity to defer the issuance of the shares underlying RSUs granted under this Program that would otherwise be issued to the Non-Employee Director in connection with the vesting or grant of the RSUs until the earliest of a fixed date properly elected by the Non-Employee Director, the Non-Employee Director's Termination of Service (as defined in the 2024 Plan) or a Change in Control. Any such deferral election ("Deferral Election") shall be subject to such rules, conditions and procedures as shall be determined by the Board or the Compensation Committee, in its sole discretion, which rules, conditions and procedures shall at all times comply with the requirements of Section 409A of the Code, unless otherwise specifically determined by the Board or the Compensation Committee. If an individual elects to defer the delivery of the shares underlying RSUs granted under this Program, settlement of the deferred RSUs shall be made in accordance with the terms of the Deferral Election.</p>
Election Method:	<p>Each Deferral Election must be submitted to the Company in the form and manner specified by the Board or its Compensation Committee. Deferral Elections must comply with the following timing requirements:</p> <ul style="list-style-type: none"><li>● <u>Initial Deferral Election</u>. Each individual who first becomes a Non-Employee Director may make a Deferral Election with respect to the Non-Employee Director's RSUs to be granted in the same calendar year as such individual first becomes a Non-Employee Director (the "<b>Initial Deferral Election</b>"). The Initial Deferral Election must be submitted to the Company on or before the Initial Election Deadline, and the Initial Deferral Election shall become final and irrevocable as of the Initial Election Deadline.</li><li>● <u>Annual Deferral Election</u>. No later than the Annual Election Deadline, each individual who is a Non-Employee Director as of immediately before the Annual Election Deadline may make a Deferral Election with respect to the RSUs to be granted in the following calendar year (the "<b>Annual Deferral Election</b>"). The Annual Deferral Election must be submitted to the Company on or before the applicable Annual Election Deadline and shall become final and irrevocable for the subsequent calendar year as of the applicable Annual Election Deadline.</li></ul>

### ***Change in Control***

Immediately before a Change in Control of the Company, all outstanding equity awards granted under the Plan and any other equity incentive plan maintained by the Company that are held by a Non-Employee Director shall become fully vested and/or exercisable, irrespective of any other provisions of the Non-Employee Director's award agreement.

### ***Certain Terminations***

Members of the Board who are employees of the Company who subsequently terminate their employment with the Company and any subsidiary and remain a Board member, to the extent that they are otherwise eligible, will be eligible to receive, after termination from employment with the Company and any subsidiary, an Annual RSU Award as described above.

## ***Reimbursements***

The Company shall reimburse each Non-Employee Director for all reasonable, documented, out-of-pocket travel and other business expenses incurred by such Non-Employee Director in the performance of his or her duties to the Company in accordance with the Company's applicable expense reimbursement policies and procedures as in effect from time to time.

## ***Certain Definitions***

As used in this Program, the following terms have the following meanings:

- “**2024 Plan**” means the Company’s 2024 Incentive Award Plan.
- “**Board**” means the board of directors of the Company.
- “**Change in Control**” has the meaning set forth in the 2024 Plan.
- “**Code**” means the Internal Revenue Code of 1986, as amended.
- “**Common Stock**” means the Company’s Class A common stock.
- “**Compensation Committee**” means the compensation and talent committee of the Board.
- “**Non-Employee Director**” means a member of the Board who is not an employee of the Company or any of its subsidiaries.
- “**Plan**” means the 2024 Plan or its successor.
- “**RSU**” means a restricted stock unit covering a share of Common Stock.

## ***Miscellaneous***

The other provisions of the Plan shall apply to the RSUs granted under this Program, except to the extent such other provisions are inconsistent with this Program. All applicable terms of the Plan apply to this Program as if fully set forth herein, and all grants of RSUs hereby are subject in all respects to the terms of the Plan. The grant of RSUs under this Program shall be made solely by and subject to the terms set forth in an award agreement in a form to be approved by the Board and duly executed by an executive officer of the Company.

\* \* \* \* \*

## REDDIT, INC.

EXECUTIVE CHANGE IN CONTROL AND SEVERANCE PLAN  
(AND SUMMARY PLAN DESCRIPTION)

As Amended and Restated July 31, 2024

This Reddit, Inc. Executive Change in Control and Severance Plan (this “**Plan**”) was originally adopted on December 13, 2021 and was most recently amended and restated on July 31, 2024. The purpose of this Plan is to provide severance benefits to certain eligible employees of Reddit, Inc. and its subsidiaries (collectively, the “**Company**”) whose employment with the Company is terminated under the circumstances described below.

This Plan is an employee welfare benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”). This Plan document is also the summary plan description of this Plan. References in this Plan to “you” or “your” are references to a Covered Employee (as defined below). Capitalized terms not otherwise defined herein shall have the meanings set forth in Section 5 below.

1. **General Eligibility.** In order to be a “**Covered Employee**” eligible for benefits under this Plan, you must (i) be, on your date of termination of employment, an employee of the Company at the level of Vice President or above (excluding any reduction in your position that is the basis for Good Reason), and (ii) if required by the Plan Administrator, have executed a participation agreement in a form provided by the Company.

2. **Covered Termination Outside of a Change in Control Period.** If you experience a Covered Termination at any time other than during a Change in Control Period, and if you deliver to the Company a general release of all claims against the Company and its affiliates substantially in the form attached hereto as Appendix A (or, if at the time of your Covered Termination you are employed outside the United States, a general release of all claims against the Company and its affiliates in a form provided by the Company) (a “**Release of Claims**”) that becomes effective and irrevocable within 60 days, or such shorter period of time specified by the Company, following such Covered Termination, then in addition to any accrued but unpaid salary, bonus, benefits, vacation and expense reimbursement payable in accordance with applicable law:

(a) **Severance.** You shall be entitled to receive a severance payment equal to 12 months (if you are a Tier 1 Participant), nine months (if you are a Tier 2 Participant) or six months (if you are a Tier 3 Participant) of your annual base salary at the rate in effect immediately prior to the Termination Date, less applicable withholdings, payable in a single cash lump sum on the first payroll date following the date the Release of Claims becomes effective and irrevocable.

(b) **Continued Healthcare.** If you are eligible for and elect to receive continued healthcare coverage pursuant to the provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended, or similar state or non-U.S. law (“**COBRA**”), the Company shall directly pay, or reimburse you for, the premium for you and your covered dependents during the period (the “**COBRA Period**”) from the Termination Date through the earlier of (i) the 12-month (if you are a Tier 1 Participant), nine-month (if you are a Tier 2 Participant) or six-month (if you are a Tier 3 Participant) anniversary of the Termination Date and (ii) the date you and your covered dependents, if any, become eligible for healthcare coverage under another employer’s plan(s); provided, however, that if (1) any plan pursuant to which such benefits are provided is not, or ceases prior to the expiration of the continuation

coverage period to be, exempt from the application of Section 409A of the Internal Revenue Code of 1986, as amended (the “**Code**”), under Treasury Regulation Section 1.409A-1(a)(5), (2) the Company is otherwise unable to continue to cover you or your dependents under its group health plans, or (3) the Company cannot provide the benefit without violating applicable law (including, without limitation, Section 2716 of the Public Health Service Act), then, in any such case, an amount equal to each remaining Company subsidy shall thereafter be paid to you in substantially equal monthly installments over the COBRA Period (or remaining portion thereof). After the Company ceases to pay or reimburse premiums pursuant to the preceding sentence, you may, if eligible, elect to continue healthcare coverage at your expense in accordance with the provisions of COBRA.

**3. Covered Termination During Change in Control Period.** If you experience a Covered Termination during a Change in Control Period, and if you deliver to the Company a Release of Claims that becomes effective and irrevocable within 60 days, or such shorter period of time specified by the Company, following such Covered Termination, then in addition to any accrued but unpaid salary, bonus, benefits, vacation and expense reimbursement payable in accordance with applicable law:

(a) Severance. You shall be entitled to receive a severance payment equal to 12 months (if you are a Tier 1 Participant or a Tier 2 Participant) or six months (if you are a Tier 3 Participant) of your annual base salary at the rate in effect immediately prior to the Termination Date, payable in a cash lump sum, less applicable withholdings, on the first payroll date following the date the Release of Claims becomes effective and irrevocable.

(b) Prorated Target Bonus. You shall be entitled to receive your annual target bonus for the year in which the Termination Date occurs, prorated based on the number of days in such year during which you were employed by the Company. The prorated bonus will be payable in a cash lump sum, less applicable withholdings, on the first payroll date following the date the Release of Claims becomes effective and irrevocable.

(c) Continued Healthcare. If you are eligible for and elect to receive continued healthcare coverage pursuant to the provisions of COBRA, the Company shall directly pay, or reimburse you for, the premium for you and your covered dependents during the period (the “**CIC COBRA Period**”) from the Termination Date through the earlier of (i) the 12-month (if you are a Tier 1 Participant or a Tier 2 Participant) or six-month (if you are a Tier 3 Participant) anniversary of the Termination Date and (ii) the date you and your covered dependents, if any, become eligible for healthcare coverage under another employer’s plan(s); provided, however, that if (1) any plan pursuant to which such benefits are provided is not, or ceases prior to the expiration of the continuation coverage period to be, exempt from the application of Section 409A of the Code, under Treasury Regulation Section 1.409A-1(a)(5), (2) the Company is otherwise unable to continue to cover you or your dependents under its group health plans, or (3) the Company cannot provide the benefit without violating applicable law (including, without limitation, Section 2716 of the Public Health Service Act), then, in any such case, an amount equal to each remaining Company subsidy shall thereafter be paid to you in substantially equal monthly installments over the CIC COBRA Period (or remaining portion thereof). After the Company ceases to pay or reimburse premiums pursuant to the preceding sentence, you may, if eligible, elect to continue healthcare coverage at your expense in accordance with the provisions of COBRA.

(d) Equity Awards. Except as otherwise provided in an individual equity award agreement, each outstanding and unvested equity award, including, without limitation, each stock option and restricted stock unit award, held by you shall automatically become vested and, if applicable, exercisable, in each case, with respect to 100% of the number of unvested shares underlying the award as

of the Termination Date, which, for any equity award that vests based on the attainment of performance goals that remain unsatisfied as of immediately before the Termination Date, shall be calculated based on the achievement of the applicable performance goals at target levels. If the Termination Date precedes the Change in Control, all such unvested equity awards held by you shall remain outstanding and eligible to vest in accordance with this Section 3(d) if a Change in Control occurs within three months after the Termination Date, provided that in no event will any such award remain outstanding beyond the final expiration date of the award set forth in the individual equity agreement governing such award.

**4. Certain Reductions.** Notwithstanding anything herein to the contrary, the Company shall reduce your severance benefits under this Plan, in whole or in part, by any other severance benefits, pay and benefits during any garden leave, pay and benefits during any notice period, pay and benefits in lieu of notice, or other similar benefits payable to you by the Company in connection with your termination, including but not limited to payments or benefits pursuant to (a) any applicable legal requirement, including, without limitation, the Worker Adjustment and Retraining Notification Act, or (b) any other Company agreement, arrangement, policy or practice relating to your termination of employment with the Company. The benefits provided under this Plan are intended to satisfy, to the greatest extent possible, any and all statutory obligations that may arise out of your termination of employment. Such reductions shall be applied on a retroactive basis, with severance benefits previously paid being recharacterized as payments pursuant to the Company's statutory obligation.

**5. Definitions.** For the purposes of this Plan, the following terms shall have the following meanings:

(a) **"Board"** means the board of directors of Reddit, Inc.

(b) **"Cause"** means your (i) unauthorized use or disclosure of the Company's confidential information or trade secrets, which use or disclosure causes material harm to the Company, (ii) material breach of any agreement between you and the Company, (iii) material failure to comply with the Company's written policies or rules, (iv) conviction of, or your plea of "guilty" or "no contest" to, a felony under the laws of the United States or any State, (v) gross misconduct, (vi) continuing failure to perform assigned material duties after receiving written notification of the failure from the Company, or (vii) failure to cooperate in good faith with a governmental or internal investigation of the Company or its directors, officers or employees, if the Company has requested your cooperation.

(c) **"Change in Control"** has the meaning ascribed to such term, or term of similar effect, in the Company's then-current equity incentive plan. Notwithstanding the foregoing, a Change in Control must also constitute a "change in control event," as defined in Treasury Regulation Section 1.409A-3(i)(5), with respect to any compensation or benefit that is subject to Section 409A of the Code.

(d) **"Change in Control Period"** means the period commencing three months prior to a Change in Control and ending 12 months following such Change in Control.

(e) **"Covered Termination"** means the termination of your employment with the Company effected by the Company other than for Cause or your resignation of employment with the Company for Good Reason, and does not include your termination of employment due to death or disability.

(f) **"Good Reason"** means (i) a change in your position with the Company that materially reduces your level of authority or responsibility, (ii) a reduction in your base salary by more than 10%, unless such reduction is part of a generalized salary reduction affecting similarly situated

employees, or (iii) receipt of a notice that your principal workplace will be relocated more than 30 miles from your then-current workplace. Any such event shall not constitute Good Reason unless you provide the Company with written notice thereof no later than 90 days following the initial occurrence of such event, the Company fails to remedy such event (if capable of being remedied) within 30 days of receipt of such notice, and you terminate your employment with the Company within 60 days after the expiration of such 30 day remedial period.

(g) “**Plan Administrator**” means, with respect to Tier 1 Participants and Tier 2 Participants, the Board or the Compensation and Talent Committee of the Board, and with respect to Tier 3 Participants, a committee of one or more employees of the Company designated by the Board or its Compensation and Talent Committee to administer the Plan.

(h) “**Plan Sponsor**” means Reddit, Inc.

(i) “**Section 16 Officer**” means an “officer” within the meaning of Rule 16a-1(f) under the Securities Exchange Act of 1934.

(j) “**Termination Date**” means the date on which you experience a Covered Termination.

(k) “**Tier 1 Participant**” means a Covered Employee who is a Section 16 Officer on the employee’s Termination Date (excluding any reduction in position that is the basis for Good Reason).

(l) “**Tier 2 Participant**” means a Covered Employee who is not a Section 16 Officer but is at the Chief Officer or Executive Vice President level on the employee’s Termination Date (excluding any reduction in position that is the basis for Good Reason).

(m) “**Tier 3 Participant**” means a Covered Employee who is not a Section 16 Officer and is not at the level of Chief Officer or Executive Vice President on the employee’s Termination Date.

6. **Taxes.** All payments to be made under this Plan will be subject to appropriate tax withholding and other deductions.

7. **Amendment of Plan.** Prior to the consummation of a Change in Control, the Plan Administrator shall have the power to amend or terminate this Plan from time to time in its discretion and for any reason (or no reason). On or following the consummation of a Change in Control, the Plan may not be terminated or amended until the later of the first anniversary of the consummation of the Change in Control or the date all payments and benefits eligible to be received hereunder shall have been paid.

## 8. **Claims Procedures.**

(a) Normally, you do not need to present a formal claim to receive benefits payable under this Plan.

(b) If any person (the “**Claimant**”) believes that benefits are being denied improperly, that this Plan is not being operated properly, that fiduciaries of this Plan have breached their duties, or that the Claimant’s legal rights are being violated with respect to this Plan, the Claimant must file a formal claim, in writing, with the Plan Administrator.

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(c) A formal claim must be filed within 90 days after the date the Claimant first knew or should have known of the facts on which the claim is based, unless the Plan Administrator in writing consents otherwise or the deadline to file a claim is temporarily extended under the rules described in Appendix B. The Plan Administrator shall provide a Claimant, on request, with a copy of the claims procedures established under subsection (d).

(d) The Plan Administrator has adopted procedures for considering claims (which are set forth in Appendix B), which it may amend from time to time, as it sees fit. These procedures shall comply with all applicable legal requirements. These procedures may provide that final and binding arbitration shall be the ultimate means of contesting a denied claim (even if the Plan Administrator or its delegates failed to follow the prescribed procedures with respect to the claim such that the claim was deemed denied). The right to receive benefits under this Plan is contingent on a Claimant using the prescribed claims and arbitration procedures to resolve any claim.

## 9. Plan Administration.

(a) The Plan Administrator is responsible for the general administration and management of this Plan and shall have all powers and duties necessary to fulfill its responsibilities, including, but not limited to, the discretion to interpret and apply this Plan and to determine all questions relating to eligibility for benefits. This Plan shall be interpreted in accordance with its terms and their intended meanings. However, the Plan Administrator and all Plan fiduciaries shall have the discretion to interpret or construe ambiguous, unclear, or implied (but omitted) terms in any manner they deem to be appropriate in their sole discretion, and to make any findings of fact needed in the administration of this Plan. The validity of any such interpretation, construction, decision, or finding of fact shall not be given de novo review if challenged in court, by arbitration, or in any other forum, and shall be upheld unless clearly arbitrary or capricious.

(b) All actions taken and all determinations made in good faith by the Plan Administrator or by Plan fiduciaries will be final and binding on all persons claiming any interest in or under this Plan. To the extent the Plan Administrator or any Plan fiduciary has been granted discretionary authority under this Plan, the Plan Administrator's or Plan fiduciary's prior exercise of such authority shall not obligate it to exercise its authority in a like manner thereafter.

(c) If, due to errors in drafting, any Plan provision does not accurately reflect its intended meaning, as demonstrated by consistent interpretations or other evidence of intent, or as determined by the Plan Administrator in its sole discretion, the provision shall be considered ambiguous and shall be interpreted by the Plan Administrator and all Plan fiduciaries in a manner consistent with its intent, as determined in the sole discretion of the Plan Administrator. The Plan Sponsor may amend this Plan retroactively to cure any such ambiguity.

(d) No Plan fiduciary shall have the authority to answer questions about any pending or final business decision of the Company or any affiliate that has not been officially announced, to make disclosures about such matters, or even to discuss them, and no person shall rely on any unauthorized, unofficial disclosure. Thus, before a decision is officially announced, no fiduciary is authorized to tell any employee, for example, that the employee will or will not be laid off or that the Company will or will not offer exit incentives in the future. Nothing in this subsection shall preclude any fiduciary from fully participating in the consideration, making, or official announcement of any business decision.

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(e) This Section may not be invoked by any person to require this Plan to be interpreted in a manner inconsistent with its interpretation by the Plan Administrator or other Plan fiduciaries.

**10. Plan Application.** This Plan shall be the only plan, agreement or arrangement with respect to which benefits may be provided to a Covered Employee upon a termination of employment and supersedes all prior agreements, arrangements or related communications of the Company relating to separation benefits or accelerated vesting benefits for the Covered Employees, whether formal or informal, or written or unwritten. Subject to the foregoing, any benefits under this Plan will be provided to Covered Employees in lieu of benefits under any other separation plan or agreement (including any employment agreement or offer letter). Notwithstanding the foregoing, if an employee of the Company is party to a severance agreement with the Company that specifically provides that the employee shall not be eligible to participate in this Plan, then such employee shall not participate in or be eligible for any benefits under this Plan.

**11. Funding and Payment of Benefits.** This Plan shall be maintained in a manner to be considered “unfunded” for purposes of ERISA. The Company shall be required to make payments only as benefits become due and payable. No person shall have any right, other than the right of an unsecured general creditor against the Company, with respect to the benefits payable hereunder, or which may be payable hereunder, to any employee. If the Company, acting in its sole discretion, establishes a reserve or other fund associated with this Plan, no person shall have any right to or interest in any specific amount or asset of such reserve or fund by reason of amounts which may be payable to such person under this Plan, nor shall such person have any right to receive any payment under this Plan except as and to the extent expressly provided in this Plan. The assets in any such reserve or fund shall be part of the general assets of the Company, subject to the control of the Company.

**12. Successors.** Any successor to the Company (whether direct or indirect and whether by purchase, lease, merger, consolidation, liquidation or otherwise) to all or substantially all of the Company’s business and/or assets shall assume the obligations under this Plan and agree expressly to perform any of the Company’s obligations under this Plan. For the avoidance of doubt, any successor to any affiliate of the Company, including without limitation, a successor to a subsidiary of the Company (whether direct or indirect and whether by purchase, lease, merger, consolidation, liquidation or otherwise), to all or substantially all of such affiliate’s business and/or assets shall assume the obligations under this Plan and agree expressly to perform any of the Company’s obligations under this Plan as such obligations relate to the employees eligible under this Plan employed by the affiliate of the Company. For all purposes under this Plan, the term “Company” shall include any successor to the Company’s and/or Company’s affiliate’s business and/or assets which executes and delivers an assumption agreement or which becomes bound by the terms of the Plan by operation of law. All of your rights hereunder shall inure to the benefit of, and be enforceable by, your personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees and legatees.

**13. Limitation On Employee Rights; At-Will Employment.** This Plan shall not give any employee the right to be retained in the service of the Company or interfere with or restrict the right of the Company to discharge or retire the employee. Except as otherwise provided under applicable law for employees of the Company located outside the United States, all employees of the Company are employed at will.

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14. **No Third-Party Beneficiaries.** This Plan shall not give any rights or remedies to any person other than eligible employees hereunder (or their estates or beneficiaries, in the event of an eligible employee's death) and the Company.

15. **Governing Law.** This Plan is a welfare plan subject to ERISA and it shall be interpreted, administered, and enforced in accordance with that law. To the extent that state law is applicable, the statutes and common law of the jurisdiction in which the Company's headquarters is located shall apply, excluding any that mandate the use of another jurisdiction's laws.

16. **No Assignment of Benefits.** The rights of any person to payments or benefits under this Plan shall not be made subject to option or assignment, either by voluntary or involuntary assignment or by operation of law, including (without limitation) bankruptcy, garnishment, attachment or other creditor's process, and any action in violation of this subsection shall be void.

17. **Miscellaneous.** Where the context so indicates, the singular will include the plural and vice versa. Titles are provided herein for convenience only and are not to serve as a basis for interpretation or construction of this Plan. Unless the context clearly indicates to the contrary, a reference to a statute or document shall be construed as referring to any subsequently enacted, adopted, or executed counterpart.

18. **Section 409A.**

(a) **Separation from Service.** Notwithstanding any provision to the contrary in this Plan, no amount deemed deferred compensation subject to Section 409A of the Code shall be payable pursuant to this Plan unless your termination of employment constitutes a "separation from service" with the Company within the meaning of Section 409A of the Code and the Department of Treasury regulations and other guidance promulgated thereunder ("**Separation from Service**").

(b) **Specified Employee.** Notwithstanding any provision to the contrary in this Plan, if you are deemed at the time of your Separation from Service to be a "specified employee" for purposes of Section 409A(a)(2)(B)(i) of the Code, to the extent delayed commencement of any portion of the benefits to which you are entitled under this Plan is required in order to avoid a prohibited distribution under Section 409A(a)(2)(B)(i) of the Code, such portion of your benefits shall not be provided to you prior to the earlier of (A) the expiration of the six-month period measured from the date of your Separation from Service or (B) the date of your death. Upon the first business day following the expiration of the applicable Code Section 409A(a)(2)(B)(i) period, all payments deferred pursuant to this Section 18 shall be paid in a lump sum to you, and any remaining payments due under this Plan shall be paid as otherwise provided herein.

(c) **Expense Reimbursements and In-Kind Benefits.** To the extent that any reimbursements or in-kind benefits provided pursuant to this Plan are subject to the provisions of Section 409A of the Code, any such reimbursements payable to you pursuant to this Plan shall be paid to you no later than December 31 of the year following the year in which the expense was incurred, the amount of expenses reimbursed or in-kind benefits provided in one year shall not affect the amount eligible for reimbursement or in-kind benefits to be provided in any subsequent year, and your right to reimbursement or in-kind benefits under this Plan will not be subject to liquidation or exchange for another benefit.

(d) **Installments.** For purposes of Section 409A of the Code (including, without limitation, for purposes of Treasury Regulation Section 1.409A-2(b)(2)(iii)), your right to receive any

installment payments under this Plan shall be treated as a right to receive a series of separate payments and, accordingly, each such installment payment shall at all times be considered a separate and distinct payment.

**19. Limitation on Payments.** Notwithstanding anything in this Plan to the contrary, if any payment or distribution you would receive pursuant to this Plan or otherwise (“*Payment*”) would (a) constitute a “parachute payment” within the meaning of Section 280G of the Code and (b) but for this sentence, be subject to the excise tax imposed by Section 4999 of the Code (the “*Excise Tax*”), then such Payment shall either be (i) delivered in full, or (ii) delivered as to such lesser extent which would result in no portion of such Payment being subject to the Excise Tax, whichever of the foregoing amounts, taking into account the applicable federal, state and local income taxes and the Excise Tax, results in the receipt by you on an after-tax basis, of the largest payment, notwithstanding that all or some portion the Payment may be taxable under Section 4999 of the Code. The accounting firm engaged by the Company for general audit purposes as of the day prior to the effective date of the Change in Control shall perform the foregoing calculations. The Company shall bear all expenses with respect to the determinations by such accounting firm required to be made hereunder. The accounting firm shall provide its calculations to you and the Company within 15 calendar days after the date on which your right to a Payment is triggered (if requested at that time by you or the Company) or such other time as requested by the you or the Company. Any good faith determinations of the accounting firm made hereunder shall be final, binding and conclusive upon you and the Company. Any reduction in payments and/or benefits pursuant to this Section 19 will occur in the following order: (1) reduction of cash payments; (2) cancellation of accelerated vesting of equity awards other than stock options; (3) cancellation of accelerated vesting of stock options; and (4) reduction of other benefits payable to you.

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## APPENDIX A

### RELEASE OF CLAIMS

This Release of Claims (“**Release**”) is entered into as of \_\_\_\_\_, 20\_\_\_\_, between [\_\_\_\_\_] (“**Executive**”) and Reddit, Inc., a Delaware corporation (the “**Company**” and, together with Executive, the “**Parties**”), effective [eight days after]<sup>1</sup> [upon]<sup>2</sup> Executive’s signature hereto (the “**Effective Date**”) [, unless Executive revokes Executive’s acceptance of this Release as provided in Paragraph 1(c), below.]<sup>3</sup>

**1. Executive’s Release of the Company.** Executive understands that by agreeing to this Release, Executive is agreeing not to sue, or otherwise file any claim against, the Company or any of its employees or other agents for any reason whatsoever based on anything that has occurred as of the date Executive signs this Release.

(a) On behalf of Executive and Executive’s heirs and assigns, Executive hereby releases and forever discharges the “Releasees” hereunder, consisting of the Company, and each of its owners, affiliates, divisions, predecessors, successors, assigns, agents, directors, officers, partners, employees, and insurers, and all persons acting by, through, under or in concert with them, or any of them, of and from any and all manner of action or actions, cause or causes of action, in law or in equity, suits, debts, liens, contracts, agreements, promises, liability, claims, demands, damages, loss, cost or expense, of any nature whatsoever, known or unknown, fixed or contingent (hereinafter called “Claims”), which Executive now has or may hereafter have against the Releasees, or any of them, by reason of any matter, cause, or thing whatsoever from the beginning of time to the date hereof, including, without limiting the generality of the foregoing, any Claims arising out of, based upon, or relating to Executive’s hire, employment, remuneration or resignation by the Releasees, or any of them, including Claims arising under federal, state, or local laws relating to employment, Claims of any kind that may be brought in any court or administrative agency, any Claims arising under [the Age Discrimination in Employment Act (“ADEA”), 29 U.S.C. § 621, et seq.];<sup>4</sup> Title VII of the Civil Rights Act of 1964, as amended by the Civil Rights Act of 1991, 42 U.S.C. § 2000 et seq.; the Equal Pay Act, 29 U.S.C. § 206(d); the Civil Rights Act of 1866, 42 U.S.C. § 1981; the Family and Medical Leave Act of 1993, 29 U.S.C. § 2601 et seq.; the Americans with Disabilities Act of 1990, 42 U.S.C. § 12101 et seq.; the False Claims Act, 31 U.S.C. § 3729 et seq.; the Employee Retirement Income Security Act, 29 U.S.C. § 1001 et seq.; the Worker Adjustment and Retraining Notification Act, 29 U.S.C. § 2101 et seq. the Fair Labor Standards Act, 29 U.S.C. § 215 et seq., the Sarbanes-Oxley Act of 2002; the California Labor Code; the employment and civil rights laws of California; and any and all other federal, state and local laws, statutes, executive orders, regulations municipal ordinances, common law, and any other jurisdiction worldwide; Claims for breach of contract; Claims arising in tort, including, without limitation, Claims of wrongful dismissal or discharge, discrimination, harassment, retaliation, fraud, misrepresentation, defamation, libel, infliction of emotional distress, violation of public policy, and/or breach of the implied covenant of good faith and fair dealing; and Claims for damages or

<sup>1</sup> NTD: For employees 40 and over.

<sup>2</sup> NTD: For employees under 40.

<sup>3</sup> NTD: For employees 40 and over.

<sup>4</sup> NTD: For employees 40 and over.

other remedies of any sort, including, without limitation, compensatory damages, punitive damages, injunctive relief and attorney's fees.<sup>5</sup>

(b) Notwithstanding the generality of the foregoing, Executive does not release the following claims:

(i) Claims for unemployment compensation or any state disability insurance benefits pursuant to the terms of applicable state law;

(ii) Claims for workers' compensation insurance benefits under the terms of any worker's compensation insurance policy or fund of the Company;

(iii) Claims to continued participation in certain of the Company's group benefit plans pursuant to the terms and conditions of COBRA;

(iv) Claims to any benefit entitlements vested as the date of Executive's employment termination, pursuant to written terms of any Company employee benefit plan;

(v) Claims for indemnification under any indemnification agreement with the Company, the Company's Bylaws, California Labor Code Section 2802 or any other applicable law; and

(vi) Executive's right to bring to the attention of the Equal Employment Opportunity Commission claims of discrimination; provided, however, that Executive does release Executive's right to secure any damages for alleged discriminatory treatment.

(c) [In accordance with the Older Workers Benefit Protection Act of 1990, Executive has been advised of the following:

(i) Executive has the right to consult with an attorney before signing this Release;

(ii) Executive has been given at least [21 OR 45] days to consider this Release;

(iii) Executive has seven days after signing this Release to revoke it, and Executive will not receive the severance benefits provided by the Reddit, Inc. Executive Change in Control and Severance Plan (the "Severance Plan") unless and until such seven day period has expired. If Executive wishes to revoke this Release, Executive must deliver notice of Executive's revocation in writing, no later than 5:00 p.m. on the seventh day following Executive's execution of this Release to [\_\_\_\_\_.].]<sup>6</sup>

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<sup>5</sup> NTD: To be expanded if Executive is located outside of California.

<sup>6</sup> NTD: For employees 40 and over.

(d) EXECUTIVE ACKNOWLEDGES THAT EXECUTIVE HAS BEEN ADVISED OF AND IS FAMILIAR WITH THE PROVISIONS OF CALIFORNIA CIVIL CODE SECTION 1542, WHICH PROVIDES AS FOLLOWS:

**“A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.”**

BEING AWARE OF SAID CODE SECTION, EXECUTIVE HEREBY EXPRESSLY WAIVES ANY RIGHTS EXECUTIVE MAY HAVE THEREUNDER, AS WELL AS UNDER ANY OTHER STATUTES OR COMMON LAW PRINCIPLES OF SIMILAR EFFECT.

2. **Executive Representations.** Executive represents and warrants that:

(a) Executive has returned to the Company all Company property in Executive's possession or control and has left intact all electronic Company documents, including those that Executive developed or helped to develop during Executive's employment, and Executive has not retained any copies;

(b) Executive further confirms that Executive has cancelled all accounts for Executive's benefit, if any, in the Company's name and also confirms that Executive has provided to the Company all user names or IDs and related passwords or other login or access information for all Company-related equipment, software, hardware, and electronic or digital programs, systems, or interfaces;

(c) Executive is not owed wages, commissions, bonuses or other compensation, other than wages through the date of the termination of Executive's employment and any accrued, unused vacation earned through such date, and any payments that become due under the Reddit, Inc. Executive Change in Control and Severance Plan (the “**Severance Plan**”);

(d) During the course of Executive's employment Executive did not sustain any injuries for which Executive might be entitled to compensation pursuant to worker's compensation law or Executive has disclosed any injuries of which Executive is currently, reasonably aware for which Executive might be entitled to compensation pursuant to worker's compensation law;

(e) Executive has not initiated any adversarial proceedings of any kind against the Company or against any other person or entity released herein, nor will Executive do so in the future, except as specifically allowed by this Release;

(f) Executive agrees that, to the extent permitted by law and except as otherwise permitted by this Release, the terms and provisions of this Release, and the contents of the negotiations and discussions in this Release, were made and entered into in strict confidence and must remain confidential;

(g) Executive agrees not to disclose or offer to disclose any of the terms or provisions of this Release or the negotiations leading to this Release to any person or entity,

except as otherwise agreed to in writing by an authorized representative of the Company, and the sole exceptions to the obligations under this paragraph are (i) disclosures required by law, (ii) to enforce any obligations under this Release or (iii) disclosures to Executive's immediate family, attorneys and/or financial advisors, who will be advised of the confidential nature of this Release and must agree to be bound by its terms as if a party hereto;

(h) Executive will hold in strictest confidence and will not, directly or indirectly, disclose, use, lecture upon or publish to anyone outside the Company any confidential or proprietary information concerning the Company, including but not limited to confidential or proprietary information, processes or trade secrets available to Executive in the capacity as an employee of the Company (hereinafter referred to as "Confidential Information");

(i) Executive will not make use of any Confidential Information for Executive's own purposes or for the benefit of anyone or any other entity other than for the Company;

(j) Executive acknowledges and agrees that there are continuing obligations to the Company pursuant to the Executive's Proprietary Information and Inventions Agreement (the "PIIA") that remain in effect beyond the termination of Executive's employment, and that this Release does not release Executive from such obligations;

(k) Executive agrees to cooperate with the Company to effectuate a full transition of Executive's duties and also agrees to (i) be reasonably available to the Company to respond to requests by the Company for information, execute documents and paperwork, or complete additional tasks necessary to provide the Company with reasonable transition support and (ii) cooperate reasonably and promptly with the Company and its affiliates or any of their designees in any investigation, proceeding, deposition, administrative review, court hearing, or litigation brought against the Company or any of the Releasees by any government agency or private party pertaining to matters occurring during Executive's employment with the Company or any of the Releasees with respect to business issues or claims and litigation of which Executive has personal or corporate knowledge, or that arose in Executive's organization or chain of command, and only reasonable out-of-pocket expenses in assisting the Company, a Releasee, or any affiliate at its request, will be reimbursed; and

(l) Executive will not at any time hereafter make, either publicly or privately, either verbal or written, any derogatory, disparaging, or untruthful statements about the Company or any of the Releasees to any third parties, including, without limitation, to any electronic or print news media or other publications, or any community organizations.

**3. Termination and Return of Payments.** In the event that Executive breaches any of the obligations of this Release, Executive agrees that the Company shall have the right to terminate and recover its payments to Executive pursuant to this Release. Executive further agrees that the termination or recovery of such payments in the event of breach will not affect Executive's continuing obligations under this Release.

**4. Relief in Event of Breach.** Executive agrees and acknowledges that the Company or the other Releasees would suffer irreparable harm and would not have an adequate remedy at law for money damages if Executive breached this Release. Accordingly, Executive acknowledges that the Company or the other Releasees are entitled to seek a temporary or permanent injunction or injunctions to prevent breaches of performance, and to specific enforcement of applicable

covenants in addition to any other remedy to which the Company or the other Releasees may be entitled, at law or in equity. Both Executive and the Company further acknowledge and agree that, if any action at law or in equity, including an action for declaratory relief, is brought to enforce or interpret the provisions of this Release, the party prevailing in any such litigation shall recover from the adverse party its actual damages and reasonable costs and expenses, including, without limitation, reasonable attorneys' fees incurred in connection with such dispute and litigation.

5. **Severability.** The provisions of this Release are severable. If any provision is held to be invalid or unenforceable, it shall not affect the validity or enforceability of any other provision.

6. **Choice of Law.** This Release shall in all respects be governed and construed in accordance with the laws of the State of [California],<sup>7</sup> including all matters of construction, validity and performance, without regard to conflicts of law principles.

7. **Integration Clause.** This Release and the Severance Plan contain the Parties' entire agreement with regard to the separation of Executive's employment, and supersede and replace any prior agreements as to those matters, whether oral or written. This Release may not be changed or modified, in whole or in part, except by an instrument in writing signed by Executive and a duly authorized officer or director of the Company.

8. **Execution in Counterparts.** This Release may be executed in counterparts with the same force and effectiveness as though executed in a single document. Electronic signatures shall have the same force and effectiveness as original signatures.

9. **Intent to be Bound.** The Parties have carefully read this Release in its entirety; fully understand and agree to its terms and provisions; and intend and agree that it is final and binding on all Parties.

*(Signature page follows)*

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<sup>7</sup> NTD: To be the state in which Executive is located.

The Parties have executed the foregoing on the dates shown below.

**EXECUTIVE**

**REDDIT, INC.**

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By:  
Title:

Date: \_\_\_\_\_

Date: \_\_\_\_\_

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Appendix A-6

## APPENDIX B

### Detailed Claims And Arbitration Procedures

#### **1. Claims Procedure**

Claims for benefits under the Plan shall be administered in accordance with Section 503 of ERISA and the Department of Labor Regulations thereunder. The Plan Administrator shall make all determinations as to the rights of any Claimant. A Claimant may authorize a representative to act on his or her behalf with respect to any claim under the Plan.

##### **Initial Claims**

All claims shall be presented to the Plan Administrator in writing at the address in Appendix C. Within 90 days after receiving a claim, a claims official appointed by the Plan Administrator shall consider the claim and issue his or her determination thereon in writing. If the Plan Administrator or claims official determines that an extension of time is necessary, the claims official may extend the determination period for up to an additional 90 days by giving the Claimant written notice indicating the special circumstances requiring the extension of time prior to the termination of the initial 90 day period. Any claims that the Claimant does not pursue in good faith through the initial claims stage shall be treated as having been irrevocably waived.

##### **Claims Decisions**

If the claim is granted, the benefits or relief the Claimant seeks shall be provided. If the claim is wholly or partially denied, the claims official shall, within 90 days (or a longer period, as described above), provide the Claimant with written notice of the denial, setting forth, in a manner calculated to be understood by the Claimant: (1) the specific reason or reasons for the denial; (2) specific references to the provisions on which the denial is based; (3) a description of any additional material or information necessary for the Claimant to perfect the claim, together with an explanation of why the material or information is necessary; and (4) an explanation of the procedures for appealing denied claims and time limits applicable to such procedures, including a statement of the Claimant's right to submit a request for arbitration after the appeal is denied or deemed denied. If the Claimant can establish that the claims official has failed to respond to the claim in a timely manner, the Claimant may treat the claim as having been denied by the claims official.

##### **Appeals of Denied Claims**

Each Claimant shall have the opportunity to appeal the claims official's denial of a claim. All appeals shall be presented to the Plan Administrator in writing at the address in Appendix C. The appeal will be reviewed by the Plan Administrator or its designee (the "claims official"). A Claimant must appeal a denied claim within 60 days after receipt of written notice of denial of the claim, or within 60 days after it was due if the Claimant did not receive it by its due date, subject to the temporary extension of deadlines described in the paragraph below. The Claimant shall have the opportunity to submit written comments, documents, records and other information relating to the Claimant's claim. The Claimant (or the Claimant's duly authorized representative) shall be provided upon request and free of charge, reasonable access to, and copies of, all documents, records and other information relevant to the Claimant's claim. The appeals official shall take into account during its review all comments, documents, records and other information submitted by the Claimant relating to the claim, without regard to whether such information was submitted or considered in the initial benefits review. Any claims that the Claimant

does not pursue in good faith through the appeals stage, such as by failing to file a timely appeal request, shall be treated as having been irrevocably waived.

### **Appeals Decisions**

The decision by the appeals official shall be made not later than 60 days after the written appeal is received by the Plan Administrator, however, if the appeals official determines that an extension of time is necessary, the appeals official may extend the determination period for up to an additional 60 days by giving the Claimant written notice indicating the special circumstances requiring the extension of time prior to the termination of the initial 60 day period.

However, if the appeals official is a committee that meets at least quarterly, then the decision by the appeals official shall be made not later than the date of the meeting that immediately follows the Plan's receipt of an appeal request, unless the appeal request is filed within 30 days preceding the date of such meeting. In such case, a benefit determination may be made by no later than the date of the second meeting following the Plan's receipt of the appeal request. If special circumstances require a further extension of time for processing, a benefit determination shall be rendered no later than the third meeting of the appeals official following the Plan's receipt of the appeal request. If such an extension of time for review is required, the appeals official shall provide the Claimant with written notice of the extension, describing the special circumstances and the date as of which the benefit determination will be made, prior to the commencement of the extension. The appeals official shall notify the Claimant of the benefit determination as soon as possible but not later than five days after it has been made.

The appeal decision shall be in writing, shall be set forth in a manner calculated to be understood by the Claimant and shall include the following: (1) the specific reason or reasons for the denial; (2) specific references to the Plan provisions on which the denial is based; (3) a statement that the Claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records and other information relevant to the Claimant's claim, and (4) a statement of the Claimant's right to submit a request for arbitration and the deadline for doing so. If a Claimant does not receive the appeal decision by the date it is due, the Claimant may deem the appeal to have been denied. Subject to applicable law, any decision made in accordance with the claims procedures in this Appendix B is final and binding on all parties and shall be given the maximum possible deference allowed by law.

### **Procedures**

The Plan Administrator shall adopt procedures by which initial claims shall be considered and appeals shall be resolved; different procedures may be established for different claims. All procedures shall be designed to afford a Claimant full and fair consideration of his or her claim and appeal.

### **Arbitration of Rejected Appeals**

If a Claimant has pursued a claim through the appeal stage of these claims procedures, the Claimant may contest the actual or deemed denial of that claim through arbitration, as described below. In no event shall any denied claim be subject to resolution by any means (such as in a court of law) other than arbitration in accordance with the following provisions.

## 2. Arbitration Procedure

### **Request for Arbitration**

A Claimant must submit a request for arbitration to the Plan Administrator within 60 days after receipt of the written denial of an appeal (or within 60 days after he or she should have received the determination). The Claimant or the Plan Administrator may bring an action in any court of appropriate jurisdiction to compel arbitration in accordance with these procedures.

### **Applicable Arbitration Rules**

If the Claimant has entered into a valid arbitration agreement with the Company, the arbitration shall be conducted in accordance with that agreement. If not, the rules set forth in the balance of this Appendix shall apply: The arbitration shall be held under the auspices of the Judicial Arbitration and Mediation Service (“**JAMS**”). Except as provided below, the arbitration shall be in accordance with JAMS’ then-current employment dispute resolution rules. A copy of the rules currently in effect can be found at <https://www.jamsadr.com/rules-employment-arbitration>. The Arbitrator shall apply the Federal Rules of Evidence and shall have the authority to entertain a motion to dismiss or a motion for summary judgment by any party and shall apply the standards governing such motions under the Federal Rules of Civil Procedure. The Federal Arbitration Act shall govern all arbitrations that take place under these Detailed Claims and Arbitration Procedures (or that are required to take place under them), and shall govern the interpretation or enforcement of these Procedures or any arbitration award. To the extent that the Federal Arbitration Act is inapplicable, California law pertaining to arbitration agreements shall apply.

### **Arbitrator**

The arbitrator (the “**Arbitrator**”) shall be an attorney familiar with employee benefit matters who is licensed to practice law in the state in which the arbitration is convened. The Arbitrator shall be selected in the following manner from a list of eleven arbitrators drawn by the sponsoring organization under whose auspices the arbitration is being conducted and taken from its panel of labor and employment arbitrators. Each party shall designate all arbitrators on the list whom they find acceptable; the parties shall then alternately strike arbitrators from the list of arbitrators acceptable to both parties, with the party who did not initiate the arbitration striking first. If only one arbitrator is acceptable to both parties, he or she will be the Arbitrator. If none of the arbitrators is acceptable to both parties, a new panel of arbitrators shall be obtained from the sponsoring organization and the selection process shall be repeated.

### **Location**

The arbitration will take place in or near the city in which the Claimant is or was last employed by the Company or in which the Plan is principally administered, whichever is specified by the Plan Administrator, or in such other location as may be acceptable to both the Claimant and the Plan Administrator.

### **Authority of Arbitrator**

The Arbitrator shall have the authority to resolve any factual or legal claim relating to the Plan or relating to the interpretation, applicability, or enforceability of these arbitration procedures, including, but not limited to, any claim that these procedures are void or voidable. The Arbitrator may grant a Claimant’s claim only if the Arbitrator determines that it is justified because: (1) the appeals official erred

on an issue of law; or (2) the appeals official's findings of fact, if applicable, were not supported by substantial evidence. The arbitration shall be final and binding on all parties.

### **Limitation on Scope of Arbitration**

The Claimant may not present any evidence, facts, arguments, or theories at the arbitration that the Claimant did not pursue in his or her appeal, except in response to new evidence, facts, arguments, or theories presented on behalf of the other parties to the arbitration. However, an arbitrator may permit a Claimant to present additional evidence or theories if the Arbitrator determines that the Claimant was precluded from presenting them during the claim and appeal procedures due to procedural errors of the Plan Administrator or its delegates. Each Claimant may only submit individual claims to the Arbitrator, and the Arbitrator may only review individual, not class, claims.

### **Administrative Record**

The Plan Administrator shall submit to the Arbitrator a certified copy of the record on which the appeals official's decision was made.

### **Experts, Depositions, and Discovery**

Except as otherwise permitted by the Arbitrator on a showing of substantial need, either party may: (1) designate one expert witness; (2) take the deposition of one individual and the other party's expert witness; (3) propound requests for production of documents; and (4) subpoena witnesses and documents relating to the discovery permitted in this paragraph.

### **Pre-Hearing Procedures**

At least 30 days before the arbitration hearing, the parties must exchange lists of witnesses, including any expert witnesses, and copies of all exhibits intended to be used at the hearing. The Arbitrator shall have jurisdiction to hear and rule on pre-hearing disputes and is authorized to hold pre-hearing conferences by telephone or in person, as the Arbitrator deems necessary.

### **Transcripts**

Either party may arrange for a court reporter to provide a stenographic record of the proceedings at the party's own cost.

### **Post-Hearing Procedures**

Either party, on request at the close of the hearing, may be given leave to file a post-hearing brief within the time limits established by the Arbitrator.

### **Costs and Attorneys' Fees**

Each party shall bear its own costs and attorneys' fees in connection with the arbitration, provided that the Company shall bear the costs of the Arbitrator and administrative fees.

### **Arbitration Award**

The Arbitrator shall render an award and opinion in the form typically rendered in labor arbitrations. Within 20 days after issuance of the Arbitrator's award and opinion, either party may file with the Arbitrator a motion to reconsider, which shall be accompanied by a supporting brief. If such a motion is filed, the other party shall have 20 days from the date of the motion to respond, after which the Arbitrator shall reconsider the issues raised by the motion and either promptly confirm or promptly change his or her decision. The decision shall then be final and conclusive on the parties. Arbitrator fees and other costs of a motion for reconsideration shall be borne by the losing party, unless the Arbitrator orders otherwise. Either party may bring an action in any court of appropriate jurisdiction to enforce an arbitration award. A party opposing enforcement of an arbitration award may not do so in an enforcement proceeding, but must bring a separate action in a court of competent jurisdiction to set aside the award. In any such action, the standard of review shall be the same as that applied by an appellate court reviewing the decision of a trial court in a nonjury trial.

### **Severability**

The invalidity or unenforceability of any part of these arbitration procedures shall not affect the validity of the rest of the procedures.

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## APPENDIX C

### ADDITIONAL INFORMATION RIGHTS UNDER ERISA

As a participant in the Plan, you are entitled to certain rights and protections under ERISA. ERISA provides that all Plan participants will be entitled to:

#### **Receive Information About Your Plan and Benefits**

1. Examine, without charge, at the Company's headquarters, all documents governing the Plan, if any, and a copy of the latest annual report (Form 5500 Series) filed by the Plan with U.S. Department of Labor and available at the Public Disclosure Room of the Pension and Welfare Benefit Administration .
2. Obtain, upon written request to the Plan Administrator, copies of documents governing the operation of the Plan, including copies of the latest annual report (Form 5500 Series) and updated summary plan description. The Plan Administrator may make a reasonable charge for the copies.
3. Receive a summary of the Plan's annual financial report, if any. The Plan Administrator is required by law to furnish each participant with a copy of this summary annual report.

#### **Prudent Actions by Plan Fiduciaries**

In addition to creating rights for Plan participants, ERISA imposes duties upon the people who are responsible for the operation of the employee benefit plan. The people who operate your Plan, called "fiduciaries" of the Plan, have a duty to do so prudently and in the interest of you and other Plan participants and beneficiaries. No one, including the Company, or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a welfare benefit or exercising your right under ERISA.

#### **Enforce Your Rights**

If your claim for a welfare benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules. Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of plan documents or the latest annual report from the Plan and do not receive them within 30 days, you may file suit in a Federal court. In such a case, the court may require the Plan Administrator to provide the materials and pay you up to \$110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the Plan Administrator. If you have a claim for benefits, which is denied or ignored, in whole or in part, you may file suit in a state or Federal court. If it should happen that Plan fiduciaries misuse the Plan's money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a Federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

## **Assistance with Your Questions**

If you have any questions about your Plan, you should contact the Plan Administrator. If you should have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the Plan Administrator, you should contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue N. W., Washington, D. C. 20210. You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

## **ADMINISTRATIVE INFORMATION**

Name of Plan:	Reddit, Inc. Executive Change in Control and Severance Plan
Plan Sponsor:	Reddit, Inc. 1455 Market Street, Suite 1600 San Francisco, CA 94103 Tel: (415) 891-7717
Plan Administrator:	Compensation Committee of the Board of Directors of Reddit, Inc. 1455 Market Street, Suite 1600 San Francisco, CA 94103 Tel: (415) 891-7717
Type of Administration:	Self-Administered
Type of Plan:	Severance Pay Employee Welfare Benefit Plan
Employer Identification Number:	45-2546501
Direct Questions Regarding the Plan to:	Reddit People Team 1455 Market Street, Suite 1600 San Francisco, CA 94103 Tel: (415) 891-7717
Agent for Service of Legal Process:	1455 Market Street, Suite 1600 San Francisco, CA 94103 Tel: (415) 891-7717 Service of Legal Process may also be made upon the Plan Administrator.
Plan Year End:	December 31
Plan Number:	502
Funding:	The Plan is unfunded. Plan benefits are paid as needed from the general assets of the Company.

**Reddit, Inc.**  
**Insider Trading Compliance Policy and Procedures**  
**(Last Updated: February 3, 2026)**

Federal and state laws prohibit trading in the securities of a company while in possession of material nonpublic information and in breach of a duty of trust or confidence. These laws also prohibit anyone who is aware of material nonpublic information from providing this information to others who may trade. Violating such laws can undermine investor trust, harm the reputation and integrity of Reddit, Inc. (together with its subsidiaries, “Reddit”) and result in dismissal or even serious criminal and civil charges against the individual and Reddit. Reddit reserves the right to take disciplinary or other measure(s) it determines to be appropriate in any particular situation, including disclosure of wrongdoing to governmental authorities.

**Persons Covered and Administration of Policy**

This Insider Trading Compliance Policy and Procedures (this “Policy”) applies to all officers, directors, and employees of Reddit. For purposes of this Policy, “officers” refer to those individuals who meet the definition of “officer” under Section 16 of the Securities Exchange Act of 1934 (as amended, the “Exchange Act”). Individuals subject to this Policy are also responsible for ensuring that members of their household comply with this Policy (e.g. spouses, domestic partners, children).

This Policy also applies to any entities controlled by individuals subject to the Policy, including any corporations, limited liability companies, partnerships, or trusts, and transactions by these entities should be treated for the purposes of this Policy as if they were for the individual’s own account. However, the sections “Blackout Periods,” “Post-Termination Transactions,” and “Transactions Prohibited at all Times” of this Policy will not apply to any entity that engages in the investment in securities in the ordinary course of its business (including, but not limited to, any investment fund, partnership, or family office) if such entity has established its own written insider trading controls and procedures in compliance with applicable securities law. Reddit may determine that this Policy applies to additional persons with access to material nonpublic information, such as contractors or consultants. Officers, directors, and employees, together with any other person designated as being subject to this Policy by the Compliance Officer are referred to collectively as “Covered Persons.” For purposes of this policy, “Compliance Officer” means the Chief Legal Officer (or if no such employee at Reddit has that title, or in the absence of the Chief Legal Officer, the most senior in-house attorney of Reddit) or his or her designee.

Questions regarding the Policy should be directed to the Compliance Officer, who is responsible for the administration of this Policy, at ##. Actions taken by Reddit do not

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constitute legal advice, nor do they insulate you from the consequences of noncompliance with this Policy.

## **Policy Statement**

### **No Purchase or Sale of any Reddit Security while in Possession of MNPI**

No Covered Person shall purchase or sell any type of security of Reddit while in possession of material nonpublic information (“MNPI”). In addition, if a Covered Person is in possession of MNPI about other publicly-traded companies obtained in the course of the Covered Person’s employment or service with Reddit, such as suppliers, partners, customers, competitors, or potential acquisition targets, the Covered Person may not trade in such other companies’ securities until the information becomes public or is no longer material. Further, no Covered Person shall purchase or sell any security of any other company, including another company in Reddit’s industry, while in possession of MNPI about that other company or MNPI about Reddit that is material to such other company if such information is obtained in the course of the Covered Person’s employment or service with Reddit, provided, however, this Policy will also not apply to purchases and sales of securities of any other company in which a third party has discretionary authority to execute such purchases and sales, outside the control of the Covered Person, so long as such third party does not possess any MNPI relating to Reddit.

### **No Communication of MNPI Other than on a Need-to-Know Basis**

In addition, Covered Persons shall not directly or indirectly communicate MNPI to anyone outside Reddit (except in accordance with Reddit’s policies regarding confidential information) or to anyone within Reddit other than on a “need-to-know” basis.

### ***Tipping***

Covered Persons shall not give trading advice about Reddit unless the advice is to tell someone not to trade our securities because the trade would violate this Policy or the law.

### **Definitions of Securities, Purchase & Sale**

“Securities” includes stocks, bonds, notes, debentures, options, warrants, equity and other convertible securities, as well as derivative instruments

“Purchase” and “sale” are defined broadly under the federal securities law. “Purchase” includes not only the actual purchase of a security, but also any contract to purchase or otherwise acquire a security. “Sale” includes not only the actual sale of a security, but also any contract to

sell or otherwise dispose of a security. These definitions extend to a broad range of transactions, including conventional cash-for-stock transactions, conversions, the exercise of stock options, transfers, gifts, and acquisitions and exercises of warrants or puts, calls, pledging, and margin loans, or other derivative securities.

The laws and regulations concerning insider trading are complex, and Covered Persons are encouraged to seek guidance from the Compliance Officer at ### prior to considering a transaction in Reddit securities.

## **Blackout Periods**

### **No Purchase or Sale of Reddit Securities During the Pre-Earnings Blackout Period**

No Covered Person shall purchase or sell any Reddit security during the period beginning on the 15th calendar day of the last month of any fiscal quarter of Reddit and ending after completion of the second full trading day after the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by Reddit, such period, a “blackout period.” A “trading day” is a day on which U.S. national stock exchanges are open for trading. If, for example, Reddit were to make an announcement on Monday prior to 9:30 a.m. Eastern Time, then the blackout period would terminate after the close of trading on Tuesday. If an announcement were made on Monday after 9:30 a.m. Eastern Time, then the blackout period would terminate after the close of trading on Wednesday. If you have any questions as to whether information is publicly available, please direct an inquiry to the Compliance Officer at ####.

### **Exceptions to the Blackout Period**

The above prohibitions do not apply to:

- exercises of stock options or other equity awards or the surrender of shares to Reddit in payment of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, or vesting of equity-based awards, in each case, that do not involve a market sale of Reddit securities. The “cashless exercise” of a Reddit stock option or other equity award through a broker does involve a market sale of Reddit securities, and therefore would not qualify under this exception;
- Gifts, charitable contributions, or other transfers without consideration of Reddit securities, provided, however, that such gift, contribution, or transfer has been approved in advance by the Compliance Officer;

- purchases of Reddit stock through periodic, automatic payroll contributions, or making election changes, under our Employee Stock Purchase Plan. However, any sales of stock acquired under the ESPP are subject to trading restrictions under this Policy;
- settling RSUs pursuant to a net settlement or a “sale to cover” for non-discretionary, automatic tax withholdings initiated and approved by Reddit for the payment of taxes upon the vesting of RSUs; or
- purchases or sales of Reddit securities made pursuant to a plan adopted to comply with the Exchange Act Rule 10b5-1 (“Rule 10b5-1”).

Exceptions to the blackout period policy may be approved only by the Audit Committee of the Board of Directors or the Chief Legal Officer, and in the case of exceptions for directors, the Audit Committee of the Board of Directors (or if the director is a member of the Audit Committee, the Board of the Directors).

### **Special Blackout Periods**

The Compliance Officer may recommend that directors, officers, employees, or others suspend trading in Reddit securities outside of the regular pre-earnings blackout period (such period, a “Special Blackout Period”), because of developments that have not yet been disclosed to the public. Individuals who are subject to a Special Blackout Period will be notified when this Special Blackout Period closes and opens. Subject to the exceptions noted above, all of those individuals affected should not trade in Reddit securities while the Special Blackout Period is in effect, and should not disclose to others that the Special Blackout Period exists.

### **Preclearance of Trades by Directors, Officers, and Employees**

Directors, officers, and certain other employees, consultants, or contractors designated by the Compliance Officer must seek preclearance from the Compliance Officer before transacting in Reddit securities (each, a “Preclearance Person”). Preclearance should not be understood to represent legal advice by Reddit that a proposed transaction complies with the law.

A request for preclearance must be in writing to ###, should be made at least two business days in advance of the proposed transaction, and should include the identity of the Preclearance Person, a description of the proposed transaction, the proposed date of the transaction, and the number of shares or other securities involved. In addition, the Preclearance Person must execute a certification that he or she is not aware of MNPI about Reddit. The Compliance Officer, or the Chief Financial Officer for transactions by the Compliance Officer, shall have sole discretion to decide whether to clear any contemplated transaction. All trades that are precleared must be effected within five business days of receipt of the preclearance. A

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precleared trade (or any portion of a precleared trade) that has not been effected during the five business day period must be submitted for preclearance determination again prior to execution. Notwithstanding receipt of preclearance, if the Preclearance Person becomes aware of MNPI, or becomes subject to a blackout period before the transaction is effected, the transaction may not be completed. Transactions under a previously established Rule 10b5-1 Trading Plan that has been preapproved in accordance with this Policy are not subject to further preclearance.

None of Reddit, the Compliance Officer, Chief Financial Officer, or Reddit's other employees will have any liability for any delay in reviewing, or refusal of, a request for preclearance.

### **What is Material Nonpublic Information?**

Information is considered “material” if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell, or hold a security, or if the information is likely to have a significant effect on the market price of the security. Material information can be positive or negative, and can relate to virtually any aspect of a company’s business or to any type of security, debt, or equity. Also, information that something is likely to happen in the future—or even just that it may happen—could be deemed material.

Examples of material information may include (but are not limited to) information about:

- corporate earnings or earnings forecasts;
- significant business trends or metrics;
- changes in business strategy;
- possible mergers, acquisitions, tender offers, or dispositions;
- gain or loss of significant customers;
- major new products or product developments;
- important business developments, such as major contract negotiations, awards or cancellations, or regarding strategic partners such as ad agencies or cloud vendors;
- management or control changes;
- significant borrowing or financing developments including pending public sales or offerings of debt or equity securities;
- defaults on borrowings;

- stock splits or dividends;
- bankruptcies;
- cybersecurity or data security incidents; and
- significant litigation or regulatory actions.

Information is “nonpublic” if it is not available to the general public. In order for information to be considered “public,” it must be widely disseminated in a manner that makes it generally available to investors in a Regulation FD-compliant method, such as through a press release, a filing with the U.S. Securities and Exchange Commission (the “SEC”) or a Regulation FD-compliant conference call. The Compliance Officer shall have sole discretion to decide whether information is public for purposes of this Policy.

The circulation of rumors, even if accurate and reported in the media, does not constitute public dissemination. In addition, even after a public announcement, a reasonable period of time may need to lapse in order for the market to react to the information. Generally, the passage of two full trading days following release of the information to the public, is a reasonable waiting period before such information is deemed to be public.

### **Post-Termination Transactions**

If an individual is in possession of MNPI when the individual’s employment or service with Reddit terminates, the individual may not trade in Reddit securities until that information has become public or is no longer material.

### **Transactions Prohibited at all Times**

Reddit has determined that there is a heightened legal risk and the appearance of improper or inappropriate conduct if persons subject to this Policy engage in certain types of transactions. Therefore, Covered Persons shall comply with the following policies with respect to certain transactions in Reddit securities.

#### ***Short Sales***

Short sales of Reddit securities are prohibited by this Policy. Short sales of Reddit securities, or sales of shares that the insider does not own at the time of sale, or sales of shares against which the insider does not deliver the shares within 20 days after the sale, evidence an expectation on the part of the seller that the securities will decline in value, and, therefore, signal to the market that the seller has no confidence in Reddit or its short-term prospects. In addition,

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Section 16(c) of the Exchange Act prohibits Section 16 reporting persons (i.e., directors, officers, and Reddit's 10% stockholders) from making short sales of Reddit equity securities.

### ***Options***

Transactions in puts, calls, or other derivative securities involving Reddit equity securities, on an exchange, on an over-the-counter market, or in any other organized market, are prohibited by this Policy. A transaction in options is, in effect, a bet on the short-term movement of Reddit's stock and, therefore, creates the appearance that a Covered Person is trading based on MNPI. Transactions in options, whether traded on an exchange, on an over-the-counter market, or any other organized market, also may focus a Covered Person's attention on short-term performance at the expense of Reddit's long-term objectives.

### ***Hedging Transactions***

Hedging transactions involving Reddit securities, such as prepaid variable forward contracts, equity swaps, collars, and exchange funds, or other transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of Reddit equity securities, are prohibited by this Policy. Such transactions allow the Covered Person to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the Covered Person may no longer have the same objectives as Reddit's other stockholders.

### ***Margin Accounts and Pledging***

Individuals are prohibited from pledging Reddit securities as collateral for a loan, purchasing Reddit securities on margin (i.e., borrowing money to purchase the securities), or placing Reddit securities in a margin account. This prohibition does not apply to cashless exercises of stock options under Reddit's equity plans, nor to pledges that were in place prior to the initial effective date of this Policy.

### ***Partnership Distributions***

Nothing in this Policy is intended to limit the ability of an investment fund, venture capital partnership, or other similar entity with which a director is affiliated to distribute Reddit securities to its partners, members, or other similar persons. It is the responsibility of each affected director and the affiliated entity, in consultation with their own counsel (as appropriate), to determine the timing of any distributions, based on all relevant facts and circumstances, and applicable securities laws.

### **Interpretation, Amendment, and Implementation of this Policy**

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The Compliance Officer shall have the authority to interpret and update this Policy and all related policies and procedures. In particular, such interpretations and updates of this Policy, as authorized by the Compliance Officer, may include amendments to or departures from the terms of this Policy, to the extent consistent with the general purpose of this Policy and applicable securities laws.

Actions taken by Reddit, the Compliance Officer, or any other Reddit personnel do not constitute legal advice, nor do they insulate you from the consequences of noncompliance with this Policy or with securities laws.

#### **Certification of Compliance**

All directors, officers, employees, and others subject to this Policy may be asked periodically to certify their compliance with the terms and provisions of this Policy.

#### **Trading by Reddit**

We will not transact in our securities unless in compliance with applicable U.S. securities laws, rules and regulations and applicable New York Stock Exchange listing standards.

**Subsidiaries of Reddit, Inc.\*****Name of Subsidiary   Jurisdiction of Incorporation or Organization**

Reddit Australia Pty Ltd   Australia

Reddit Rede de Comunidades do Brasil Ltda.   Brazil

Reddit Canada Limited   Canada

Dubsmash Inc.   Delaware

Memorable AI LLC   Delaware

Reddit Sub Holding Company, Inc.   Delaware

Spell, LLC   Delaware

Spiketrap Inc.   Delaware

Reddit France SAS   France

Reddit Germany GmbH   Germany

Reddit Community Network India Private Limited   India

Reddit Technologies India Private Limited   India

Reddit Ireland Limited   Ireland

Reddit Community Network Mexico, S. DE R.L. DE C.V.   Mexico

Reddit Netherlands B.V.   Netherlands

Reddit Portugal, Unipessoal LDA   Portugal

Reddit SG Pte. Ltd.   Singapore

Reddit Iberia S.L.   Spain

Reddit İstanbul Online Platform Hizmetleri Limited Şirketi   Turkey

Reddit UK Limited   United Kingdom

\* Includes subsidiaries that do not fall under the definition of “significant subsidiary” as defined under Rule 1-02(w) of Regulation S-X.



KPMG LLP  
Suite 1400  
55 Second Street  
San Francisco, CA 94105

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the registration statements (Nos. 333-278119, 333-279525 and 333-284887) on Form S-8 of our report dated February 5, 2026, with respect to the consolidated financial statements of Reddit, Inc. and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP

San Francisco, California  
February 5, 2026

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) OR 15d-14(a) OF**

**THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Steven Huffman, certify that:

1. I have reviewed this Annual Report on Form 10-K of Reddit, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

- (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

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

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 5, 2026

/s/ Steven Huffman

Steven Huffman

Chief Executive Officer

*(Principal Executive Officer)*

**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) OR 15d-14(a) OF**

**THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Andrew Vollero, certify that:

1. I have reviewed this Annual Report on Form 10-K of Reddit, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

- (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

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

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 5, 2026

/s/ Andrew Vollero

Andrew Vollero  
Chief Financial Officer  
*(Principal Financial Officer)*

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

In connection with the Annual Report of Reddit, Inc. (the "Company") on Form 10-K for the period ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, as amended, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; 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: February 5, 2026

/s/ Steven Huffman

Steven Huffman  
Chief Executive Officer  
(Principal Executive Officer)

Date: February 5, 2026

/s/ Andrew Vollero

Andrew Vollero  
Chief Financial Officer  
(Principal Financial Officer)