

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

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

For the quarterly period ended September 30, 2025

OR

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

For the transition period from _____ to _____

Commission file number: 001-39232

Rush Street Interactive, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

84-3626708

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

900 N. Michigan Avenue, Suite 950

Chicago, Illinois 60611

(Address of principal executive offices, including zip code)

(773) 893-5855

(Registrant's telephone number, including area code)

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

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

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

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

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of October 29, 2025, there were 97,911,941 shares outstanding of the registrant's Class A common stock, \$0.0001 par value per share, and 131,500,831 shares outstanding of the registrant's Class V common stock, \$0.0001 par value per share.

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Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q (this “Report”) contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, as amended, that reflect future plans, estimates, beliefs and expected performance. The forward-looking statements depend upon events, risks and uncertainties that may be outside of our control. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intends,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Any statements contained herein that are not statements of historical fact may be forward-looking statements.

Our projections, including for revenues, market share, expenses and profitability, are subject to significant risks, assumptions, estimates and uncertainties. You are cautioned that our business and operations are subject to a variety of risks and uncertainties, many of which are beyond our control, and, consequently, our actual results may differ materially from those projected.

Factors that could cause or contribute to such differences include, but are not limited to, the following:

- competition in the online casino, online sports betting and retail sports betting (i.e., such as within a bricks-and-mortar casino) industries is intense and, as a result, we may fail to attract and/or retain customers, which may negatively impact our operations, growth prospects and financial condition;
- economic downturns, such as recessions, inflation, and political and market conditions beyond our control, including a reduction in consumer discretionary spending, tariffs and trade wars, and sports leagues shortening, delaying or cancelling parts of their seasons or certain events due to external factors such as pandemics or international conflicts, could adversely affect our business, financial condition, results of operations and prospects;
- our growth prospects may suffer if we are unable to develop or maintain competitive offerings, if we fail to pursue additional offerings, if we lose any of our executives or other key employees or if we are unable to scale and support our information technology and other systems and platforms to meet the Company’s needs;
- our business is subject to a variety of U.S. and foreign laws (including the laws of Canada, Colombia, Mexico and Peru, where we have business operations), many of which are unsettled and still developing, and our growth prospects depend on the legal status of real-money gaming in various jurisdictions;
- failure to comply with regulatory requirements or, as necessary or appropriate, successfully obtain a license or permit applied for could adversely impact our ability to comply with licensing and regulatory requirements or to obtain or maintain licenses in other jurisdictions, or could cause financial institutions, online platforms, vendors and distributors to stop providing services to us;
- we rely on information technology and other systems and platforms (including reliance on third-party providers to validate the identity and location of our customers and to process customer deposits and withdrawals), and any breach or disruption of such systems or platforms could compromise our networks and the information stored there could be accessed, disclosed, lost, corrupted or stolen;
- until fairly recently, we have had a history of losses (calculated in accordance with accounting principles generally accepted in the United States) and may incur losses in the future;
- certain of our officers and directors may allocate their time to other businesses and potentially have conflicts of interest with our business;
- we license certain trademarks and domain names from Rush Street Gaming, LLC (“RSG”) and its affiliates, and RSG’s and its affiliates’ use of such trademarks and domain names, or failure to protect or enforce our intellectual property rights, could harm our business, financial condition, results of operations and prospects;
- we currently, and will likely continue to, rely on licenses and service agreements to use the intellectual property rights and technology of related or third parties that are incorporated into or used in our products and services;
- the timing, amount, duration and utilization of the Stock Repurchase Program (as defined below); and

- other factors described in our Annual Report on Form 10-K for our most recently completed fiscal year, including the “Business”, “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and “Quantitative and Qualitative Disclosures about Market Risk” sections, as well as described in our other filings with the SEC, such as this Report, our other Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K.

Due to the uncertain nature of these factors, management cannot assess the impact of each factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any of these statements to reflect events or circumstances occurring after the date of this Report, unless required by law. New factors may emerge, and it is not possible to predict all factors that may affect our business and prospects.

Limitations of Key Metrics and Other Data

The numbers for our key metrics, which include our monthly active users (“MAUs”) and average revenue per MAU (“ARPMU”), are calculated using internal company data based on the activity of user accounts. While these numbers are based on what we believe to be reasonable estimates of our user base and activity levels for the applicable period of measurement, there are inherent challenges in measuring usage of our offerings across large online and mobile populations based in numerous jurisdictions. In addition, we continuously seek to improve our estimates of our user base and user activity, and such estimates may change due to improvements or changes in our methodology.

We regularly evaluate these metrics to estimate the number of “duplicate” accounts among our MAUs and remove the effects of such duplicate accounts on our key metrics. A duplicate account is one that a user maintains in addition to his or her principal account. Generally, duplicate accounts arise as a result of users signing up to use more than one of our brands (i.e., BetRivers, PlaySugarHouse and RushBet) or to use our offerings in more than one jurisdiction, for instance when a user lives in New Jersey but works in New York. The estimates of duplicate accounts are based on an internal review of a limited sample of accounts, and we apply significant judgment in making this determination. For example, to identify duplicate accounts we use data signals such as similar IP addresses or usernames. Our estimates may change as our methodologies evolve, including through the application of new data signals or technologies, which may allow us to identify previously undetected duplicate accounts and may improve our ability to evaluate a broader population of our users. Duplicate accounts are very difficult to measure, and it is possible that the actual number of duplicate accounts may vary significantly from our estimates.

Our data limitations may affect our understanding of certain details of our business. We regularly review our processes for calculating these metrics, and from time to time we may discover inaccuracies in our metrics or make adjustments to improve their accuracy, including adjustments that may result in the recalculation of our historical metrics. We believe that any such inaccuracies or adjustments are immaterial unless otherwise stated. In addition, our key metrics and related information and estimates, including the definitions and calculations of the same, may differ from those published by third parties or from similarly titled metrics of our competitors due to differences in operations, offerings, methodology and access to information.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

RUSH STREET INTERACTIVE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in thousands except for share and per share data)

	September 30, 2025 (Unaudited)	December 31, 2024
ASSETS		
Current assets		
Cash and cash equivalents	\$ 273,495	\$ 229,171
Restricted cash	4,058	3,585
Players' receivables	21,888	14,910
Due from affiliates	17,407	18,211
Prepaid expenses and other current assets	27,347	19,169
Total current assets	344,195	285,046
Intangible assets, net	77,582	77,347
Property and equipment, net	8,526	7,239
Operating lease assets	2,436	2,419
Deferred tax assets, net	153,601	522
Other assets	6,825	6,893
Total assets	\$ 593,165	\$ 379,466
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 26,863	\$ 25,798
Accrued expenses	78,176	72,702
Players' liabilities	48,709	43,703
Other current liabilities	26,152	20,927
Total current liabilities	179,900	163,130
Tax receivable agreement liability, non-current	122,904	739
Other non-current liabilities	15,996	17,281
Total liabilities	318,800	181,150
Commitments and contingencies (Note 13)		
Stockholders' equity		
Class A common stock, \$0.0001 par value, 750,000,000 shares authorized as of September 30, 2025 and December 31, 2024; 97,795,455 and 90,511,441 shares issued as of September 30, 2025 and December 31, 2024, respectively; 97,062,436 and 90,511,441 shares outstanding as of September 30, 2025 and December 31, 2024, respectively	10	9
Class V common stock, \$0.0001 par value, 200,000,000 shares authorized as of September 30, 2025 and December 31, 2024; 131,570,831 and 135,748,023 shares issued and outstanding as of September 30, 2025 and December 31, 2024, respectively	13	13
Treasury stock, at cost; 733,019 and nil shares as of September 30, 2025 and December 31, 2024, respectively	(3,177)	—
Additional paid-in capital	243,917	217,675
Accumulated other comprehensive income (loss)	182	(3,090)
Accumulated deficit	(107,867)	(135,929)
Total stockholders' equity attributable to Rush Street Interactive, Inc.	133,078	78,678
Non-controlling interests	141,287	119,638
Total stockholders' equity	274,365	198,316
Total liabilities and stockholders' equity	\$ 593,165	\$ 379,466

See accompanying notes to unaudited condensed consolidated financial statements.

RUSH STREET INTERACTIVE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in thousands except for share and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	\$ 277,911	\$ 232,109	\$ 809,535	\$ 669,916
Operating costs and expenses				
Costs of revenue	183,466	151,414	528,496	440,414
Sales and marketing	39,043	39,252	118,314	114,600
General and administrative	25,746	26,508	74,505	79,582
Depreciation and amortization	10,188	8,471	29,506	23,127
Total operating costs and expenses	258,443	225,645	750,821	657,723
Income from operations	19,468	6,464	58,714	12,193
Other income (expense)				
Interest income, net	2,555	2,049	6,435	5,525
Tax receivable agreement expense	—	—	(113,037)	—
Total other income (expense)	2,555	2,049	(106,602)	5,525
Income (loss) before income taxes	22,023	8,513	(47,888)	17,718
Income tax expense (benefit)	7,177	5,274	(102,775)	16,970
Net income	14,846	3,239	54,887	748
Net income attributable to non-controlling interests	8,791	2,049	26,825	385
Net income attributable to Rush Street Interactive, Inc.	\$ 6,055	\$ 1,190	\$ 28,062	\$ 363
Earnings per common share attributable to Rush Street Interactive, Inc. – basic	\$ 0.06	\$ 0.01	\$ 0.30	\$ 0.00
Weighted average common shares outstanding – basic	96,223,133	82,847,325	95,051,128	79,652,992
Earnings per common share attributable to Rush Street Interactive, Inc. – diluted	\$ 0.06	\$ 0.01	\$ 0.23	\$ 0.00
Weighted average common shares outstanding – diluted	236,373,831	233,118,670	234,958,924	230,235,179

See accompanying notes to unaudited condensed consolidated financial statements.

RUSH STREET INTERACTIVE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Amounts in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Net income	\$ 14,846	\$ 3,239	\$ 54,887	\$ 748
Other comprehensive income (loss)				
Foreign currency translation adjustment, net of tax	3,683	(148)	9,759	(3,781)
Comprehensive income (loss)	18,529	3,091	64,646	(3,033)
Comprehensive income (loss) attributable to non-controlling interests	11,185	1,956	33,214	(2,049)
Comprehensive income (loss) attributable to Rush Street Interactive, Inc.	\$ 7,344	\$ 1,135	\$ 31,432	\$ (984)

See accompanying notes to unaudited condensed consolidated financial statements.

RUSH STREET INTERACTIVE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Amounts in thousands except for share data)

	Class A Common Stock		Class V Common Stock		Treasury Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity Attributable to RSI	Non- Controlling Interests	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount						
Balance at December 31, 2024	90,511,441	\$ 9	135,748,023	\$ 13	—	\$ —	\$ 217,675	\$ (3,090)	\$ (135,929)	\$ 78,678	\$ 119,638	\$ 198,316
Share-based compensation expense	—	—	—	—	—	—	3,665	—	—	3,665	5,148	8,813
Issuance of Class A Common Stock under the equity compensation plan, net of shares withheld for employee taxes	2,684,333	—	—	—	—	—	(9,293)	—	—	(9,293)	(13,051)	(22,344)
Issuance of Class A Common Stock upon RSILP Unit Exchanges	2,313,287	—	(2,313,287)	—	—	—	—	—	—	—	—	—
Foreign currency translation adjustment	—	—	—	—	—	—	—	1,864	—	1,864	2,663	4,527
Repurchase of Class A Common Stock	—	—	—	—	498,622	(2,147)	—	—	—	(2,147)	(3,015)	(5,162)
Net income	—	—	—	—	—	—	—	—	5,319	5,319	5,892	11,211
Allocation of equity and non-controlling interests upon changes in RSILP ownership	—	—	—	—	—	—	3,327	(103)	—	3,224	(3,224)	—
Balance at March 31, 2025 (Unaudited)	95,509,061	9	133,434,736	13	498,622	(2,147)	215,374	(1,329)	(130,610)	81,310	114,051	195,361
Share-based compensation expense	—	—	—	—	—	—	2,543	—	—	2,543	3,555	6,098
Issuance of Class A Common Stock under the equity compensation plan, net of shares withheld for employee taxes	283,307	—	—	—	—	—	(80)	—	—	(80)	(112)	(192)
Issuance of Class A Common Stock upon RSILP Unit Exchanges	210,000	—	(210,000)	—	—	—	—	—	—	—	—	—
Foreign currency translation adjustment, net of tax	—	—	—	—	—	—	—	217	—	217	1,332	1,549
Tax impact of equity transactions	—	—	—	—	—	—	23,067	—	—	23,067	—	23,067
Repurchase of Class A Common Stock	—	—	—	—	234,397	(1,030)	—	—	—	(1,030)	(1,442)	(2,472)
Net income	—	—	—	—	—	—	—	—	16,688	16,688	12,142	28,830
Allocation of equity and non-controlling interests upon changes in RSILP ownership	—	—	—	—	—	—	221	(2)	—	219	(219)	—
Balance at June 30, 2025 (Unaudited)	96,002,368	9	133,224,736	13	733,019	(3,177)	241,125	(1,114)	(113,922)	122,934	129,307	252,241
Share-based compensation expense	—	—	—	—	—	—	2,708	—	—	2,708	3,671	6,379
Issuance of Class A Common Stock under the equity compensation plan, net of shares withheld for employee taxes	139,182	1	—	—	—	—	(832)	—	—	(831)	(1,127)	(1,958)
Issuance of Class A Common Stock upon RSILP Unit Exchanges	1,653,905	—	(1,653,905)	—	—	—	—	—	—	—	—	—
Foreign currency translation adjustment, net of tax	—	—	—	—	—	—	—	1,289	—	1,289	2,394	3,683
Net income	—	—	—	—	—	—	—	—	6,055	6,055	8,791	14,846
Tax impact of equity transactions	—	—	—	—	—	—	(826)	—	—	(826)	—	(826)
Allocation of equity and non-controlling interests upon changes in RSILP ownership	—	—	—	—	—	—	1,742	7	—	1,749	(1,749)	—
Balance at September 30, 2025 (Unaudited)	97,795,455	\$ 10	131,570,831	\$ 13	733,019	\$ (3,177)	\$ 243,917	\$ 182	\$ (107,867)	\$ 133,078	\$ 141,287	\$ 274,365

RUSH STREET INTERACTIVE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Amounts in thousands except for share data)

	Class A Common Stock		Class V Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity Attributable to RSI	Non- Controlling Interests	Total Stockholders' Equity
	Shares	Amount	Shares	Amount						
Balance at December 31, 2023	72,387,409	\$ 7	150,434,310	\$ 15	\$ 192,163	\$ (100)	\$ (138,317)	\$ 53,768	\$ 112,361	\$ 166,129
Share-based compensation expense	—	—	—	—	2,979	—	—	2,979	5,446	8,425
Issuance of Class A Common Stock under the equity compensation plan	2,106,202	—	—	—	—	—	—	—	—	—
Issuance of Class A Common Stock upon RSILP Unit Exchanges	5,050,000	1	(5,050,000)	(1)	—	—	—	—	—	—
Foreign currency translation adjustment	—	—	—	—	—	35	—	35	66	101
Net loss	—	—	—	—	—	—	(727)	(727)	(1,482)	(2,209)
Allocation of equity and non-controlling interests upon changes in RSILP ownership	—	—	—	—	4,769	(7)	—	4,762	(4,762)	—
Balance at March 31, 2024 (Unaudited)	79,543,611	8	145,384,310	14	199,911	(72)	(139,044)	60,817	111,629	172,446
Share-based compensation expense	—	—	—	—	3,460	—	—	3,460	6,231	9,691
Issuance of Class A Common Stock under the equity compensation plan	458,108	—	—	—	—	—	—	—	—	—
Issuance of Class A Common Stock upon RSILP Unit Exchanges	480,000	—	(480,000)	—	—	—	—	—	—	—
Foreign currency translation adjustment	—	—	—	—	—	(1,327)	—	(1,327)	(2,407)	(3,734)
Net loss	—	—	—	—	—	—	(100)	(100)	(182)	(282)
Allocation of equity and non-controlling interests upon changes in RSILP ownership	—	—	—	—	596	(7)	—	589	(589)	—
Balance at June 30, 2024 (Unaudited)	80,481,719	8	144,904,310	14	203,967	(1,406)	(139,144)	63,439	114,682	178,121
Share-based compensation expense	—	—	—	—	3,133	—	—	3,133	5,325	8,458
Issuance of Class A Common Stock upon exercise of stock options	20,437	—	—	—	24	—	—	24	43	67
Issuance of Class A Common Stock under the equity compensation plan, net of shares withheld for employee taxes	265,996	—	—	—	(347)	—	—	(347)	(589)	(936)
Issuance of Class A Common Stock upon RSILP Unit Exchanges	2,815,382	—	(2,815,382)	—	—	—	—	—	—	—
Foreign currency translation adjustment	—	—	—	—	—	(55)	—	(55)	(93)	(148)
Net income	—	—	—	—	—	—	1,190	1,190	2,049	3,239
Allocation of equity and non-controlling interests upon changes in RSILP ownership	—	—	—	—	2,433	(53)	—	2,380	(2,380)	—
Balance at September 30, 2024 (Unaudited)	83,583,534	\$ 8	142,088,928	\$ 14	\$ 209,210	\$ (1,514)	\$ (137,954)	\$ 69,764	\$ 119,037	\$ 188,801

See accompanying notes to unaudited condensed consolidated financial statements.

RUSH STREET INTERACTIVE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)

	Nine Months Ended September 30,	
	2025	2024
	(Unaudited)	(Unaudited)
Cash flows from operating activities		
Net income	\$ 54,887	\$ 748
Adjustments to reconcile net income to net cash provided by operating activities		
Deferred income taxes	(121,409)	204
Tax receivable agreement expense	113,037	—
Depreciation and amortization expense	29,506	23,127
Share-based compensation expense	21,290	26,574
Noncash lease expense	740	671
Changes in operating assets and liabilities:		
Players' receivables	(6,603)	(1,762)
Due from affiliates	804	16,618
Prepaid expenses and other assets	(4,506)	(5,703)
Accounts payable, accrued expenses and other liabilities	4,087	21,652
Players' liabilities	4,082	(1,576)
Net cash provided by operating activities	95,915	80,553
Cash flows from investing activities		
Internally developed software costs	(21,612)	(18,393)
Acquisition of gaming licenses	(3,178)	(3,544)
Acquisition of other intangible assets	(2,233)	(1,662)
Short-term investments	(1,029)	(1,862)
Purchases of property and equipment	(590)	(754)
Acquisition of developed technology	(225)	—
Net cash used in investing activities	(28,867)	(26,215)
Cash flows from financing activities		
Payments for employee taxes related to shares withheld	(24,400)	—
Repurchase of Class A Common Stock	(7,634)	—
Principal payments of finance lease liabilities	(2,369)	(749)
Proceeds from exercise of stock options	—	67
Net cash used in financing activities	(34,403)	(682)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	12,152	(4,274)
Net change in cash, cash equivalents and restricted cash	44,797	49,382
Cash, cash equivalents and restricted cash, at the beginning of the period ⁽¹⁾	232,756	170,977
Cash, cash equivalents and restricted cash, at the end of the period ⁽¹⁾	\$ 277,553	\$ 220,359

	Nine Months Ended September 30,	
	2025	2024
	(Unaudited)	(Unaudited)
Supplemental disclosure of noncash investing and financing activities:		
Right-of-use assets obtained in exchange for new or modified operating lease liabilities	\$ 487	\$ 1,582
Right-of-use assets obtained in exchange for new or modified finance lease liabilities	\$ 3,482	\$ 1,537
Allocation of equity and non-controlling interests upon changes in RSILP ownership	\$ 5,192	\$ 7,731
Shares withheld for employee taxes in Other Current Liabilities	\$ 1,921	\$ 936
Investing activities in Accounts Payable and Accrued Expenses	\$ 336	\$ 419
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	\$ 29,369	\$ 15,827
Cash paid for interest	\$ 695	\$ 730

(1) Cash and cash equivalents and Restricted cash are each presented separately on the condensed consolidated balance sheets.

See accompanying notes to unaudited condensed consolidated financial statements.

RUSH STREET INTERACTIVE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Description of Business

Rush Street Interactive, Inc. is a holding company organized under the laws of the State of Delaware and through its main operating subsidiary, Rush Street Interactive, LP and its subsidiaries (collectively, “RSILP”), is a leading online gaming company that provides online casino and sports betting in the U.S., Canadian and Latin American markets. Rush Street Interactive, Inc. and its subsidiaries (including RSILP) are collectively referred to as “RSI” or the “Company.” The Company is headquartered in Chicago, Illinois.

2. Summary of Significant Accounting Policies and Recent Accounting Pronouncements

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and the applicable regulations of the U.S. Securities and Exchange Commission (“SEC”) regarding interim financial reporting. Certain information and note disclosures normally included in annual consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. Therefore, these unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto as of and for the year ended December 31, 2024 included in the Company’s Annual Report on Form 10-K, as filed with the SEC on February 28, 2025.

These unaudited condensed consolidated financial statements include the accounts of the Company, its directly and indirectly wholly owned subsidiaries, and all entities in which the Company has a controlling interest. For consolidated entities that are less than wholly owned, third-party holdings of equity interests are presented as non-controlling interests in the Company’s condensed consolidated balance sheets and condensed consolidated statements of changes in equity. The portion of net income attributable to the non-controlling interests is presented as net income attributable to non-controlling interests in the Company’s condensed consolidated statements of operations, while the portion of comprehensive income (loss) attributable to non-controlling interests is reported as comprehensive income (loss) attributable to non-controlling interests in the Company’s condensed consolidated statements of comprehensive income (loss). All intercompany accounts and transactions have been eliminated upon consolidation.

The assets and liabilities of RSILP represent substantially all of the Company’s consolidated assets and liabilities, except for certain deferred taxes and liabilities under the Tax Receivable Agreement (“TRA”). The Company’s equity interests in RSILP, comprised of Class A Units of RSILP (the “RSILP Units”) and General Partnership Interests of RSILP, are held indirectly through wholly owned subsidiaries of the Company – RSI ASLP, Inc. (the “Special Limited Partner”) and RSI GP, LLC (“RSI GP”), respectively. RSI is deemed to have a controlling interest of RSILP through RSI GP, which is the sole general partner of RSILP. As a result, the Company consolidates the financial results of RSILP and reports a non-controlling interest representing the economic interest in RSILP held by the other members of RSILP. As of September 30, 2025, the Company owned 42.45% of the RSILP Units and the holders of the non-controlling interest owned 57.55% of the RSILP Units.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation. Such reclassifications had no impact on the Company’s reported total revenues, expenses, net income, current assets, total assets, current liabilities, total liabilities, stockholders’ equity, non-controlling interests or cash flows. No reclassifications of prior period balances were material to the unaudited condensed consolidated financial statements.

Interim Unaudited Condensed Consolidated Financial Statements

The accompanying condensed consolidated balance sheet as of September 30, 2025 and the condensed consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows for the three and nine months ended September 30, 2025 and 2024 are unaudited. The condensed consolidated balance sheet as of December 31, 2024 was derived from audited consolidated financial statements, but may omit certain disclosures required by U.S. GAAP previously disclosed in the most recent annual consolidated financial statements. The interim unaudited condensed consolidated financial statements have been prepared on a basis consistent with the annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary to state fairly the Company’s financial condition, its operations and cash flows for the periods presented. The

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historical results are not necessarily indicative of future results, and the results of operations for the three and nine months ended September 30, 2025 are not necessarily indicative of the results to be expected for the full year or any future period.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Significant estimates and assumptions reflected in the condensed consolidated financial statements relate to and include, but are not limited to: the valuation of share-based awards; internally developed software; long-lived assets and investments in equity; estimated useful lives of property and equipment and intangible assets; redemption rate assumptions associated with the loyalty program and other discretionary player bonuses; deferred revenue; accrued expenses; determination of the incremental borrowing rate to calculate certain operating lease liabilities and finance lease liabilities; and deferred taxes and amounts associated with the TRA entered into in connection with the closing of the transactions contemplated in the Business Combination Agreement on December 29, 2020.

Cash and Cash Equivalents and Restricted Cash

Cash and cash equivalents consist of highly liquid, unrestricted savings, checking, instant access internet banking accounts, money market funds and certificates of deposits with original maturities of 90 days or less at acquisition.

Restricted cash includes any cash and cash equivalents held by the Company that are legally restricted as to withdrawals or usage. This consists of certain deposits that are restricted under regulatory requirements. Regardless of whether customer deposits are legally restricted, the Company maintains separate bank accounts to segregate cash that resides in customers' accounts from operational funds.

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist primarily of prepaid expenses and short-term investments. Prepaid expenses consist of various advance payments for goods or services to be received in the future. These costs include insurance, subscriptions, marketing, other contracted services and deposits paid in advance. As of September 30, 2025 and December 31, 2024, the Company had prepaid expenses of \$9.5 million and \$5.5 million, respectively.

Short-term investments consist of certificates of deposit with an original maturity greater than three months but not greater than one year. As of September 30, 2025 and December 31, 2024, the Company had short-term investments of \$6.0 million and \$4.3 million, respectively.

Surety Bonds

The Company had been issued \$31.3 million and \$31.1 million in surety bonds as of September 30, 2025 and December 31, 2024, respectively, that are used to satisfy regulatory requirements related to securing cash held for the benefit of customers.

The Company had been issued \$6.5 million and \$6.1 million in surety bonds as of September 30, 2025 and December 31, 2024, respectively, to satisfy regulatory requirements necessary to operate in certain jurisdictions.

There have been no claims against any of the Company's surety bonds, and the likelihood of future claims is expected to be remote.

Foreign Currency Gains and Losses

The Company's reporting currency is the U.S. dollar while the functional currency of its subsidiaries not deemed to be the U.S. dollar include the Colombian Peso, Mexican Peso, Canadian Dollar, and Peruvian Soles. The financial statements of non-U.S. subsidiaries are translated into the U.S. dollar in accordance with Accounting Standards Codification ("ASC") 830, *Foreign Currency Matters*, using period-end exchange rates for assets and liabilities, and average exchange rates for the period for revenues, costs and expenses. The U.S. dollar effects that arise from translating the net assets of these

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subsidiaries at changing rates are recorded in the foreign currency translation adjustment account, which is included in equity as a component of accumulated other comprehensive loss.

If transactions are recorded in a currency other than the functional currency, remeasurement into the functional currency is required and may result in transaction gains or losses. Transaction losses were \$0.2 million and \$0.1 million for the three and nine months ended September 30, 2025, respectively, compared to losses of \$0.9 million and \$2.6 million for the same respective periods in 2024. Amounts are recorded in general and administrative on the Company's unaudited condensed consolidated statements of operations.

Tax Receivable Agreement Expense

Tax receivable agreement expense consists of the accounting cost associated with the initial recognition of the TRA liability as of June 30, 2025. This expense reflects changes in the estimated future payments under the TRA attributable to RSILP Unit exchanges completed prior to that date. These prior exchanges increased the Company's tax basis in its share of RSILP's underlying assets, giving rise to expected tax savings and corresponding TRA liability. RSILP Unit exchanges occurring after June 30, 2025 will not result in TRA expense, as the associated increase in tax basis and the resulting TRA liability will be accounted for as equity transactions.

Recent Accounting Pronouncements Not Yet Adopted

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which is intended to enhance the transparency, decision usefulness and effectiveness of income tax disclosures. The amendments in this ASU require a public entity to disclose a tabular tax rate reconciliation, using both percentages and currency, with specific categories. A public entity is also required to provide a qualitative description of the states and local jurisdictions that make up the majority of the effect of the state and local income tax category and the net amount of income taxes paid, disaggregated by federal, state and foreign taxes and also disaggregated by individual jurisdictions. The amendments also remove certain disclosures that are no longer considered cost beneficial. The amendments are effective prospectively for annual periods beginning after December 15, 2024, and early adoption and retrospective application are permitted. The Company will adopt this standard beginning with its fiscal year ending December 31, 2025 and will modify corresponding income tax disclosures as necessary.

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income-Expense Disaggregation (Subtopic 220-40): Disaggregation of Income Statement Expenses*. The ASU requires the disclosure of additional information related to certain costs and expenses, including amounts of inventory purchases, employee compensation, and depreciation and amortization included in each income statement line item. The ASU also requires disclosure of the total amount of selling expenses and the Company's definition of selling expenses. The ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of this ASU on its condensed consolidated financial statements and related disclosures.

In September 2025, the FASB issued ASU 2025-06, *Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*, to modernize the accounting guidance for the costs to develop software for internal use. ASU 2025-06 amends the existing standard that refers to various stages of a software development project to align better with current software development methods, such as agile programming. Under the new standard, entities will commence capitalizing eligible costs when (i) management has authorized and committed to funding the software project, and (ii) it is probable that the project will be completed and the software will be used to perform the intended function. The new standard also supersedes the guidance related to costs incurred to develop a website. The amendments in this ASU are effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods, with early adoption permitted. The amendments in this update permit an entity to apply the new guidance using a prospective, retrospective or modified transition approach. The Company is currently in the process of evaluating the effects of this ASU on its condensed consolidated financial statements and related disclosures.

3. Revenue Recognition

The Company's revenue from contracts with customers is derived from online casino, online sports betting, retail sports betting and social gaming.

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Online casino and online sports betting

Online casino offerings typically include the full suite of games available in land-based casinos, such as table games (i.e., blackjack and roulette), slot machines and poker games. The Company generates revenue from these offerings (other than online poker) through hold, or gross winnings, as customers play against the house. Online casino revenue other than from online poker is generated based on total customer bets less amounts paid to customers for winning bets, less other incentives awarded to customers, plus or minus the change in the progressive jackpot liability. Online casino revenue from online poker is recognized as rake (i.e., percentage of a game's wagers earned by the Company for satisfying the performance obligation) less any value given back to players, which could be in the form of cash, tournament tickets or other forms of bonuses.

Online sports betting involves a user placing a bet on the outcome of a sporting event, sports-related activity or a series of the same, with the chance to win a pre-determined amount, often referred to as fixed odds. Online sports betting revenue is generated by setting odds such that there is a built-in theoretical margin in each bet offered to customers. Online sports betting revenue is generated based on total customer bets less amounts paid to customers for winning bets, less other incentives awarded to customers, plus or minus the change in unsettled bets.

Retail sports betting

The Company provides retail sports services to land-based partners in exchange for a monthly commission based on that partner's retail sportsbook revenue. Services generally include ongoing management and oversight of the retail sportsbook, technical support for the partner's customers, risk management, advertising and promotion, and support for third-party vendors' sports betting equipment. The Company has a single performance obligation to provide retail sports services and records the revenue as services are performed and when the commission amounts are no longer constrained (i.e., the amount is known).

Certain relationships with business partners provide the Company the ability to operate the retail sportsbook. In this scenario, revenue is generated based on total customer bets less amounts paid to customers for winning bets, less other incentives awarded to customers, plus or minus the change in unsettled retail sports bets and unclaimed retail tickets for settled retail bets.

Social gaming

The Company provides a social gaming platform for users to enjoy free-to-play games that use virtual credits. While virtual credits are issued to users for free, some users may choose to purchase additional virtual credits through the Company's virtual cashier. The Company has a single performance obligation associated with social gaming services to provide the services to users upon the redemption of virtual credits. Deferred revenue is recorded when users purchase virtual credits and revenue is recognized when the virtual credits are redeemed, and the Company's performance obligation has been fulfilled.

Disaggregation of revenue for the three and nine months ended September 30, 2025 and 2024, was as follows:

(\$ in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Online casino and online sports betting	\$ 276,119	\$ 230,176	\$ 804,520	\$ 664,647
Retail sports betting	538	827	1,329	1,996
Social gaming	1,254	1,106	3,686	3,273
Total revenue	\$ 277,911	\$ 232,109	\$ 809,535	\$ 669,916

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Revenue by geographic region for the three and nine months ended September 30, 2025 and 2024, was as follows:

(\$ in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
United States and Canada	\$ 244,373	\$ 194,389	\$ 701,848	\$ 571,439
Latin America, including Mexico	33,538	37,720	107,687	98,477
Total revenue	\$ 277,911	\$ 232,109	\$ 809,535	\$ 669,916

Deferred revenue associated with online casino and online sports betting revenue and retail sports betting revenue includes unsettled customer bets and is included within players' liabilities in the condensed consolidated balance sheets.

The deferred revenue balances as of September 30, 2025 and 2024 were as follows:

(\$ in thousands)	Nine Months Ended September 30,	
	2025	2024
Deferred revenue, beginning of period	\$ 10,814	\$ 7,013
Deferred revenue, end of period	\$ 12,512	\$ 9,598
Revenue recognized during the period from amounts included in deferred revenue at the beginning of the period	\$ 10,814	\$ 7,013

4. Intangible Assets, Net

The Company had the following intangible assets, net as of September 30, 2025 and December 31, 2024:

(\$ in thousands)	Weighted-Average Remaining Amortization Period (years)	Gross Carrying Amount	Accumulated Amortization	Net
License Fees				
September 30, 2025	6.08	\$ 51,628	\$ (24,173)	\$ 27,455
December 31, 2024	6.85	\$ 52,933	\$ (22,491)	\$ 30,442
Internally Developed Software				
September 30, 2025	2.08	\$ 89,538	\$ (46,910)	\$ 42,628
December 31, 2024	2.19	\$ 68,291	\$ (29,346)	\$ 38,945
Developed Technology				
September 30, 2025	4.12	\$ 6,381	\$ (2,865)	\$ 3,516
December 31, 2024	4.89	\$ 6,381	\$ (2,224)	\$ 4,157
Other Intangible Assets⁽¹⁾				
September 30, 2025	1.65	\$ 9,613	\$ (5,630)	\$ 3,983
December 31, 2024	2.08	\$ 7,373	\$ (3,570)	\$ 3,803

⁽¹⁾ Other intangible assets include trademarks, media content, customer lists and software licenses.

Amortization expense was \$9.2 million and \$26.5 million for the three and nine months ended September 30, 2025, respectively, compared to amortization expense of \$7.5 million and \$20.3 million for the same respective periods in 2024.

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5. Property and Equipment, net

The Company had the following property and equipment, net as of September 30, 2025 and December 31, 2024:

<i>(\$ in thousands)</i>	September 30, 2025	December 31, 2024
Computers, software and related equipment	\$ 5,083	\$ 4,427
Operating equipment and servers	3,250	3,231
Furniture	1,330	1,143
Leasehold improvements	1,844	1,797
Property and equipment not yet placed into service	199	199
Total property and equipment	11,706	10,797
Less: accumulated depreciation	(9,065)	(7,732)
	2,641	3,065
Finance lease right-of-use assets	10,527	7,041
Less: accumulated amortization	(4,642)	(2,867)
	5,885	4,174
Property and equipment, net	\$ 8,526	\$ 7,239

The Company recorded depreciation expense on property and equipment of \$0.4 million and \$1.2 million for the three and nine months ended September 30, 2025, respectively, compared to depreciation expense of \$0.5 million and \$1.5 million for the same respective periods in 2024. The Company recorded amortization expense on finance lease right-of-use assets of \$0.6 million and \$1.8 million for the three and nine months ended September 30, 2025, respectively, and \$0.5 million and \$1.3 million for the same respective periods in 2024.

6. Accrued Expenses and Other Liabilities

The Company has the following accrued expenses as of September 30, 2025 and December 31, 2024:

<i>(\$ in thousands)</i>	September 30, 2025	December 31, 2024
Accrued operating expenses	\$ 40,420	\$ 32,427
Accrued marketing expenses	17,754	17,959
Accrued compensation and related expenses	16,763	17,218
Accrued administrative expenses	2,692	4,319
Accrued other expenses	547	779
Total accrued expenses	\$ 78,176	\$ 72,702

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The Company has the following other current and non-current liabilities as of September 30, 2025 and December 31, 2024:

(\$ in thousands)	September 30, 2025		December 31, 2024	
	Other Current Liabilities	Other Non-current Liabilities	Other Current Liabilities	Other Non-current Liabilities
Income tax payable	\$ 5,766	\$ —	\$ 15,009	\$ —
Other taxes payable ⁽¹⁾	13,047	—	2,131	—
Deferred royalty liabilities	1,869	9,176	1,814	10,581
Finance lease liabilities	1,421	2,317	1,296	1,297
Operating lease liabilities	761	1,337	673	1,370
Other	3,288	3,166	4	4,033
Total	\$ 26,152	\$ 15,996	\$ 20,927	\$ 17,281

⁽¹⁾ Includes value-added taxes and certain withholding taxes payable to local tax authorities.

7. Stockholders' Equity

Non-Controlling Interests

Non-controlling interests represent the RSILP Units held by holders other than the Company.

Non-controlling interests owned 57.55% and 60.00% of the RSILP Units outstanding as of September 30, 2025 and December 31, 2024, respectively. The table below illustrates a rollforward of the non-controlling interests' ownership during the nine months ended September 30, 2025:

	Non-Controlling Interest %
Non-controlling interests ownership % as of December 31, 2024:	60.00 %
Issuance of Class A Common Stock upon RSILP Unit Exchanges	(1.83) %
Issuance of Class A Common Stock under the equity compensation plan, net of shares withheld for employee taxes	(0.80) %
Repurchases of Class A Common Stock	0.18 %
Non-controlling interests ownership % as of September 30, 2025:	57.55 %

Non-controlling interests owned 62.96% and 67.51% of the RSILP Units outstanding as of September 30, 2024 and December 31, 2023, respectively. The table below illustrates a rollforward of the non-controlling interests' ownership during the nine months ended September 30, 2024:

	Non-Controlling Interest %
Non-controlling interests ownership % as of December 31, 2023:	67.51 %
Issuance of Class A Common Stock upon RSILP Unit Exchanges	(3.72) %
Issuance of Class A Common Stock under the equity compensation plan, net of shares withheld for employee taxes	(0.82) %
Issuance of Class A Common Stock in connection with the exercise of stock options	(0.01) %
Non-controlling interests ownership % as of September 30, 2024:	62.96 %

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Treasury Stock

On October 24, 2024, the Board of Directors authorized the repurchase of an aggregate of up to \$50 million of the Company's Class A Common Stock (the "Stock Repurchase Program") through open market purchases, privately negotiated transactions or other transactions in accordance with applicable securities laws.

During the three and nine months ended September 30, 2025, the Company repurchased nil and 733,019 shares, respectively, of Class A Common Stock pursuant to the Stock Repurchase Program. The aggregate purchase price was approximately \$7.6 million during the nine months ended September 30, 2025 at an average price of \$10.41. The repurchased shares are considered issued but not outstanding.

8. Share-Based Compensation

Incentive Plan

The Company adopted the Rush Street Interactive, Inc. 2020 Omnibus Equity Incentive Plan, as amended from time to time (the "2020 Plan"), to attract, retain and incentivize employees, certain consultants and directors who will contribute to the success of the Company. Awards that may be granted under the 2020 Plan include incentive stock options, non-qualified stock options, stock appreciation rights, restricted awards, performance share awards, cash awards and other equity-based awards. There is an aggregate of approximately 35.8 million shares of Class A Common Stock reserved under the 2020 Plan. The 2020 Plan will terminate on December 29, 2030.

Restricted Stock Units ("RSUs")

The Company granted 866,796 and 2,007,909 RSUs with service conditions during the nine months ended September 30, 2025 and 2024, respectively. RSUs with service conditions generally vest over a three- to four-year period, with each tranche vesting annually. The grant date fair value of RSUs with service conditions is determined based on the quoted market price.

The Company granted 423,269 and 1,152,122 RSUs with market-based conditions (e.g., total shareholder return) during the nine months ended September 30, 2025 and 2024, respectively. RSUs with market-based conditions generally vest over a three-year period and fair value was determined using a Monte Carlo simulation using the following assumptions:

	Nine Months Ended September 30,	
	2025	2024
Volatility rate	62.75 %	68.48 %
Risk-free interest rate	4.00 %	4.55 %
Average expected life (in years)	2.8	2.8
Dividend yield	None	None
Stock price at grant date	\$ 10.70	\$ 5.79

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RSU activity for the nine months ended September 30, 2025 and 2024 was as follows:

	Number of units	Weighted-average grant price
Unvested balance at December 31, 2024	9,965,432	\$ 6.06
Granted	1,290,065	12.18
Additional shares based on performance ⁽¹⁾	1,055,328	21.19
Vested ⁽²⁾	(5,383,812)	3.90
Forfeited	(98,041)	5.88
Unvested balance at September 30, 2025	6,828,972	\$ 7.99
Unvested balance at December 31, 2023	9,218,142	\$ 5.70
Granted	3,160,031	7.07
Vested ⁽²⁾	(2,375,975)	5.47
Forfeited	(95,372)	8.52
Unvested balance at September 30, 2024	9,906,826	\$ 6.16

⁽¹⁾ RSUs with market conditions include a performance achievement multiplier that is assessed upon vesting of the shares. RSUs with market conditions vested during the nine months ended September 30, 2025, resulting in the issuance of shares incremental to the initial target when the conditions were met.

⁽²⁾ Includes 493,650 and 311,418 of RSUs that vested during the nine months ended September 30, 2025 and 2024, respectively, but the resulting shares of Class A Common Stock have not yet been issued. There were 999,686 and 563,137 RSUs that vested for which the resulting shares of Class A Common Stock were not issued as of September 30, 2025 and 2024, respectively.

The aggregate fair value of the RSUs granted during the three and nine months ended September 30, 2025 was approximately \$0.6 million and \$15.7 million, respectively, compared to the aggregate fair value of the RSUs granted of approximately \$0.2 million and \$22.3 million for the same respective periods in 2024. The aggregate grant date fair value of RSUs vested during the three and nine months ended September 30, 2025 was approximately \$1.0 million and \$21.0 million, respectively, compared to \$2.9 million and \$13.0 million for the same respective periods in 2024.

As of September 30, 2025, the Company had unrecognized share-based compensation expense related to RSUs of \$32.5 million. The outstanding RSUs had a remaining weighted-average vesting period of 1.08 years as of September 30, 2025.

During the nine months ended September 30, 2025 and 2024, the Company withheld 1,809,314 and 87,161 shares, respectively, of its Class A Common Stock associated with the tax withholding obligations due from employees upon the vesting of equity-based awards. The shares were withheld at an average price of \$13.54 and \$10.74 per share, respectively. The total cost of the net shares withheld for employee taxes was approximately \$24.5 million and \$0.9 million during the nine months ended September 30, 2025 and 2024, respectively and was accounted for as a reduction in additional paid-in capital.

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Stock Options

The Company granted 344,391 and 630,897 stock options during the nine months ended September 30, 2025 and 2024, respectively. The estimated grant date fair value of stock options was determined using a Black-Scholes valuation model using the following weighted-average assumptions:

	Nine Months Ended September 30,	
	2025	2024
Volatility rate	65.00 %	68.00 %
Risk-free interest rate	4.10 %	4.30 %
Expected term ⁽¹⁾ (in years)	6.0	6.0
Dividend yield	None	None
Stock price at grant date	\$ 10.70	\$ 5.79
Exercise price	\$ 10.70	\$ 5.79

⁽¹⁾ Calculated using the simplified method (the midpoint between the requisite service period and the contractual term of the option) due to the Company's insufficient historical exercise information to provide a basis for an estimate.

Stock option activity for the nine months ended September 30, 2025 was as follows:

	Number of options	Weighted-average exercise price
Outstanding balance at December 31, 2024	2,582,071	\$ 4.57
Granted	344,391	10.70
Exercised	—	—
Forfeited	—	—
Outstanding balance at September 30, 2025	2,926,462	\$ 5.29
Exercisable balance at September 30, 2025	1,799,997	\$ 4.54

Stock option activity for the nine months ended September 30, 2024 was as follows:

	Number of options	Weighted-average exercise price
Outstanding balance at December 31, 2023	1,971,611	\$ 4.16
Granted	630,897	5.79
Exercised	(20,437)	3.28
Forfeited	—	—
Outstanding balance at September 30, 2024	2,582,071	\$ 4.57

The weighted-average grant-date fair value of options granted during the three and nine months ended September 30, 2025 was nil and \$6.70, respectively, compared to nil and \$3.74 for the same respective periods in 2024. The aggregate fair value of the stock options granted during the three and nine months ended September 30, 2025 was nil and \$2.3 million, respectively, compared to nil and \$2.4 million for the same respective periods in 2024. The outstanding stock options and exercisable stock options as of September 30, 2025 had an intrinsic value of \$44.5 million and \$28.7 million, respectively.

As of September 30, 2025, the Company had unrecognized share-based compensation expense related to stock options of \$3.4 million. The outstanding options had a remaining weighted-average vesting period of 1.00 year as of September 30, 2025.

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Share-based Compensation Expense

Share-based compensation expense for the three and nine months ended September 30, 2025 and 2024 was as follows:

(\$ in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Costs of revenue	\$ 81	\$ 295	\$ 223	\$ 860
Sales and marketing	969	606	5,248	1,866
General and administrative	5,329	7,557	15,819	23,848
Total share-based compensation expense	\$ 6,379	\$ 8,458	\$ 21,290	\$ 26,574

9. Income Taxes

Income tax expense (benefit) for the three and nine months ended September 30, 2025 and 2024 was as follows:

(\$ in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Income tax expense (benefit)	\$ 7,177	\$ 5,274	\$ (102,775)	\$ 16,970

The Company recognized a federal, state and foreign income tax expense (benefit) of \$7.2 million and \$(102.8) million during the three and nine months ended September 30, 2025, respectively, compared to an income tax expense of \$5.3 million and \$17.0 million during the same respective periods in 2024. The effective tax rates for the three and nine months ended September 30, 2025 were 32.6% and 214.6%, respectively, and were 61.9% and 95.8% during the same respective periods in 2024. The difference between the Company's year-to-date effective tax rate and the U.S. statutory tax rate of 21% was primarily due to the release of the valuation allowance recorded on the Company's U.S. deferred tax assets based on current year income, non-taxable income/(loss) attributable to non-controlling interest and income tax rate differences related to the Company's foreign operations. During the nine months ended September 30, 2025, the Company also recorded a tax benefit of \$124.4 million discretely related to the release of the valuation allowance recorded on the Company's U.S. deferred tax assets based on forecasted future income.

On a quarterly basis, management considers new evidence, both positive and negative, that could affect its view of the future realization of its deferred tax asset and adjusts the valuation allowance when it is more likely than not that all or a portion of the deferred tax asset may not be realized. As of September 30, 2025, management determined that there is sufficient positive evidence to conclude that it is more likely than not that deferred tax assets of \$153.6 million, primarily in the U.S., are realizable. For purposes of forecasting taxable income, the Company relied on historical pre-tax earnings trends and incorporated assumptions about future performance that are expected to impact pre-tax results. These historical results support the expectation that the Company will generate taxable income in future periods. The Company did not recognize all U.S. deferred tax assets because the Company determined that a portion of excess income tax basis in RSILP will only reverse upon the occurrence of certain events, such as a sale of the Company's interest in RSILP, none of which are expected to occur in the foreseeable future. As of September 30, 2025, the valuation allowance on U.S. deferred tax assets per the annualized effective tax rate computation is \$67.9 million.

On July 4, 2025, the U.S. Congress passed budget reconciliation bill H.R. 1, referred to as the One Big Beautiful Bill ("OB BB"). The OB BB contains several changes to corporate taxation including modifications to capitalization of research and development expenses, limitations on deductions for interest expense and accelerated fixed asset depreciation. The Company has evaluated OB BB and determined that it does not have a material impact on the financial statements.

In connection with the Business Combination, the Special Limited Partner entered into the TRA, which generally provides that it pay 85% of certain net tax benefits, if any, that the Company (including the Special Limited Partner) realizes (or in certain cases is deemed to realize) as a result of an increase in tax basis and tax benefits related to the transactions contemplated under the Business Combination Agreement and the exchange of Retained RSILP Units (as defined in the Business Combination Agreement) for Class A Common Stock (or cash at the Company's option) pursuant to RSILP's amended and restated limited partnership agreement and tax benefits related to entering into the TRA, including tax benefits attributable to payments under the TRA. These payments are the obligation of the Special Limited Partner and not of RSILP. The actual increase in the Special Limited Partner's allocable share of RSILP's tax basis in its assets, as well

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as the amount and timing of any payments under the TRA, will vary depending upon a number of factors, including the timing of exchanges, the market price of the Class A Common Stock at the time of the exchange and the amount and timing of the recognition of RSI and its consolidated subsidiaries' (including the Special Limited Partner's) income. While many of the factors that will determine the amount of payments that the Special Limited Partner will make under the Tax Receivable Agreement are outside of the Company's control, the Company expects that the payments the Special Limited Partner will make under the TRA will be substantial and could have a material adverse effect on the financial condition of the Company.

Based primarily on the three-year cumulative income analysis and anticipated future earnings, management has determined that it is more likely than not that the Company will be able to utilize its deferred tax assets subject to the TRA. As of September 30, 2025 and December 31, 2024, the Company recognized a TRA liability of \$124.0 million (including \$1.1 million classified as current liability) and \$0.7 million, respectively, based on tax benefits realized in the current and prior tax year. Additional unrecognized TRA liability as of September 30, 2025 and December 31, 2024 was nil and \$104.3 million, respectively. The recognition of the TRA liability resulted in tax receivable agreement expense of nil and \$113.0 million during the three and nine months ended September 30, 2025, respectively. The increase in the liability is primarily due to the issuance of Class A Common Stock upon RSILP Unit exchanges.

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10. Earnings Per Share

The basic and diluted earnings per share for the three and nine months ended September 30, 2025 and 2024 were as follows (amounts in thousands, except for share and per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Numerator:				
Net income	\$ 14,846	\$ 3,239	\$ 54,887	\$ 748
Less: Net income attributable to non-controlling interests	8,791	2,049	26,825	385
Net income attributable to Rush Street Interactive, Inc. – basic	\$ 6,055	\$ 1,190	\$ 28,062	\$ 363
Effect of dilutive securities:				
Increase to net income attributable to non-controlling interests	8,791	2,049	26,825	385
Net income attributable to Rush Street Interactive, Inc. – diluted	\$ 14,846	\$ 3,239	\$ 54,887	\$ 748
Denominator:				
Weighted-average common shares outstanding – basic	96,223,133	82,847,325	95,051,128	79,652,992
Adjustments:				
Conversion of Weighted Average RSILP units to Class A Common Shares	132,280,716	142,687,546	133,206,990	144,940,579
Incremental shares from assumed conversion of stock options and restricted stock units	7,869,982	7,583,799	6,700,806	5,641,608
Weighted-average common shares outstanding – diluted	236,373,831	233,118,670	234,958,924	230,235,179
Earnings per Class A Common Share - basic	\$ 0.06	\$ 0.01	\$ 0.30	\$ 0.00
Earnings per Class A Common Share - diluted	\$ 0.06	\$ 0.01	\$ 0.23	\$ 0.00

The Class V Common Stock does not participate in the Company's earnings or losses and is therefore not a participating security. As such, separate presentation of basic and diluted earnings per share of Class V Common Stock under the two-class method has not been presented.

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The Company excluded the following securities from its computation of diluted shares outstanding for the three and nine months ended September 30, 2025 and 2024 as their effect would have been anti-dilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Unvested RSUs	—	273,928	441,218	929,269
Outstanding Stock Options	—	96,827	15,605	727,724

11. Segment Reporting

An operating segment is a component of an entity that: (i) engages in business activities from which it may earn revenues and incur expenses; (ii) has discrete financial information available; and (iii) is regularly reviewed by the entity's chief operating decision maker ("CODM") for purposes of performance assessment and resource allocation.

The Company's CODM is its chief executive officer. The Company manages its operations as a single operating segment that engages in online gaming and retail sports betting business activities. The Company derives its revenues from its gaming offerings such as real-money online casino, online sports betting and retail sports betting (i.e., sports betting services provided at bricks-and-mortar locations), as well as social gaming, which involves free-to-play games using virtual credits that users can earn or purchase. The accounting policies for this segment are consistent with those described in the summary of significant accounting policies. The measure of segment assets is reported on the condensed consolidated balance sheets as total consolidated assets.

The Company's revenue, significant expenses and net income for its consolidated segment are as follows:

(\$ in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue	\$ 277,911	\$ 232,109	\$ 809,535	\$ 669,916
Less:				
Costs of revenue ⁽¹⁾	183,385	151,119	528,273	439,554
Sales and marketing ⁽¹⁾	38,074	38,646	113,066	112,734
General and administrative ⁽¹⁾	20,417	18,951	58,686	55,734
Interest income	(3,014)	(2,277)	(7,130)	(6,255)
Interest expense	459	228	695	730
Depreciation and amortization	10,188	8,471	29,506	23,127
Income tax expense (benefit)	7,177	5,274	(102,775)	16,970
Other segment items ⁽²⁾	6,379	8,458	134,327	26,574
Consolidated net income	\$ 14,846	\$ 3,239	\$ 54,887	\$ 748

⁽¹⁾ Excludes share-based compensation expense.

⁽²⁾ Other segment items include share-based compensation expense and tax receivable agreement expense.

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12. Related Parties

Affiliated Land-Based Casinos

Neil Bluhm and his adult children (including Mr. Andrew Bluhm and Ms. Leslie Bluhm, both members of the Board), through their individual capacities, entities or trusts that they have created for the benefit of themselves or their family members, and Greg Carlin, through his individual capacity, entities or trusts that he has created for the benefit of himself or his family members, are direct or indirect owners, directors and/or officers of certain land-based casinos. The Company has entered into certain agreements with these affiliated land-based casinos that create strategic partnerships aimed to capture the online gaming, online sports betting and retail sports services markets in the various states and municipalities where the land-based casinos operate.

Generally, the Company pays a royalty fee to the land-based casino (calculated as a percentage of the Company's revenue less reimbursable costs or other consideration received as defined in the applicable agreement) in exchange for the right to operate real-money online casino and/or online sports betting under the gaming license of the land-based casinos or for marketing gaming offerings under the land-based casinos' brand. Royalties related to arrangements with affiliated casinos were \$17.9 million and \$51.3 million for the three and nine months ended September 30, 2025, respectively, and \$17.3 million and \$50.7 million for the same respective periods in 2024, which were net of any consideration received from the affiliated casino for reimbursable costs, as well as costs that are paid directly by the affiliate casino on the Company's behalf. Net royalties paid are recorded as costs of revenue in the accompanying condensed consolidated statements of operations. In certain cases, the affiliate casino maintains the bank account that processes cash deposits and withdrawals for the Company's customers. Accordingly, at any point in time, the Company will record a receivable from the affiliate, representing the Company's total gaming revenue (with customers) that was collected by the affiliate, less consideration payable to the affiliate for use of its license, which is offset by any consideration owed to the Company from the affiliate based on the terms of the applicable agreement. Receivables due from affiliated land-based casinos were \$17.4 million and \$18.2 million at September 30, 2025 and December 31, 2024, respectively.

In addition, the Company provides retail sports services to certain affiliated land-based casinos in exchange for a monthly commission based on the casino's retail sportsbook revenue. Services generally include ongoing management and oversight of the retail sportsbook, technical support for the casino's customers, risk management, advertising and promotion, and support for third-party vendors' sports betting equipment. Revenue recognized relating to retail sports services provided to affiliated land-based casinos for the three and nine months ended September 30, 2025 and 2024 was not material to the condensed consolidated financial statements. Any payables due to the affiliated land-based casinos are netted against affiliate receivables to the extent a right of offset exists.

13. Commitments and Contingencies

Legal Matters

The Company is not a party to any material legal proceedings and is not aware of any material pending or threatened claims. From time to time, however, the Company may be subject to various legal proceedings and claims that arise in the ordinary course of its business activities.

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Other Contractual Obligations

The Company is a party to several non-cancelable contracts with vendors and licensors for marketing, other strategic partnership-related agreements and leases where the Company is obligated to make future minimum payments under the non-cancelable terms of these contracts as follows (\$ in thousands):

Remainder of 2025	\$ 7,643
Year ending December 31, 2026	20,856
Year ending December 31, 2027	15,864
Year ending December 31, 2028	10,628
Year ending December 31, 2029	9,455
Thereafter	16,478
Total⁽¹⁾	\$ 80,924

- (1) Includes obligations under license and market access commitments totaling \$30.4 million, obligations under non-cancelable contracts with marketing vendors totaling \$43.0 million and non-cancelable lease contracts totaling \$7.5 million. Certain market access arrangements require the Company to make additional payments at a contractual milestone date if the market access fees paid through that milestone date do not meet a minimum contractual threshold. In these instances, the Company calculates the future minimum payment as the total milestone payment less any amounts already paid to the partner and includes such payments in the period in which the milestone date occurs.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with, and is qualified in its entirety by, our Annual Report on Form 10-K for the year ended December 31, 2024 (our “Annual Report”), and our unaudited condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q (this “Report”). In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed under the sections of this Report captioned “Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors.” For a discussion of limitations in measuring certain of our key metrics, see the section of this Report captioned “Limitations of Key Metrics and Other Data.”

This Management’s Discussion and Analysis of Financial Condition and Results of Operations contains certain financial measures, in particular the presentation of Adjusted EBITDA, which are not presented in accordance with generally accepted accounting principles of the United States (“GAAP”). We present these non-GAAP financial measures because they provide us and readers of this Report with additional insight into our operational performance relative to earlier periods and relative to our competitors. These non-GAAP financial measures are not a substitute for any GAAP financial information. Readers of this Report should use these non-GAAP financial measures only in conjunction with the comparable GAAP financial measures. Reconciliations of Adjusted EBITDA to Net Income, the most comparable GAAP measure, are provided in this Report.

Unless the context requires otherwise, all references in this Report to the “Company,” “we,” “us,” or “our” refer to Rush Street Interactive, Inc. and its subsidiaries.

Our Business

We are a leading online gaming and entertainment company that focuses primarily on online casino and online sports betting in the U.S., Canadian and Latin American markets. Our mission is to engage and delight players by delivering friendly, fun and fair betting experiences. In furtherance of this mission, we strive to create an online community for our customers where we are transparent and honest, treat our customers fairly, show them that we value their time and loyalty, and listen to feedback. We also endeavor to implement industry leading responsible gaming practices and provide our customers with a cutting-edge online gaming platform and exciting, personalized offerings that will enhance their user experience.

We provide our customers with an array of leading gaming offerings such as real-money online casino, online sports betting and retail sports betting (i.e., sports betting services provided at bricks-and-mortar locations), as well as social gaming, which involves free-to-play games using virtual credits that users can earn or purchase. We launched our first social gaming website in 2015 and began accepting real-money bets in the United States in 2016. Currently, we offer real-money online casino, online sports betting and/or retail sports betting in 16 U.S. states and the four international markets as outlined in the table below.

Jurisdictions	Online Casino	Online Sports Betting	Retail Sports Betting
Domestic:			
Arizona		✓	
Colorado		✓	
Delaware	✓	✓	
Illinois		✓	✓
Indiana		✓	✓
Iowa		✓	
Louisiana		✓	
Maryland		✓	✓
Michigan	✓	✓	✓
New Jersey	✓	✓	
New York		✓	✓
Ohio		✓	
Pennsylvania	✓	✓	✓
Virginia		✓	✓
Washington			✓
West Virginia	✓	✓	
International:			
Colombia	✓	✓	
Mexico	✓	✓	
Ontario (Canada)	✓	✓	
Peru	✓	✓	

Our real-money online casino and online sports betting offerings are currently provided under our BetRivers and PlaySugarHouse brands in the United States and Canada and under our RushBet brand in Latin America (which includes Mexico). We operate and/or support retail sports betting for our bricks-and-mortar partners under our brands or their respective brands depending on the terms of our arrangement. Many of our social gaming offerings are marketed under our own brands, although we also offer social gaming under our partners' brands as well. Our decision about what brand or brands to use is market and/or partner specific, and is based on brand awareness, market research, marketing efficiency, contractual obligations and applicable gaming rules and regulations.

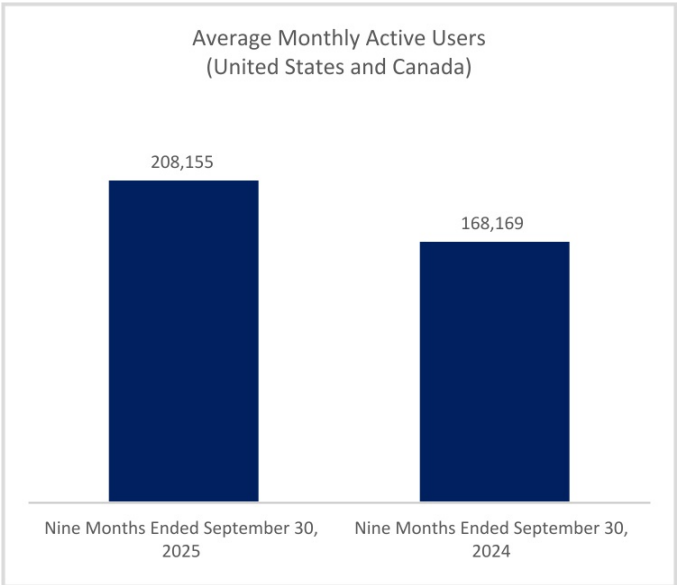
Trends in Key Metrics

Monthly Active Users

MAUs is the number of unique users per month who have placed at least one real-money bet across one or more of our online casino, poker or online sports betting offerings. We average the MAUs for the months in the relevant period. We exclude users who have made a deposit but have not yet placed a real-money bet on at least one of our online offerings. We also exclude users who have placed a real-money bet but only with promotional incentives.

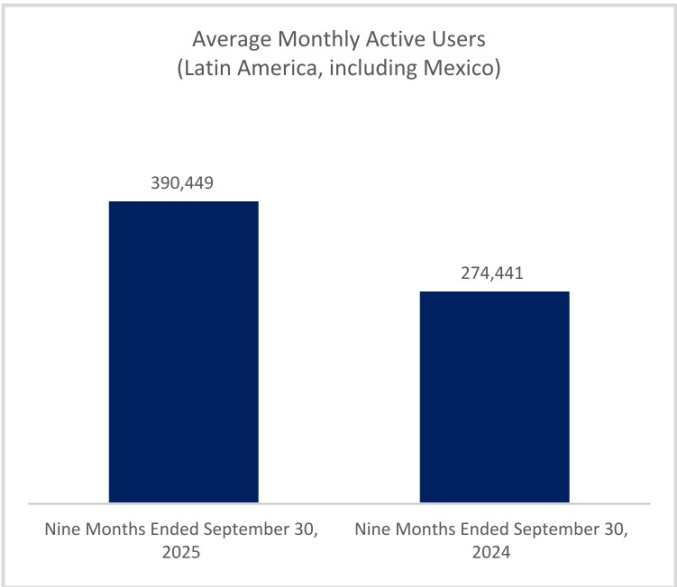
MAUs is a key indicator of the scale of our user base and awareness of our brands. We believe that year-over-year MAUs is also generally indicative of the long-term revenue growth potential of our business, although MAUs in individual periods may be less indicative of our longer-term expectations. We expect the number of MAUs to grow as we attract, retain and re-engage users in new and existing jurisdictions and expand our offerings to appeal to a wider audience.

The chart below presents our average MAUs in the United States and Canada for the nine months ended September 30, 2025 and 2024:



The increase in MAUs in the United States and Canada was mainly due to our continued growth and strong customer retention rates in existing markets. Additionally, we continue to achieve a positive response from our strategic advertising and marketing efforts.

The chart below presents our average MAUs in Latin America (including Mexico) for the nine months ended September 30, 2025 and 2024:

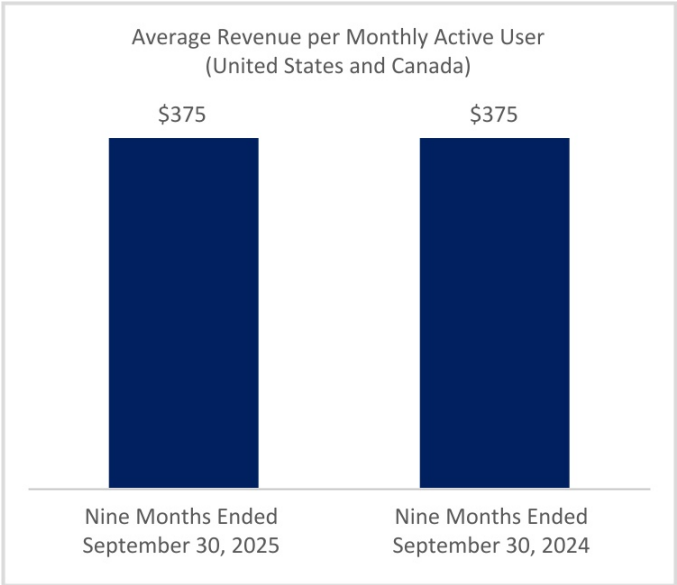


The increase in MAUs in Latin America was mainly due to our continued growth and strong customer retention rates in Colombia and Mexico and expansion into new markets such as Peru. Additionally, we continue to achieve a positive response from our strategic advertising and marketing efforts.

Average Revenue Per Monthly Active User

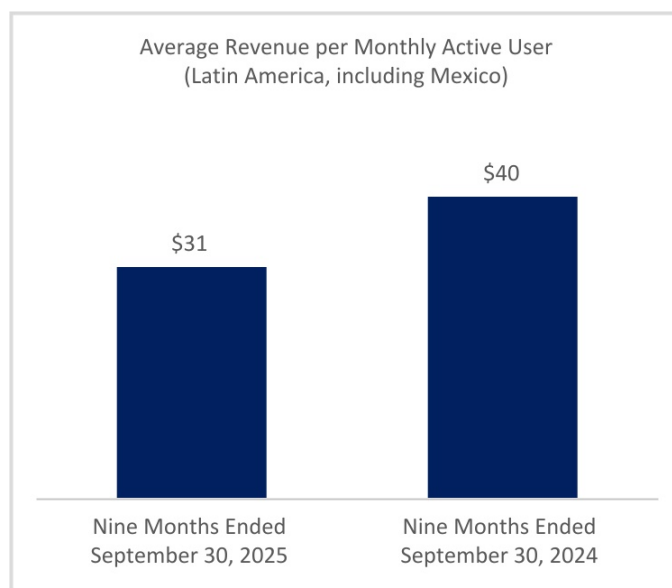
ARPMU for an applicable period is monthly revenue divided by average MAUs. This key metric represents our ability to drive usage and monetization of our online offerings.

The chart below presents our ARPMU in the United States and Canada for the nine months ended September 30, 2025 and 2024:



ARPMU remained generally flat in the United States and Canada year-over-year while significantly increasing MAUs in the same period.

The chart below presents our ARPMAU in Latin America (including Mexico) for the nine months ended September 30, 2025 and 2024:



The year-over-year decrease in ARPMAU in Latin America was mainly driven by the negative impact of additional player bonusing as a result of the value-added tax imposed on customer deposits in Colombia, which became effective during the nine months ended September 30, 2025, and unfavorable foreign exchange rate fluctuations.

Non-GAAP Information

This Report includes Adjusted EBITDA, which is a non-GAAP performance measure that we use to supplement our results presented in accordance with GAAP. We believe Adjusted EBITDA provides useful information to investors regarding our results of operations and operating performance, as it is similar to measures reported by our public competitors and is regularly used by securities analysts, institutional investors and other interested parties in analyzing operating performance and prospects. Non-GAAP financial measures are not intended to be considered in isolation or as a substitute for any GAAP financial measures and, as calculated, may not be comparable to other similarly titled measures of performance of other companies in other industries or within the same industry.

We define Adjusted EBITDA as net income before interest income or expense, income taxes, depreciation and amortization, share-based compensation, adjustments for certain one-time or non-recurring items and other adjustments. Adjusted EBITDA excludes certain expenses that are required in accordance with GAAP because certain expenses are either non-cash or are not related to our underlying business performance.

We include Adjusted EBITDA because management uses it to evaluate our core operating performance and trends and to make strategic decisions regarding the distribution of capital and new investments. Management believes that Adjusted EBITDA provides investors with useful information on our past financial and operating performance, enables comparison of financial results from period-to-period where certain items may vary independent of business performance, and allows for greater transparency with respect to metrics used by our management in operating our business. Management also believes that Adjusted EBITDA is useful in evaluating our operating performance compared to that of other companies in our industry, as this metric generally eliminates the effects of certain items that may vary from company to company for reasons unrelated to overall operating performance.

The table below presents our Adjusted EBITDA reconciled from our net income, the most directly comparable GAAP measure, for the periods indicated:

(\$ in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net income	\$ 14,846	\$ 3,239	\$ 54,887	\$ 748
Interest income, net	(2,555)	(2,049)	(6,435)	(5,525)
Income tax expense (benefit)	7,177	5,274	(102,775)	16,970
Depreciation and amortization	10,188	8,471	29,506	23,127
Share-based compensation expense	6,379	8,458	21,290	26,574
Tax receivable agreement expense	—	—	113,037	—
Adjusted EBITDA	\$ 36,035	\$ 23,393	\$ 109,510	\$ 61,894

Key Components of Revenue and Expenses

Revenue

We currently offer real-money online casino, online sports betting and/or retail sports betting in 16 U.S. states, Colombia, Ontario, Canada, Mexico and Peru. We also provide social gaming (where permitted), where users can earn or purchase virtual credits to enjoy free-to-play games.

Our revenue is predominantly generated from our U.S. and Canada operations, with the remaining revenue being generated from our Latin America (including Mexico) operations. We generate revenue primarily through the following offerings:

Online Casino

Online casino offerings typically include the full suite of games available in bricks-and-mortar casinos, such as table games (i.e., blackjack and roulette), slot machines and poker games. For these offerings (other than online poker), similar to bricks-and-mortar casinos, we generate revenue through hold, or gross winnings, as customers play against the house. For our poker game offerings, like land-based card rooms that are typically incorporated in land-based casinos, we are generally not exposed to the risks of game play or the outcome of the game as players are not playing against the house but are instead playing against each other on a peer-to-peer basis. We generate revenue through rake, or a small commission taken from the total wagers placed on the hand, which is generally subject to a cap, and through tournament entry fees. Like bricks-and-mortar casinos, there is volatility with online casino, but as the number of bets placed increases, the revenue retained from bets placed becomes easier to predict. Our experience has been that online casino revenue is less volatile than sports betting revenue.

Our online casino offering consists of a combination of licensed content from leading industry suppliers, customized third-party games, our proprietary online poker platform and a small number of proprietary games that were developed exclusively for us. Third-party content is usually subject to standard revenue-sharing agreements specific to each supplier, where the supplier generally receives a percentage of the net gaming revenue generated from its casino games played on our platform. In exchange, we receive a limited license to offer the games on our platform to customers in permitted jurisdictions. We generally pay much lower fees on revenue generated through our proprietary casino games such as our multi-bet blackjack (with side bets: 21+3, Lucky Ladies, Lucky Lucky), and single-deck blackjack, which primarily relate to hosting/remote gaming server fees and certain intellectual property license fees.

With respect to online poker, player liquidity, or the number or volume of players with an operator, is critical to the success of the game, with a greater number of players supporting a wider range and greater volume of games and larger tournaments, thereby increasing the quality of the offering to the consumer. Our online poker offerings include a comprehensive suite of game formats, including cash games, sit & go tournaments, and multi-table tournaments, catering to players of all skill levels. Players play against each other in either ring games (i.e., games for cash on a hand-by-hand basis) or in tournaments (i.e., players play against each other for tournament chips with prize money distributed to the last remaining competitors) or variations thereof.

Online casino revenue (other than from online poker) is generated based on total customer bets less amounts paid to customers for winning bets, less incentives awarded to customers, plus or minus the change in the progressive jackpot reserve. Online casino revenue from online poker is recognized as rake (i.e., percentage of a game's wagers earned by the Company for satisfying the performance obligation) less any value given back to players, which could be in the form of cash, tournament tickets or other form of bonuses.

Online Sports Betting

Online sports betting involves a user placing a bet on the outcome of a sporting event, a sports-related activity or a series of the same, with the chance to win a pre-determined amount, often referred to as fixed odds. Online sports betting revenue is generated by setting odds such that there is a built-in theoretical margin in each sports bet offered to customers. While sporting event outcomes may result in revenue volatility, we believe that we can achieve a positive long-term betting win margin. In addition to traditional fixed-odds betting, we also offer other fixed-odd sports betting products including in-game betting and multi-sport and same-game parlay betting. We have also incorporated live streaming of certain sporting events into our online sports betting offering. Integrated into our online sports betting platform is a third-party risk and trading platform currently provided by certain subsidiaries of Kambi Group plc.

Online sports revenue is generated based on total customer bets less amounts paid to customers for winning bets, less incentives awarded to customers, plus or minus the change in unsettled sports bets.

Retail Sports Betting

We provide retail sports betting services to certain land-based partners in exchange for a monthly commission that is calculated based on the land-based retail sportsbook revenue. Services generally include ongoing management and oversight of the retail sportsbook (i.e., within a bricks-and-mortar location), technical support for such partner's customers, risk management, advertising and promotion, and support for third-party sports betting equipment.

In addition, certain relationships with our partners provide us the ability to operate the retail sportsbook at the land-based partner's facility. In this scenario, revenue is generated based on total customer bets less amounts paid to customers for winning bets, less other incentives awarded to customers, plus or minus the change in unsettled retail sports bets and unclaimed retail tickets for settled retail bets.

Social Gaming

We provide social gaming (where permitted) where users can earn or purchase virtual credits to enjoy free-to-play games. Users who exhaust their credits can either purchase additional virtual credits from the virtual cashier or wait until their virtual credits are replenished for free. Virtual credits have no monetary value and can only be used within our social gaming platform.

Our social gaming business has three main goals: build online databases in key markets ahead of and post-legalization and regulation; generate revenues; and increase engagement and visitation to our bricks-and-mortar partner properties. Our social gaming products are a marketing tool that keeps the applicable brands present in the minds of our users and engages with users through another channel while providing the entertainment value that users seek. We also leverage our social gaming products to cross-sell to our real-money offerings in jurisdictions where real-money gaming is authorized.

We recognize deferred revenue when users purchase virtual credits and revenue when those credits are redeemed. We pay a percentage of the social gaming revenue derived from the sale and redemption of the virtual credits to content suppliers as well as to our land-based partners.

Costs and Expenses

Costs of Revenue. Costs of revenue consist primarily of (i) revenue share and market access fees, (ii) third-party platform and content fees, (iii) gaming taxes, (iv) payment processing fees and chargebacks and (v) salaries, bonuses, benefits and share-based compensation for dedicated personnel. These costs are primarily variable in nature and should typically correlate with the change in revenue. Revenue share and market access fees consist primarily of variable amounts paid to local partners that hold the applicable gaming license, providing us the ability to offer our real-money online offerings in the respective jurisdictions. Our third-party platform and content fees are primarily driven by costs associated with third-party casino content, data and streaming, sports betting trading services and certain elements of our platform technology, such as geolocation and know-your-customer. Gaming taxes relate to state taxes that are determined on a jurisdiction-by-jurisdiction basis, or federal excise taxes that are determined based on a percentage of the total online sports

and retail sports bets placed. We incur payment processing costs on customer deposits, withdrawals and occasionally chargebacks (i.e., when a payment processor contractually disallows customer deposits in the normal course of business).

Sales and Marketing Costs. Sales and marketing costs consist primarily of costs associated with marketing our offerings via different channels, promotional activities and related customer acquisition costs. These costs also include salaries, bonuses, benefits and share-based compensation for dedicated personnel and are expensed as incurred.

Our ability to effectively market is critical to our success. Using experience, dynamic learnings and analytics, we leverage marketing to acquire, convert, retain and re-engage customers. We use a variety of earned media and paid marketing channels, in combination with compelling offers, brand ambassadors, proprietary content, and unique game and site features, to attract and engage customers. Further, we continuously optimize our marketing spend using data collected from our operations. Our marketing spend is based on a return-on-investment model that considers a variety of factors, including the product offerings in the jurisdiction, local advertising rules, the performance of different marketing channels, predicted lifetime value, marginal costs and expenses and behavior of customers across various product offerings.

With respect to paid marketing, we use a broad array of advertising channels, including television, radio, social media platforms, sponsorships, affiliates and paid search, and other digital channels. We also use other forms of marketing and outreach, such as our social media channels, first-party websites, media interviews and other media spots and organic searches. These efforts are primarily concentrated within the specific jurisdictions where we operate or intend to operate. We believe there is significant benefit to having a flexible approach to advertising spending as we can quickly redirect our advertising spending based on dynamic testing of our advertising methods and channels.

General and Administrative. General and administrative expenses consist primarily of administrative personnel costs, including salaries, bonuses and benefits, share-based compensation expense for dedicated personnel, professional fees related to legal, compliance, audit and consulting services, rent, insurance costs, technology and foreign exchange gains or losses.

Depreciation and Amortization. Depreciation and amortization expense consists of depreciation on our property and equipment and amortization of intangible assets (including market access licenses, gaming jurisdictional licenses, internally developed software, developed technology, and other intangible assets) and finance lease right-of-use assets over their useful lives.

Tax Receivable Agreement Expense. Tax receivable agreement expense consists of the accounting cost associated with the initial recognition of the TRA liability as of June 30, 2025. This expense reflects changes in the estimated future payments under the TRA attributable to RSILP Unit exchanges completed prior to that date. These prior exchanges increased the Company's tax basis in its share of RSILP's underlying assets, giving rise to expected tax savings and corresponding TRA liability. RSILP Unit exchanges occurring after June 30, 2025 will not result in TRA expense, as the associated increase in tax basis and the resulting TRA liability will be accounted for as equity transactions.

Results of Operations

The following tables set forth a summary of our consolidated results of operations for the interim periods indicated and the changes between periods. We have derived this data from our unaudited condensed consolidated financial statements included elsewhere in this Report. The results of historical periods are not necessarily indicative of the results of operations for any future period.

Comparison of the Three Months Ended September 30, 2025 and 2024

(\$ in thousands)	Three Months Ended September 30,		Change	
	2025	2024	\$	%
Revenue	\$ 277,911	\$ 232,109	\$ 45,802	20 %
Costs of revenue	183,466	151,414	32,052	21 %
Sales and marketing	39,043	39,252	(209)	(1) %
General and administrative	25,746	26,508	(762)	(3) %
Depreciation and amortization	10,188	8,471	1,717	20 %
Income from operations	19,468	6,464	13,004	201 %
Interest income, net	2,555	2,049	506	25 %
Income before income taxes	22,023	8,513	13,510	159 %
Income tax expense	7,177	5,274	1,903	36 %
Net income	\$ 14,846	\$ 3,239	\$ 11,607	358 %

Revenue. Revenue increased by \$45.8 million, or 20%, to \$277.9 million for the three months ended September 30, 2025 as compared to \$232.1 million for the same period in 2024. The increase was mainly due to and directly correlated with our continued growth across existing markets. The increase reflects higher period-over-period online casino and sports betting revenue and social gaming revenue of \$45.9 million and \$0.1 million, respectively, which was partially offset by a decrease in retail sports betting revenue of \$0.2 million.

Costs of Revenue. Costs of revenue increased by \$32.1 million, or 21%, to \$183.5 million for the three months ended September 30, 2025 as compared to \$151.4 million for the same period in 2024. The increase was mainly due to and directly correlated with our continued growth as noted above. Gaming taxes, market access costs, payment processing costs and operating expenses contributed \$15.6 million, \$8.7 million, \$5.8 million and \$2.7 million, respectively, to the period-over-period increase in costs of revenue. Costs of revenue as a percentage of revenue increased to 66% for the three months ended September 30, 2025 as compared to 65% for the same period in 2024.

Sales and Marketing. Sales and marketing expense decreased by \$0.2 million, or 1%, to \$39.0 million for the three months ended September 30, 2025 as compared to \$39.2 million for the same period in 2024. The decrease was primarily driven by reduced marketing spend resulting from management's strategy to rationalize marketing spend as the North American and Latin American online gaming industries continue to mature, which was partially offset by higher marketing personnel costs and share-based compensation expense. Sales and marketing expense as a percentage of revenue decreased to 14% for the three months ended September 30, 2025 as compared to 17% for the same period in 2024.

General and Administrative. General and administrative expense decreased by \$0.8 million, or 3%, to \$25.7 million for the three months ended September 30, 2025 as compared to \$26.5 million for the same period in 2024. The decrease was primarily due to lower share-based compensation expense. General and administrative expense as a percentage of revenue decreased to 9% for the three months ended September 30, 2025 as compared to 11% for the same period in 2024.

Depreciation and Amortization. Depreciation and amortization expense increased by \$1.7 million, or 20%, to \$10.2 million for the three months ended September 30, 2025 as compared to \$8.5 million for the same period in 2024. The increase was mainly due to additional costs to acquire internally developed software and other definite-lived intangible assets. Depreciation and amortization expense as a percentage of revenue remained flat at 4% for the three months ended September 30, 2025 and 2024.

Interest Income, Net. Interest income, net, increased by \$0.5 million, or 25%, to \$2.5 million for the three months ended September 30, 2025 as compared to \$2.0 million for the same period in 2024. The increase in interest income was mainly attributed to higher amounts of cash held in interest-bearing accounts and money market funds as compared to the same period in 2024.

Income Tax Expense. Income tax expense increased by \$1.9 million, or 36%, to \$7.2 million for the three months ended September 30, 2025 as compared to \$5.3 million for the same period in 2024. Income tax expense is primarily attributable to the profitability of our foreign operations for which both current and deferred taxes are recorded. Income tax expense as a percentage of revenue increased to 3% for the three months ended September 30, 2025 as compared to 2% for the same period in 2024.

Comparison of the Nine Months Ended September 30, 2025 and 2024

(\$ in thousands)	Nine Months Ended September 30,		Change	
	2025	2024	\$	%
Revenue	\$ 809,535	\$ 669,916	\$ 139,619	21 %
Costs of revenue	528,496	440,414	88,082	20 %
Sales and Marketing	118,314	114,600	3,714	3 %
General and administrative	74,505	79,582	(5,077)	(6) %
Depreciation and amortization	29,506	23,127	6,379	28 %
Income from operations	58,714	12,193	46,521	382 %
Tax receivable agreement expense	(113,037)	—	(113,037)	100 %
Interest income, net	6,435	5,525	910	16 %
(Loss) Income before income taxes	(47,888)	17,718	(65,606)	(370) %
Income tax (benefit) expense	(102,775)	16,970	(119,745)	n/m
Net income	\$ 54,887	\$ 748	\$ 54,139	n/m

*n/m means not meaningful

Revenue. Revenue increased by \$139.6 million, or 21%, to \$809.5 million for the nine months ended September 30, 2025 as compared to \$669.9 million for the same period in 2024. The increase was mainly due to and directly correlated with our continued growth across existing markets and expansion into new markets. The increase reflects higher period-over-period online casino and sports betting revenue of \$139.9 million and social gaming revenue of \$0.4 million, which was partially offset by a decrease of retail sports betting revenue of \$0.7 million.

Costs of Revenue. Costs of revenue increased by \$88.1 million, or 20%, to \$528.5 million for the nine months ended September 30, 2025 as compared to \$440.4 million for the same period in 2024. The increase was mainly due to and directly correlated with, our expansion and continued growth as noted above. Gaming taxes, market access costs, operating expenses and payment processing costs contributed \$37.3 million, \$27.5 million, \$9.0 million and \$5.8 million, respectively, to the period-over-period increase in costs of revenue. Personnel costs contributed to the remainder of the period-over-period increase. Costs of revenue as a percentage of revenue decreased to 65% for the nine months ended September 30, 2025 as compared to 66% for the same period in 2024.

Sales and Marketing. Sales and Marketing expense increased by \$3.7 million, or 3%, to \$118.3 million for the nine months ended September 30, 2025 as compared to \$114.6 million for the same period in 2024. The increase was primarily driven by higher marketing personnel costs and share-based compensation expense, which was partially offset by reduced marketing spend resulting from management's strategy to rationalize marketing spend as the North American and Latin American online gaming industries continue to mature. Sales and marketing expense as a percentage of revenue decreased to 15% for the nine months ended September 30, 2025 as compared to 17% for the same period in 2024.

General and Administrative. General and administrative expense decreased by \$5.1 million, or 6%, to \$74.5 million for the nine months ended September 30, 2025 as compared to \$79.6 million for the same period in 2024. The decrease was primarily due to lower share-based compensation expense and other administrative costs. General and administrative expense as a percentage of revenue decreased to 9% for the nine months ended September 30, 2025 as compared to 12% for the same period in 2024.

Depreciation and Amortization. Depreciation and amortization expense increased by \$6.4 million, or 28%, to \$29.5 million for the nine months ended September 30, 2025 as compared to \$23.1 million for the same period in 2024. The increase was mainly due to additional costs to acquire internally developed software and other definite-lived intangible assets. Depreciation and amortization expense as a percentage of revenue increased to 4% for the nine months ended September 30, 2025 as compared to 3% for the same period in 2024.

Tax Receivable Agreement Expense. Tax receivable agreement expenses increased by \$113.0 million for the nine months ended September 30, 2025 as compared to nil for the same period in 2024. The increase is associated with our initial recognition of a TRA liability upon realization of future tax benefits associated with the TRA.

Interest Income, Net. Interest income increased by \$0.9 million, or 16%, to \$6.4 million for the nine months ended September 30, 2025 as compared to \$5.5 million for the same period in 2024. The increase in interest income was mainly attributed to higher amounts of cash held in interest-bearing accounts and money market funds as compared to the same period in 2024.

Income Tax Expense (Benefit). Income tax benefit was \$102.8 million for the nine months ended September 30, 2025 as compared to income tax expense of \$17.0 million for the same period in 2024. Income tax benefit is primarily attributable to the release of a valuation allowance as it is more likely than not that some portion of the deferred asset may be realized.

Seasonality and Other Trends Impacting Our Business

Our results of operations may, and generally do, fluctuate due to seasonal trends and other factors such as level of customer engagement, online casino and sports betting results and other factors that are outside of our control or that we cannot reasonably predict. Our quarterly financial performance depends on our ability to attract and retain customers. Customer engagement in our online offerings may vary due to, among other things, customer satisfaction with our platform, the number, timing and type of sporting events, the length of professional sports seasons, our offerings and marketing efforts and those of our competitors (including those not just in the online gaming industry but also in prediction markets or in the entertainment industry broadly), other forms of entertainment available to our customers, weather conditions, public sentiment, an economic downturn or other economic factors such as inflation, economic uncertainty or macroeconomic conditions. As customer engagement varies, so may our quarterly financial performance.

Our quarterly financial results may also be impacted by the number and amount of betting losses and jackpot payouts we experience. Although our losses are limited per wager to a maximum payout, when looking at bets across a period of time, these losses can be significant. We offer progressive jackpot games in our online casino offerings. Each time a customer plays a progressive jackpot game, we contribute a portion of the amount bet to the jackpot for that game or group of games. When a progressive jackpot is won, it is paid out and reset to a predetermined base amount. Winning the jackpot is determined by a random mechanism; we cannot foresee when a jackpot will be won, and we do not insure against jackpot payouts. Paying the progressive jackpot decreases our cash position.

Our online and retail sports betting operations experience seasonality based on the relative popularity and frequency of certain sporting events. Although sporting events occur throughout the year, our online sports betting customers are most active during the NFL, NBA, college football and basketball seasons. With respect to our online and retail sports betting operations, customer activity tends to increase, and we may experience increased volatility, in connection with major sporting events such as the NFL super bowl, the NBA finals and NCAA basketball March Madness. In addition, sports betting activity is impacted by the occurrence of periodic events (e.g., World Cup, Copa América, UEFA, Olympics).

From a legislative perspective, we continue to see strong momentum to legalize and regulate online sports betting in new jurisdictions in the Americas. As expected, many of these new jurisdictions are first trying to legalize and regulate online sports betting before considering whether to legalize and regulate online casino. However, given the tax generation success of online casino in markets where it has been legalized, we also continue to see strong momentum for online casino in several jurisdictions in the Americas that are looking for additional revenue sources to fund expanding budgets. Additionally, we have seen governmental officials or legislative or regulatory bodies in certain jurisdictions in which we operate consider, and in limited cases to date, approve, increases in gaming-related taxes or other types of taxes on companies operating in the gaming industry. While it is unclear at this time if this will continue, any proposed legislation or other similar actions to increase existing taxes on online sportsbook and/or casino could negatively impact our business, profitability and cash flows.

We operate within the global gaming and entertainment industry, which is comprised of diverse products and offerings that compete for consumers' time and disposable income. We face and expect to continue to face significant competition from other industry players both within existing and new markets including from competitors with access to more resources, existing assets such as brands or databases, or experience. Customer demands for new and innovative offerings and features require us to continue to invest in new technologies, features and content to improve the customer experience. Many jurisdictions in which we operate or intend to operate in the future have unique regulatory and/or technological requirements, which require us to have robust, scalable networks and infrastructure, and agile engineering and software development capabilities. The global gaming and entertainment industry has seen significant consolidation, regulatory change and technological development over the last few years, and we expect this trend to continue into the foreseeable future, which may create opportunities for us but may also create competitive and margin pressures. We are starting to see some other online gaming operators rationalize their marketing spend in North American jurisdictions, although their

marketing spend may vary by quarter depending on, among other things, sports calendars, new market launches and prior commitments.

Liquidity and Capital Resources

Our principal sources of liquidity are cash on hand and cash flows from operations. We regularly monitor our liquidity position, working capital needs and capital allocation strategy to ensure we maintain adequate resources to support our business operations, fund strategic initiatives and fulfill other corporate and contractual obligations, including those under our TRA and the amended and restated partnership agreement of RSILP (the “A&R Partnership Agreement”).

As of September 30, 2025, we had \$273.5 million in cash and cash equivalents, excluding legally restricted customer cash deposits that we segregate from our operating cash balances. We intend to continue to finance our operations without third-party debt and entirely from operating cash flows and cash on our balance sheet.

Our current working capital needs relate mainly to supporting our existing businesses, the growth of these businesses in their existing markets and their expansion into other geographic regions, as well as our personnel’s compensation and benefits. We expect our material cash requirements during the upcoming 12-month period to include \$19.3 million of non-cancellable purchase obligations with marketing vendors, \$4.1 million of minimum license and market access fees, and \$2.8 million of lease payments. We also have \$54.7 million of additional non-cancellable purchase obligations that will be due subsequent to the upcoming 12-month period. In addition, we will continue to pursue expansion into new markets, which is expected to require significant capital investments.

We are required to make payments equal to 85% of the tax benefits we realize in connection with the TRA. These obligations under the TRA, while mainly non-current in nature, reduce future operating cash flows as the associated tax benefits are realized. Although the actual timing and amount of any payments made under the TRA will vary, such payments may be significant. Any payments made under the TRA will generally reduce the amount of overall cash flow that might have otherwise been available to us and, to the extent that payments required under the TRA are unable to be made for any reason, the unpaid amounts generally will be deferred and will accrue interest until paid. To date, no material payments under the TRA have been made. Payments associated with the TRA liability are expected to include \$1.1 million in the next 12 months and additional obligations of \$122.9 million are expected subsequent to the upcoming 12-month period.

RSILP is a partnership for U.S. federal income tax purposes and, as such, taxable income will be allocated for U.S. federal income tax purposes to the holders of RSILP Units. The A&R Partnership Agreement requires RSILP to make tax distributions to holders of RSILP Units (including the Special Limited Partner) calculated at certain assumed rates. In some cases, these assumed rates may be significantly higher than the holders’ actual tax rates. The amount of these tax distributions can be significant, in particular as RSILP’s profitability increases, which will generally reduce the amount of overall cash flow that might have otherwise been available to us. To date, no material tax distribution payments have been made, and no material payments thereunder are expected in the next 12 months.

We expect our existing cash and cash equivalents and cash flows from operations to be sufficient to fund our operating activities and capital expenditure requirements for at least the next 12 months and thereafter for the foreseeable future. It is possible that we may need additional cash resources due to changed business conditions or other developments, including unanticipated regulatory developments, significant acquisitions, partnerships or marketing initiatives, deteriorating macroeconomic conditions and competitive pressures. We expect our capital expenditures and working capital requirements to continue to increase in the immediate future to support our growth as we seek to expand our offerings across more of North America, Latin America and worldwide, which will require significant investment in our online gaming platform and our personnel, in particular in product development, engineering and operations roles. We also expect certain costs such as marketing, market access and license fees to increase to the extent we pursue expansion opportunities in new and existing jurisdictions. In particular, we are party to several non-cancelable contracts with vendors and licensors for marketing, other strategic partnerships and leases, pursuant to which we are obligated to make future minimum payments under the non-cancelable terms of these contracts. Additionally, our continued profitability will trigger future quarterly tax distribution obligations payable to the limited partners of RSILP under the A&R Partnership Agreement. To the extent that our current resources are insufficient to satisfy our cash requirements, we may need to seek additional equity or debt financing. If the needed financing is not available, or if the terms of financing are less desirable than we expect, we may be forced to decrease our level of investment in new product, service or market launches and related marketing initiatives or to scale back our existing operations, which could have an adverse impact on our business and financial prospects.

Surety Bonds

We had been issued \$31.3 million and \$31.1 million in surety bonds as of September 30, 2025 and December 31, 2024, respectively, that are used to satisfy regulatory requirements related to securing cash held for the benefit of customers.

We had been issued \$6.5 million and \$6.1 million in surety bonds as of September 30, 2025 and December 31, 2024, respectively, to satisfy regulatory requirements necessary to operate in certain jurisdictions.

There have been no claims against any of our surety bonds and the likelihood of future claims is expected to be remote.

Debt and Letters of Credit

As of September 30, 2025 and December 31, 2024, we had no outstanding debt.

As of September 30, 2025 and December 31, 2024, we had an outstanding letter of credit for \$6.0 million and \$4.3 million, respectively, in connection with our operations in Colombia, for which no amounts had been drawn.

Stock Repurchase Program

On October 24, 2024, our Board of Directors authorized the repurchase of an aggregate of up to \$50 million of our Class A Common Stock through open market purchases, privately negotiated transactions or other transactions in accordance with applicable securities laws.

During the three and nine months ended September 30, 2025, we repurchased nil and 733,019 shares, respectively, of Class A Common Stock pursuant to the Stock Repurchase Program. The aggregate purchase price was approximately \$7.6 million during the nine months ended September 30, 2025 at average prices of \$10.41.

Cash Flows

The following table shows our cash flows from operating activities, investing activities and financing activities for the nine months ended September 30, 2025 and 2024:

(\$ in thousands)	Nine Months Ended September 30,	
	2025	2024
Net cash provided by operating activities	\$ 95,915	\$ 80,553
Net cash used in investing activities	(28,867)	(26,215)
Net cash used in financing activities	(34,403)	(682)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	12,152	(4,274)
Net change in cash, cash equivalents and restricted cash	\$ 44,797	\$ 49,382

Operating activities. Net cash provided by operating activities for the nine months ended September 30, 2025 increased by \$15.4 million to \$95.9 million, as compared to \$80.5 million during the same period in 2024. The increase was primarily brought by higher period-over-period net income totaling \$54.1 million, which was partially offset by changes in operating assets and liabilities of \$31.3 million and decreased non-cash expenses of \$7.4 million. The decrease in non-cash expenses was driven primarily by deferred income tax benefit and decrease in share-based compensation expense totaling \$121.6 million and \$5.3 million, respectively, which was partially offset by tax receivable agreement expense totaling \$113.0 million and additional depreciation and amortization totaling to \$6.4 million.

Investing activities. Net cash used in investing activities for the nine months ended September 30, 2025 increased by \$2.7 million to \$28.9 million, as compared to \$26.2 million during the same period in 2024. The increase reflects increased costs for internally developed software totaling \$3.3 million and additional acquisitions of other intangible assets and developed technology totaling \$0.6 million and \$0.2 million, respectively. This was partially offset by lower period-over-period short-term investments, acquisition of gaming licenses and purchases of property and equipment totaling \$0.8 million, \$0.4 million and \$0.2 million, respectively.

Financing activities. Net cash used in financing activities for the nine months ended September 30, 2025 increased by \$33.7 million to \$34.4 million, as compared to \$0.7 million during the same period in 2024. The period-over-period increase primarily reflects the payments for employee taxes related to shares withheld, repurchases of Class A Common Stock and payments of finance lease liabilities totaling to \$24.4 million, \$7.6 million and \$1.6 million, respectively. Decrease in proceeds from exercise of stock options contributed to the remainder of the period-over-period increase.

Effect of exchange rate changes on cash, cash equivalents and restricted cash. The effect of exchange rate changes increased cash, cash equivalents and restricted cash by \$12.2 million for the nine months ended September 30, 2025 as compared to a decrease of \$4.3 million for the same period in 2024. These changes were due to fluctuations in foreign currency exchange rates (primarily the Colombian Peso) from period to period.

Critical Accounting Policies and Estimates

We have prepared our unaudited condensed consolidated financial statements in accordance with GAAP. In doing so, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses during the reporting period. Management bases estimates on historical experience and other assumptions it believes to be reasonable under the circumstances and evaluates these estimates on an ongoing basis. Actual results may differ from these estimates. Management has discussed the development, selection and disclosure of these estimates and assumptions with the Audit Committee of the Board.

There were no material changes during the quarter ended September 30, 2025, to the critical accounting policies and estimates discussed in our Annual Report. For a more complete discussion of our critical accounting policies and estimates, refer to our Annual Report.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

We operate primarily in the United States, Canada and Latin America. As such, we have been exposed in the past and may in the future be exposed to certain market risks, including interest rate, foreign currency exchange and inflation risks, in the ordinary course of our business. Currently, these risks are not material to our financial condition or results of operations, but they may be in the future.

Interest Rate Risk

As of September 30, 2025, we had cash, cash equivalents and restricted cash of \$277.6 million, which consisted primarily of bank deposits, certificates of deposits and money market funds. Such interest-earning instruments carry a degree of interest rate risk; however, due to the relatively short-term nature of these instruments, historical fluctuations of interest income have not been significant. The primary objective of our investment activities is to preserve principal and provide liquidity without significantly increasing risk. A 10% increase or decrease in the interest rates of these interest-earning instruments would not have a material effect on our unaudited condensed consolidated financial statements for the nine months ended September 30, 2025.

Foreign Currency Exchange Rate Risk

We are exposed to foreign currency exchange risk related to our transactions in currencies other than the U.S. Dollar, which is our reporting and functional currency for a majority of our operations. We seek to naturally hedge our foreign exchange transaction exposure by matching the transaction currencies for our cash inflows and outflows. Currently, we do not otherwise hedge our foreign exchange exposure but may consider doing so in the future. Our foreign currency exposure is primarily with respect to the Colombian Peso, the Canadian Dollar and the Mexican Peso. Markets with a functional currency other than the U.S. Dollar accounted for less than 20% and 10% of our revenue for the nine months ended September 30, 2025 and 2024, respectively. A 10% increase or decrease in the value of these currencies compared to the U.S. Dollar would not have a material effect on our unaudited condensed consolidated financial statements for the nine months ended September 30, 2025.

Inflation Risk

We do not believe that inflation has had a material effect on our business, financial condition or results of operations as of and for the nine months ended September 30, 2025. If our costs become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and operating results. In addition, our customers may experience inflationary pressures and rising costs. This could result in our customers having less disposable income, and thus they may reduce their spending on

discretionary entertainment activities such as our products and services. Such a reduction in spending by our customers could harm our business, financial condition, revenues and operating results.

Item 4. Controls and Procedures.

Management’s Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), under the supervision and with the participation of management, including our Chief Executive Officer and our President and Chief Financial Officer, we have carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this Report. Our disclosure controls and procedures are designed to provide reasonable assurance that information we are required to disclose in reports that are filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and our President and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified by the SEC. Our Chief Executive Officer and President and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2025.

Changes in Internal Control Over Financial Reporting

There has been no change in the Company’s internal control over financial reporting during the quarter ended September 30, 2025 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives, as specified above. Our management recognizes that any control system, no matter how well designed and operated, is based upon certain judgments and assumptions and cannot provide absolute assurance that its objectives will be met.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time we become involved in legal proceedings concerning matters arising in connection with the conduct of our business activities. These proceedings may be at varying stages, and many of these proceedings may seek an indeterminate amount of damages. We regularly evaluate the status of the legal proceedings in which we are involved to assess whether a loss is probable or there is a reasonable possibility that a loss or an additional loss may have been incurred and to determine if accruals are appropriate. If accruals are not appropriate, we further evaluate each legal proceeding to assess whether an estimate of the possible loss or range of possible loss can be made.

In our opinion, the amount of ultimate liability with respect to any of these actions is unlikely to materially affect our financial condition, results of operations or liquidity, though the outcomes could be material to our operating results for any particular period, depending, in part, upon the operating results for such period.

Item 1A. Risk Factors.

There have been no material changes to the risk factors disclosed under the heading “Risk Factors” in our Annual Report.

Item 5. Other Information.

Securities Trading Plans of Directors and Executive Officers

During the three months ended September 30, 2025, none of our directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of the Company’s securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any “non-Rule 10b5-1 trading arrangement”, except as described in the table below:

Name and Title	Action	Date of Action	Duration of Trading Arrangements	Rule 10b5-1 Trading Arrangement? (Y/N) ¹	Aggregate Number of Securities Subject to Trading Arrangement
Richard Schwartz, Chief Executive Officer and Director ²	Adopt	August 15, 2025	January 2, 2026 - December 31, 2026	Y	2,482,800
Kyle Sauers, President and Chief Financial Officer	Adopt	August 22, 2025	March 3, 2026 - March 31, 2027	Y	276,000
Mattias Stetz, Chief Operating Officer ³	Adopt	August 22, 2025	January 2, 2026 - December 31, 2026	Y	410,000

The trading arrangement reported above is subject to a number of conditions, including the price at which, and the time of when, purchases or sales may occur, and it is possible that a trading arrangement may not result in the purchase or sale

¹ Denotes whether the trading plan is intended, when adopted, to satisfy the affirmative defense of Rule 10b5-1 (c).

² Represents the adoption of a Rule 10b5-1 trading plan by Mr. Schwartz individually and by trusts affiliated with him. The plans provide for the potential sale of up to 1,057,800 shares of the Company’s Class A common stock by Mr. Schwartz, up to 425,000 shares by the Richard T. Schwartz Revocable Trust U/A DTD 10/25/2024 and up to 500,000 shares by the Lori R. Schwartz 2025 Gift Trust U/A DTD 3/28/2025, each of which Mr. Schwartz, serves as trustee, and up to 500,000 shares by the Richard T. Schwartz 2024 Gift Trust U/A DTD 10/25/2024, of which Mr. Schwartz’s spouse serves as trustee.

³ Represents the adoption of a Rule 10b5-1 trading plan by trusts affiliated with Mr. Stetz. The plans provide for the potential sale of up to 260,000 shares of the Company’s Class A common stock by the Mattias Stetz Revocable Trust U/A DTD 5/9/2025, of which Mr. Stetz serves as trustee, and up to 150,000 shares by OAN Trust, of which Mr. Stetz’s spouse serves as trustee.

of any or all of the aggregate number of securities covered by such trading arrangement during the term of the trading arrangement.

Item 6. Exhibits.

The following exhibits are being filed or furnished, as applicable, herewith:

Exhibit Number	Description
2.1	Amended and Restated Business Combination Agreement, dated as of October 9, 2020, by and among the Company, RSILP, the Sellers party thereto, dMY Sponsor, LLC and Rush Street Interactive GP, LLC (incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed with the SEC on October 13, 2020).
2.2	Amendment to Amended and Restated Business Combination Agreement, dated as of December 4, 2020, by and among the Company, RSILP, the Sellers party thereto, dMY Sponsor, LLC and Rush Street Interactive GP, LLC (incorporated by reference to Annex A-2 to Company's Preliminary Proxy Statement filed with the SEC on December 4, 2020).
31.1*	Certifications of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certifications of President and Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certifications of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certifications of President and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document—the instance document does not appear in the Interactive Data File as its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase.
104	Cover Page Interactive Data File (Embedded within the Inline XBRL document and included in Exhibit).

* Filed herewith.

** This exhibit is furnished herewith and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

SIGNATURE

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

October 30, 2025

RUSH STREET INTERACTIVE, INC.

By: /s/ Kyle Sauers

Kyle Sauers

President and Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

**Certification of Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Richard Schwartz, certify that:

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

Date: October 30, 2025

/s/ Richard Schwartz

Richard Schwartz

Chief Executive Officer and Director
(Principal Executive Officer)

**Certification of Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Kyle Sauers, certify that:

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

Date: October 30, 2025

/s/ Kyle Sauers

Kyle Sauers

President and Chief Financial Officer
(Principal Financial Officer)

**Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Richard Schwartz, Chief Executive Officer and Director of Rush Street Interactive, Inc. (the “Company”), hereby certify, that, to my knowledge:

1. The Quarterly Report on Form 10-Q for the period ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 30, 2025

/s/ Richard Schwartz

Richard Schwartz

Chief Executive Officer and Director

(Principal Executive Officer)

**Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Kyle Sauers, President and Chief Financial Officer of Rush Street Interactive, Inc. (the “Company”), hereby certify, that, to my knowledge:

1. The Quarterly Report on Form 10-Q for the period ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 30, 2025

/s/ Kyle Sauers

Kyle Sauers

President and Chief Financial Officer

(Principal Financial Officer)