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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2026
OR

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

Commission File Number: 001-39492

JFrog Ltd.

(Exact name of Registrant as specified in its charter)

Israel	**98-0680649**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

270 E. Caribbean Drive
Sunnyvale, California 94089
(408) 329-1540

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, NIS 0.01 par value	**FROG**	**The Nasdaq Global Select Market**

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

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

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

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

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

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

As of October 30, 2026, the registrant had 124,622,515 ordinary shares, NIS 0.01 par value per share, outstanding.

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NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which statements involve substantial risks and uncertainties that could cause actual results to differ materially from those predicted. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential," or "continue" or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about:

- our future financial performance, including our expectations regarding our revenue, cost of revenue, gross profit, operating expenses, operating cash flow and free cash flow, and our ability to achieve, and maintain, future profitability;
- market acceptance of our products;
- the effects of increased competition in our markets and our ability to compete effectively;
- anticipated trends, growth rates and challenges in our business and in the markets in which we operate;
- our ability to maintain and expand our customer base, including by attracting new customers;
- our ability to successfully expand in our existing markets and into new markets;
- our ability to maintain the security and availability of our products, including our ability to identify, remediate, and respond to vulnerabilities in our products, encourage timely customer adoption of security updates and mitigations, and address actual or reported exploitation of affected products;
- our ability to comply with stringent and changing laws, regulations, standards, and contractual obligations related to privacy, data protection, and data security;
- our business model, including our subscription model, and our ability to effectively manage our growth and associated investments;
- our ability to integrate and realize anticipated synergies from acquisitions of complementary businesses;
- beliefs and objectives for future operations, including regarding our market opportunity;
- our relationships with third parties, including our technology partners and cloud providers;
- our ability to maintain, protect, and enhance our intellectual property rights;
- our expectations about the impact of unfavorable economic conditions, and adverse macroeconomic conditions, such as inflation rates and slower growth or recession, on our business and financial condition;
- your rights and responsibilities as our shareholders that are governed by Israeli law, which may differ in some respects from the rights and responsibilities of shareholders of U.S. corporations;
- our ability to maintain an effective system of disclosure controls and internal control over financial reporting, and to produce timely and accurate financial statements or comply with applicable regulations;
- our expectations about the impact of global economic disruptions resulting from natural disasters, public health epidemics, protests or riots, and geopolitical tensions, such as the imposition of tariffs and other non-tariff trade barriers, or war, such as the war involving Israel, the U.S., Iran, and Hezbollah, and the regional conflict in the Middle East, on our business, results of operations and financial condition;

- our ability to successfully defend litigation brought against us;
- our ability to attract and retain qualified employees and key personnel;
- the sufficiency of our cash and cash equivalents to meet our liquidity needs;
- our expectations regarding the amount, timing, and manner of any repurchases of our ordinary shares;
- the future trading prices of our ordinary shares; and
- our ability to maintain or increase our net dollar retention rate.

You should not rely upon forward-looking statements as predictions of future events. These forward-looking statements are subject to a number of risks, uncertainties, and assumptions, including those described in Part II, Item 1A, "*Risk Factors*" and elsewhere in this Quarterly Report on Form 10-Q. Readers are urged to carefully review and consider the various disclosures made in this Quarterly Report on Form 10-Q and in other documents we file from time to time with the Securities and Exchange Commission ("SEC") that disclose risks and uncertainties that may affect our business. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report on Form 10-Q. We cannot assure you that the results, events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this Quarterly Report on Form 10-Q relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Quarterly Report on Form 10-Q to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information or the occurrence of unanticipated events, except as required by law.

In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

JFROG LTD.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)
(unaudited)

	As of	
	September 30, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 75,187	$ 75,840
Short-term investments	805,701	628,574
Accounts receivable, net	136,951	119,948
Deferred contract acquisition costs	30,598	22,259
Prepaid expenses and other current assets	30,181	26,390
Total current assets	1,078,618	873,011
Property and equipment, net	9,947	5,536
Deferred contract acquisition costs, noncurrent	50,225	34,304
Operating lease right-of-use assets	109,291	12,063
Intangible assets, net	27,541	39,908
Goodwill	371,512	371,512
Other assets, noncurrent	11,622	5,043
Total assets	$ 1,658,756	$ 1,341,377
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 15,478	$ 14,168
Accrued expenses and other current liabilities	88,780	77,970
Operating lease liabilities	9,246	5,780
Deferred revenue	387,922	309,604
Total current liabilities	501,426	407,522
Deferred revenue, noncurrent	34,704	32,400
Operating lease liabilities, noncurrent	102,768	6,676
Other liabilities, noncurrent	9,810	7,332
Total liabilities	648,708	453,930
Commitments and contingencies (Note 10)		
Shareholders' equity:		
Preferred shares, NIS 0.01 par value per share; 50,000,000 shares authorized; 0 issued and outstanding as of September 30, 2026 and December 31, 2025	—	—
Ordinary shares, NIS 0.01 par value per share, 500,000,000 shares authorized; 124,669,442 and 119,615,355 shares issued as of September 30, 2026 and December 31, 2025, respectively; 124,621,715 and 119,615,355 shares outstanding as of September 30, 2026 and December 31, 2025, respectively	352	335
Treasury shares, at cost	(2,028)	—
Additional paid-in capital	1,454,409	1,312,833
Accumulated other comprehensive income (loss)	(5,319)	5,766
Accumulated deficit	(437,366)	(431,487)
Total shareholders' equity	1,010,048	887,447
Total liabilities and shareholders' equity	$ 1,658,756	$ 1,341,377

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

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JFROG LTD.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenue:				
Subscription—self-managed and SaaS	$ 171,603	$ 128,892	$ 473,430	$ 366,388
License—self-managed	7,567	8,015	23,489	20,146
Total subscription revenue	179,170	136,907	496,919	386,534
Cost of revenue:				
Subscription—self-managed and SaaS	36,518	30,900	106,270	91,167
License—self-managed	—	—	—	116
Total cost of revenue—subscription	36,518	30,900	106,270	91,283
Gross profit	142,652	106,007	390,649	295,251
Operating expenses:				
Research and development	56,353	51,167	162,193	141,926
Sales and marketing	62,632	55,969	181,526	164,212
General and administrative	25,516	20,461	74,959	59,644
Total operating expenses	144,501	127,597	418,678	365,782
Operating loss	(1,849)	(21,590)	(28,029)	(70,531)
Interest and other income, net	8,091	6,677	22,912	18,947
Income (loss) before income taxes	6,242	(14,913)	(5,117)	(51,584)
Income tax expense (benefit)	(311)	1,518	762	5,025
Net income (loss)	$ 6,553	$ (16,431)	$ (5,879)	$ (56,609)
Net income (loss) per share, basic	$ 0.05	$ (0.14)	$ (0.05)	$ (0.49)
Net income (loss) per share, diluted	$ 0.05	$ (0.14)	$ (0.05)	$ (0.49)
Weighted-average shares used in computing net income (loss) per share, basic	123,719,601	117,263,245	121,911,273	115,334,116
Weighted-average shares used in computing net income (loss) per share, diluted	129,461,337	117,263,245	121,911,273	115,334,116

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

JFROG LTD.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(in thousands)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Net income (loss)	$ 6,553	$ (16,431)	$ (5,879)	$ (56,609)
Other comprehensive income (loss), net of tax:				
Net change in available-for-sale marketable securities, net of tax	(2,938)	371	(4,900)	504
Net change in derivative instruments, net of tax	(3,708)	(556)	(6,185)	4,395
Other comprehensive income (loss), net of tax	(6,646)	(185)	(11,085)	4,899
Comprehensive loss	$ (93)	$ (16,616)	$ (16,964)	$ (51,710)

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

JFROG LTD.
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in thousands, except share data)
(unaudited)

	Three Months Ended September 30, 2026							
	Ordinary Shares		Treasury Shares		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Shareholders' Equity
	Shares	Amount	Shares	Amount				
Balance as of June 30, 2026	123,093,109	$ 347	(47,727)	$ (2,028)	$ 1,404,979	$ 1,327	$ (443,919)	$ 960,706
Issuance of ordinary shares upon exercise of share options	156,696	—	—	—	1,147	—	—	1,147
Issuance of ordinary shares upon release of restricted share units	984,392	3	—	—	(3)	—	—	—
Issuance of ordinary shares under the employee share purchase plan	183,791	1	—	—	6,494	—	—	6,495
Issuance of ordinary shares related to business combination	251,454	1	—	—	(1)	—	—	—
Share-based compensation expense	—	—	—	—	41,793	—	—	41,793
Other comprehensive loss, net of tax	—	—	—	—	—	(6,646)	—	(6,646)
Net income	—	—	—	—	—	—	6,553	6,553
Balance as of September 30, 2026	124,669,442	$ 352	(47,727)	$ (2,028)	$ 1,454,409	$ (5,319)	$ (437,366)	$ 1,010,048

	Three Months Ended September 30, 2025					
	Ordinary Shares		Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Shareholders' Equity
	Shares	Amount				
Balance as of June 30, 2025	116,480,896	$ 326	$ 1,220,235	$ 5,739	$ (399,846)	$ 826,454
Issuance of ordinary shares upon exercise of share options	287,762	1	3,096	—	—	3,097
Issuance of ordinary shares upon release of restricted share units	1,100,943	3	(3)	—	—	—
Issuance of ordinary shares under the employee share purchase plan	183,286	—	5,623	—	—	5,623
Issuance of ordinary shares related to business combination	251,454	1	(1)	—	—	—
Share-based compensation expense	—	—	40,860	—	—	40,860
Other comprehensive loss, net of tax	—	—	—	(185)	—	(185)
Net loss	—	—	—	—	(16,431)	(16,431)
Balance as of September 30, 2025	118,304,341	$ 331	$ 1,269,810	$ 5,554	$ (416,277)	$ 859,418

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

JFROG LTD.
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in thousands, except share data)
(unaudited)

	Nine Months Ended September 30, 2026							
	Ordinary Shares		Treasury Shares		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Shareholders' Equity
	Shares	Amount	Shares	Amount				
Balance as of December 31, 2025	119,615,355	$ 335	—	$ —	$ 1,312,833	$ 5,766	$ (431,487)	$ 887,447
Issuance of ordinary shares upon exercise of share options	666,771	2	—	—	5,943	—	—	5,945
Issuance of ordinary shares upon release of restricted share units	3,713,095	12	—	—	(12)	—	—	—
Issuance of ordinary shares under the employee share purchase plan	422,767	2	—	—	14,649	—	—	14,651
Issuance of ordinary shares related to business combination	251,454	1	—	—	(1)	—	—	—
Repurchases of ordinary shares	—	—	(47,727)	(2,028)	—	—	—	(2,028)
Share-based compensation expense	—	—	—	—	120,997	—	—	120,997
Other comprehensive loss, net of tax	—	—	—	—	—	(11,085)	—	(11,085)
Net loss	—	—	—	—	—	—	(5,879)	(5,879)
Balance as of September 30, 2026	124,669,442	$ 352	(47,727)	$ (2,028)	$ 1,454,409	$ (5,319)	$ (437,366)	$ 1,010,048

	Nine Months Ended September 30, 2025					
	Ordinary Shares		Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Shareholders' Equity
	Shares	Amount				
Balance as of December 31, 2024	112,754,822	$ 315	$ 1,132,224	$ 655	$ (359,668)	$ 773,526
Issuance of ordinary shares upon exercise of share options	1,163,294	3	9,968	—	—	9,971
Issuance of ordinary shares upon release of restricted share units	3,670,431	11	(11)	—	—	—
Issuance of ordinary shares under the employee share purchase plan	464,340	1	11,916	—	—	11,917
Issuance of ordinary shares related to business combination	251,454	1	(1)	—	—	—
Share-based compensation expense	—	—	115,714	—	—	115,714
Other comprehensive income, net of tax	—	—	—	4,899	—	4,899
Net loss	—	—	—	—	(56,609)	(56,609)
Balance as of September 30, 2025	118,304,341	$ 331	$ 1,269,810	$ 5,554	$ (416,277)	$ 859,418

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

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JFROG LTD.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Nine Months Ended September 30,	
	2026	2025
Cash flows from operating activities:		
Net loss	$ (5,879)	$ (56,609)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	15,142	18,931
Share-based compensation expense	120,997	115,714
Non-cash operating lease expense	7,409	6,432
Net amortization of premium or discount on investments	(2,264)	(4,197)
Gains on foreign exchange	(1,916)	(677)
Changes in operating assets and liabilities:		
Accounts receivable	(16,994)	(13,922)
Prepaid expenses and other assets	(14,317)	(2,973)
Deferred contract acquisition costs	(24,260)	(6,661)
Accounts payable	1,315	6,712
Accrued expenses and other liabilities	9,934	4,301
Operating lease liabilities	(5,063)	(6,550)
Deferred revenue	80,622	34,533
Net cash provided by operating activities	164,726	95,034
Cash flows from investing activities:		
Purchases of short-term investments	(555,658)	(443,217)
Maturities of short-term investments	377,348	349,080
Purchases of property and equipment	(7,200)	(2,620)
Net cash used in investing activities	(185,510)	(96,757)
Cash flows from financing activities:		
Proceeds from exercise of share options	5,945	9,971
Proceeds from employee share purchase plan	14,651	11,917
Proceeds from employee equity transactions, net of payments to tax authorities and employees	1,916	7,300
Repurchases of ordinary shares	(2,028)	—
Net cash provided by financing activities	20,484	29,188
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(751)	1,021
Net increase (decrease) in cash, cash equivalents, and restricted cash	(1,051)	28,486
Cash, cash equivalents, and restricted cash—beginning of period	76,551	50,627
Cash, cash equivalents, and restricted cash—end of period	$ 75,500	$ 79,113
Reconciliation of cash, cash equivalents, and restricted cash within the Condensed Consolidated Balance Sheets to the amounts shown in the Condensed Consolidated Statements of Cash Flows above:		
Cash and cash equivalents	$ 75,187	$ 78,355
Restricted cash included in prepaid expenses and other current assets	313	758
Total cash, cash equivalents, and restricted cash	$ 75,500	$ 79,113

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

JFROG LTD.
NOTES TO CONDENSED CONSOLIDATED STATEMENTS
(unaudited)

1. Organization and Description of Business

JFrog Ltd. (together with its subsidiaries, "JFrog", or the "Company") was incorporated under the laws of the State of Israel in 2008. JFrog provides a foundational platform for managing and securing the software supply chain. The JFrog Platform enables organizations to unify software development, security, governance, and distribution across hybrid teams, including developers, security professionals, Artificial Intelligence/Machine Learning engineers, and Artificial Intelligence agents. It supports the consumption, creation, and continuous delivery of software from any user to any destination which the Company refers to as "Liquid Software."

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"), and applicable rules and regulations of the Securities and Exchange Commission ("SEC") regarding interim financial reporting, and include the accounts of JFrog Ltd. and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

The condensed consolidated balance sheet as of December 31, 2025 was derived from the audited consolidated financial statements as of that date, but does not include all of the disclosures, including certain notes required by GAAP on an annual reporting basis. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. 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, 2025, included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC on February 13, 2026.

In management's opinion, the unaudited condensed consolidated financial statements have been prepared on the same basis as the annual consolidated financial statements and reflect all adjustments, which include only normal recurring adjustments necessary for the fair presentation of the Company's financial position as of September 30, 2026, the Company's condensed consolidated results of operations and shareholders' equity for the three and nine months ended September 30, 2026 and 2025, and cash flows for the nine months ended September 30, 2026 and 2025. The results for the three and nine months ended September 30, 2026 are not necessarily indicative of the results to be expected for the full year ending December 31, 2026 or any other future interim or annual period.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods and accompanying notes. Significant items subject to such estimates and assumptions include, but are not limited to, the allocation of transaction price among various performance obligations, the estimated benefit period of deferred contract acquisition costs, the allowance for credit losses, the fair value of acquired intangible assets and goodwill, the useful lives of acquired intangible assets and property and equipment, the incremental borrowing rate for operating leases, and the valuation of deferred tax assets and uncertain tax positions. The Company bases these estimates on historical and anticipated results, trends and various other assumptions that it believes are reasonable under the circumstances, including assumptions as to future events. Actual results could differ from those estimates.

Significant Accounting Policies

The Company's significant accounting policies are discussed in Note 2, *Summary of Significant Accounting Policies,* in the Company's Annual Report on Form 10-K for the year ended December 31, 2025. There have been no significant changes to these policies during the nine months ended September 30, 2026.

Refundable Tax Credits

On March 31, 2026, the Israeli Knesset enacted Chapter 10, "Law for the Encouragement and Incentivization of Research and Development, 2026" (the "R&D Law"). The R&D Law introduces a refundable tax credit regime for qualifying research and development expenditures incurred in Israel, effective for tax years beginning on January 1, 2026. Subject to certain conditions, eligible companies may apply the credit against Israeli income taxes or Israeli qualified domestic minimum top-up tax, or alternatively receive a government grant to the extent the credit is not utilized within a specified period.

On August 2, 2026, the Israeli Minister of Finance enacted the Regulations for the Encouragement of Knowledge-Intensive Industry (Temporary Provision), 2026 (the "2026 Regulations"). The 2026 Regulations, effective for tax years beginning on January 1, 2026, provide that eligible acquiring companies may elect a refundable tax credit instead of the existing acquisition-related tax deduction under the Law for the Encouragement of Knowledge-Intensive Industry (Temporary Provision), 2023. Subject to certain conditions, including requirements related to the acquiring companies' continued investment in research and development, eligible acquiring companies may elect to receive a government grant to the extent the credit is not utilized within a specified period. The 2026 Regulations apply to acquisitions of control completed during the 2026 tax year and, with respect to undeducted amounts, to acquisitions completed before 2026.

The Company recognizes the credits under both the R&D Law and the 2026 Regulations as a reduction to the related research and development expense when there is reasonable assurance that it complies with required conditions and that the credits will be received.

Interest and Other Income, Net

Interest and other income, net primarily consists of income earned on cash equivalents and short-term investments and foreign exchange gains and losses. Interest income was $8.4 million and $6.6 million for the three months ended September 30, 2026 and 2025, respectively, and $23.3 million and $19.4 million for the nine months ended September 30, 2026 and 2025, respectively. Foreign exchange gains (losses) were not material for the periods presented.

Recently Adopted Accounting Pronouncement

In July 2025, the Financial Accounting Standard Board ("FASB") issued ASU 2025-05, *Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses for Accounts Receivable and Contract Assets,* which provides a practical expedient when estimating expected credit losses for current accounts receivable and current contract assets arising from transactions accounted for under *Topic 606, Revenue from Contracts with Customers.* The practical expedient assumes that current conditions as of the balance sheet date do not change for the remaining life of the assets. The Company adopted this guidance on January 1, 2026 on a prospective basis and elected the practical expedient. The adoption did not have a material impact on its consolidated financial statements.

Recently Issued Accounting Pronouncements

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosure (Subtopic 220-40), Disaggregation of Income Statement Expenses*, which requires disclosure of disaggregated information about certain expense captions presented in the Consolidated Statements of Operations as well as disclosure about selling expense. The guidance will be effective for the Company for annual periods beginning January 1, 2027 and interim periods beginning January 1, 2028, with early adoption permitted. It could be applied either prospectively or retrospectively. The Company is currently evaluating the impact on its financial statement disclosures.

In September 2025, the FASB issued ASU 2025-06, *Intangible - Goodwill and Other Internal-Use Software (Subtopic 350-40), Targeted Improvements to the Accounting for Internal-Use Software,* which modernizes the accounting guidance for costs to develop software for internal use. It removes the previous development stage model and introduces a more judgment-based approach. The guidance is effective for the Company for the first quarter beginning January 1, 2028, with early adoption permitted. The Company is currently evaluating the impact on its consolidated financial statements.

In December 2025, the FASB issued ASU 2025-10, Government Grants (Topic 832): *Accounting for Government Grants Received by Business Entities*. The update establishes guidance on the recognition, measurement, presentation, and disclosure of government grants, including grants related to an asset and grants related to income. The guidance is effective for the Company

for the first quarter beginning January 1, 2029, with early adoption permitted. The Company is currently evaluating the impact on its consolidated financial statements.

3. Revenue Recognition

Disaggregation of Revenue

The following table presents revenue by category:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2026		2025		2026		2025	
	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	Percentage of Revenue
	(in thousands, except percentages)							
Self-managed subscription	$ 77,690	43%	$ 73,532	54%	$ 229,055	46%	$ 213,447	55%
Subscription	70,123	39	65,517	48	205,566	41	193,301	50
License	7,567	4	8,015	6	23,489	5	20,146	5
SaaS	101,480	57	63,375	46	267,864	54	173,087	45
Total subscription revenue	$ 179,170	100%	$ 136,907	100%	$ 496,919	100%	$ 386,534	100%

The following table summarizes revenue by region based on the shipping address of customers:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2026		2025		2026		2025	
	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	Percentage of Revenue
	(in thousands, except percentages)							
United States	$ 106,923	60%	$ 82,088	60%	$ 295,230	59%	$ 231,188	60%
Israel	5,339	3	4,268	3	14,843	3	11,957	3
Rest of world	66,908	37	50,551	37	186,846	38	143,389	37
Total subscription revenue	$ 179,170	100%	$ 136,907	100%	$ 496,919	100%	$ 386,534	100%

Contract Balances

Of the $385.8 million and $281.9 million of deferred revenue recorded as of June 30, 2026 and 2025, respectively, the Company recognized $145.6 million and $110.1 million as revenue during the three months ended September 30, 2026 and 2025, respectively. Of the $342.0 million and $274.2 million of deferred revenue recorded as of December 31, 2025 and 2024, respectively, the Company recognized $283.8 million and $226.1 million as revenue during the nine months ended September 30, 2026 and 2025, respectively.

Remaining Performance Obligation

The Company's remaining performance obligations represent contracted revenue that has not yet been recognized. It includes deferred revenue and non-cancelable amounts that will be invoiced and recognized in future periods, and excludes usage-based fees from SaaS subscriptions in excess of minimum usage commitments from the remaining performance obligations. As of September 30, 2026, the aggregate amount of the transaction price allocated to remaining performance obligations was $812.4 million, which consists of billed considerations of $422.6 million and unbilled considerations of $389.8 million, that the Company expects to recognize as revenue. As of September 30, 2026, the Company expects to recognize 60% of its remaining performance obligations as revenue over the next 12 months, and the remainder thereafter.

Cost to Obtain a Contract

Amortization of deferred contract acquisition costs was $7.5 million and $5.1 million for the three months ended September 30, 2026 and 2025, respectively, and $20.0 million and $14.2 million for the nine months ended September 30, 2026 and 2025, respectively.

4. Short-Term Investments

Short-term investments consist of bank deposits and marketable securities. As of September 30, 2026 and December 31, 2025, bank deposits were $200.9 million and $147.5 million, respectively.

Marketable securities consist of the following:

	September 30, 2026			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(in thousands)			
Certificates of deposit	$ 1,765	$ —	$ (18)	$ 1,747
Commercial paper	24,788	—	(80)	24,708
Corporate debt securities	332,613	12	(2,682)	329,943
Municipal securities	35,388	—	(260)	35,128
Government and agency debt	214,955	5	(1,733)	213,227
Total marketable securities	$ 609,509	$ 17	$ (4,773)	$ 604,753

	December 31, 2025			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(in thousands)			
Certificates of deposit	$ 1,503	$ —	$ —	$ 1,503
Commercial paper	11,764	2	(3)	11,763
Corporate debt securities	275,555	531	(50)	276,036
Municipal securities	29,460	43	(10)	29,493
Government and agency debt	162,162	174	(35)	162,301
Total marketable securities	$ 480,444	$ 750	$ (98)	$ 481,096

The following table summarizes the Company's marketable securities by contractual maturities:

	September 30, 2026
	(in thousands)
Due in 1 year or less	$ 321,202
Due in 1 year through 3 years	283,551
Total	$ 604,753

The following tables present fair value and gross unrealized losses of the Company's marketable securities that have been in a continuous loss position, aggregated by length of time:

	September 30, 2026					
	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	(in thousands)					
Certificates of deposit	$ 1,747	$ (18)	$ —	$ —	$ 1,747	$ (18)
Commercial paper	24,708	(80)	—	—	24,708	(80)
Corporate debt securities	310,025	(2,677)	1,189	(5)	311,214	(2,682)
Municipal securities	34,920	(260)	—	—	34,920	(260)
Government and agency debt	210,347	(1,731)	3,018	(2)	213,365	(1,733)
Total	$ 581,747	$ (4,766)	$ 4,207	$ (7)	$ 585,954	$ (4,773)

	December 31, 2025					
	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	(in thousands)					
Commercial paper	$ 9,786	$ (3)	$ —	$ —	$ 9,786	$ (3)
Corporate debt securities	50,218	(50)	—	—	50,218	(50)
Municipal securities	6,600	(10)	—	—	6,600	(10)
Government and agency debt	55,141	(35)	—	—	55,141	(35)
Total	$ 121,745	$ (98)	$ —	$ —	$ 121,745	$ (98)

As of September 30, 2026 and December 31, 2025, the unrealized losses related to marketable securities were determined to be not due to credit related losses. Therefore, the Company did not recognize an allowance for credit losses. See Note 12, *Accumulated Other Comprehensive Income (Loss)*, for the realized gains or losses from available-for-sale marketable securities that were reclassified out of accumulated other comprehensive income (loss) ("AOCI") during the periods presented.

5. Fair Value Measurements

The following tables present information about the Company's financial instruments that are measured at fair value on a recurring basis:

	September 30, 2026		
	Fair Value	Level 1	Level 2
		(in thousands)	
Financial Assets:			
Money market funds	$ 26,032	$ 26,032	$ —
Corporate debt securities	366	—	366
Government and agency debt	3,013	—	3,013
Cash equivalents	29,411	26,032	3,379
Certificates of deposit	1,747	—	1,747
Commercial paper	24,708	—	24,708
Corporate debt securities	329,943	—	329,943
Municipal securities	35,128	—	35,128
Government and agency debt	213,227	—	213,227
Marketable securities	604,753	—	604,753
Foreign currency contracts designated as hedging instruments included in prepaid expenses and other current assets	361	—	361
Foreign currency contracts not designated as hedging instruments included in prepaid expenses and other current assets	85	—	85
Restricted bank deposits included in prepaid expenses and other current assets	10	—	10
Foreign currency contracts designated as hedging instruments included in other assets, noncurrent	62	—	62
Total financial assets	$ 634,682	$ 26,032	$ 608,650
Financial Liabilities:			
Foreign currency contracts designated as hedging instruments included in accrued expenses and other current liabilities	$ 1,447	$ —	$ 1,447
Foreign currency contracts not designated as hedging instruments included in accrued expenses and other current liabilities	1,557	—	1,557
Total financial liabilities	$ 3,004	$ —	$ 3,004

	December 31, 2025		
	Fair Value	Level 1	Level 2
		(in thousands)	
Financial Assets:			
Money market funds	$ 26,407	$ 26,407	$ —
Cash equivalents	26,407	26,407	—
Certificates of deposit	1,503	—	1,503
Commercial paper	11,763	—	11,763
Corporate debt securities	276,036	—	276,036
Municipal securities	29,493	—	29,493
Government and agency debt	162,301	—	162,301
Marketable securities	481,096	—	481,096
Foreign currency contracts designated as hedging instruments included in prepaid expenses and other current assets	5,170	—	5,170
Foreign currency contracts not designated as hedging instruments included in prepaid expenses and other current assets	448	—	448
Restricted bank deposits included in prepaid expenses and other current assets	11	—	11
Total financial assets	$ 513,132	$ 26,407	$ 486,725
Financial Liabilities:			
Foreign currency contracts designated as hedging instruments included in accrued expenses and other current liabilities	$ 9	$ —	$ 9
Foreign currency contracts not designated as hedging instruments included in accrued expenses and other current liabilities	217	—	217
Total financial liabilities	$ 226	$ —	$ 226

The Company classifies its money market funds within Level 1 of the fair value hierarchy because they are valued based on quoted market prices in active markets. The Company classifies its restricted deposits, certificates of deposit, commercial paper, corporate debt securities, municipal securities, government and agency debt, and derivative financial instruments within Level 2 because they are valued using inputs other than quoted prices which are directly or indirectly observable in the market, including readily-available pricing sources for the identical underlying security which may not be actively traded. As of September 30, 2026 and December 31, 2025, the Company did not have any assets or liabilities valued based on Level 3 valuations.

6. Derivative Financial Instruments and Hedging

The Company enters into foreign currency forward and option contracts with financial institutions to protect against foreign exchange risks, mainly the exposure to changes in the exchange rate of the New Israeli Shekel ("NIS") against the U.S. dollar that are associated with forecasted future cash flows and certain existing assets and liabilities for up to eighteen months. The Company's primary objective in entering into these contracts is to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates. The Company does not use derivative instruments for trading or speculative purposes.

Notional Amount of Foreign Currency Contracts

The notional amounts of outstanding foreign currency contracts in U.S. dollar as of the periods presented were as follows:

	September 30, 2026	December 31, 2025
	(in thousands)	
Derivatives Designated as Hedging Instruments:		
Foreign currency contracts	$ 165,754	$ 95,063
Derivatives Not Designated as Hedging Instruments:		
Foreign currency contracts	111,107	19,041
Total derivative instruments	$ 276,861	$ 114,104

Effect of Foreign Currency Contracts on the Condensed Consolidated Statements of Operations

Derivative instruments that hedge the exposure to variability in expected future cash flows are designated as cash flow hedges. The Company records changes in the fair value of these derivatives in AOCI in the Condensed Consolidated Balance Sheets, until the forecasted transaction occurs. Upon occurrence, the Company reclassifies the related gains or losses on the derivative to the same financial statement line item in the Condensed Consolidated Statements of Operations to which the derivative relates. In case the Company discontinues cash flow hedges, it records the related amount in interest and other income, net, on the Condensed Consolidated Statements of Operations. Derivative instruments that hedge monetary assets and liabilities denominated in certain foreign currencies are not designated as hedges for financial reporting purposes. The Company records changes in the fair value of these derivatives in interest and other income, net in the Condensed Consolidated Statements of Operations.

The gains (losses) on foreign currency contracts were presented on the Condensed Consolidated Statements of Operations as follows:

	Derivatives Designated as Hedging Instruments				Derivatives Not Designated as Hedging Instruments			
	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025	2026	2025	2026	2025
Condensed Statement of Operations Location:	(in thousands)							
Cost of revenue: subscription–self-managed and SaaS	$ 153	$ 225	$ 878	$ 329	$ —	$ —	$ —	$ —
Research and development	1,174	1,778	6,417	2,608	—	—	—	—
Sales and marketing	279	347	1,559	519	—	—	—	—
General and administrative	217	478	1,225	703	—	—	—	—
Interest and other income, net	—	—	—	—	(3,134)	212	(1,893)	1,231
Total gains (losses) recognized in earnings	$ 1,823	$ 2,828	$ 10,079	$ 4,159	$ (3,134)	$ 212	$ (1,893)	$ 1,231

Effect of Foreign Currency Contracts on Accumulated Other Comprehensive Income

Net unrealized gains (losses) of foreign currency contracts designated as hedging instruments, net of tax, are recorded in AOCI. See Note 12, *Accumulated Other Comprehensive Income (Loss)*, for the effect on other comprehensive income (loss) and the reclassification out of AOCI during the periods presented. All of net deferred losses in AOCI as of September 30, 2026 are expected to be recognized as cost of revenue or operating expenses in the same financial statement line item in the Condensed Consolidated Statements of Operations to which the derivative relates over the next twelve months.

7. Condensed Consolidated Balance Sheet Components

Property and Equipment, Net

Property and equipment, net consisted of the following:

	September 30, 2026	December 31, 2025
	(in thousands)	
Computer and software	$ 13,999	$ 12,191
Furniture and office equipment	7,060	3,248
Leasehold improvements	7,393	5,912
Property and equipment, gross	28,452	21,351
Less: accumulated depreciation and amortization	(18,505)	(15,815)
Property and equipment, net	$ 9,947	$ 5,536

Depreciation and amortization expense was $1.1 million and $0.9 million for the three months ended September 30, 2026 and 2025, respectively, and $2.8 million and $2.7 million for the nine months ended September 30, 2026 and 2025, respectively.

Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following:

	September 30, 2026	December 31, 2025
	(in thousands)	
Accrued compensation and benefits	$ 57,931	$ 50,668
Accrued expenses	30,849	27,302
Accrued expenses and other current liabilities	$ 88,780	$ 77,970

8. Intangible Assets, Net

Intangible assets consisted of the following as of September 30, 2026:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Remaining Useful Life
		(in thousands)		(in years)
Developed technology	$ 48,662	$ (21,689)	$ 26,973	2.8
Customer relationships	4,200	(3,632)	568	0.8
Total	$ 52,862	$ (25,321)	$ 27,541	

Intangible assets consisted of the following as of December 31, 2025:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Remaining Useful Life
		(in thousands)		(in years)
Developed technology	$ 89,962	$ (51,147)	$ 38,815	3.2
Customer relationships	4,200	(3,107)	1,093	1.5
Total	$ 94,162	$ (54,254)	$ 39,908	

Gross carrying amount and accumulated amortization of fully amortized intangibles are removed from the preceding tables. Amortization expenses for intangible assets were $3.0 million and $4.8 million for the three months ended September 30, 2026 and 2025, respectively, and $12.4 million and $16.2 million for the nine months ended September 30, 2026 and 2025, respectively.

The expected future amortization expenses by year related to the intangible assets as of September 30, 2026 are as follows:

	September 30, 2026
	(in thousands)
Year Ending December 31,	
2026 (Remainder)	$ 2,607
2027	10,117
2028	9,733
2029	5,084
Total	$ 27,541

9. Leases

The Company has entered into non-cancelable lease agreements for its offices with lease periods expiring at various dates through May 2036.

Components of operating lease expense were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
	(in thousands)			
Operating lease cost	$ 4,723	$ 2,304	$ 9,069	$ 6,816
Short-term lease cost	403	224	879	715
Variable lease cost	436	333	1,292	935
Total operating lease cost	$ 5,562	$ 2,861	$ 11,240	$ 8,466

Supplementary cash flow information related to operating leases was as follows:

	Nine Months Ended September 30,	
	2026	2025
	(in thousands)	
Cash paid for operating leases	$ 6,715	$ 6,932
Operating lease right-of-use assets obtained in exchange for operating lease liabilities	$ 107,288	$ 3,378

As of September 30, 2026, the weighted-average discount rate is 4.5% and the weighted-average remaining term is 8.9 years. Maturities of the Company's operating lease liabilities as of September 30, 2026 were as follows:

	September 30, 2026 (in thousands)
Year Ending December 31,	
2026 (Remainder)	$ 1,928
2027	15,121
2028	17,492
2029	16,059
2030	16,066
Thereafter	70,546
Total operating lease payments	137,212
Less: imputed interest	(25,198)
Total operating lease liabilities	$ 112,014

10. Commitments and Contingencies

Non-cancelable Purchase Obligations

In the normal course of business, the Company enters into non-cancelable purchase commitments with various parties mainly for hosting services, as well as software products and services. As of September 30, 2026, the Company had outstanding non-cancelable purchase obligations with a remaining term of 12 months or longer as follows:

	September 30, 2026 (in thousands)
Year Ending December 31,	
2026 (Remainder)	$ 8,016
2027	65,052
2028	55,042
2029	56,485
2030	60,449
Total	$ 245,044

Indemnifications

The Company enters into indemnification provisions under certain agreements with other parties in the ordinary course of business. In its customer agreements, the Company has agreed to indemnify, defend and hold harmless the indemnified party for third party claims and related losses suffered or incurred by the indemnified party from actual or threatened third-party intellectual property infringement claims. For certain large or strategic customers, the Company has agreed to indemnify, defend and hold harmless the indemnified party for certain additional matters including but not limited to non-compliance with certain representations and warranties made by the Company. To date, the Company has not incurred any material costs related to such indemnifications.

Grants from Israeli Innovation Authority

The Company has received in the past grants from the Israeli Innovation Authority ("IIA") and repaid them in full. Still, as any grant recipient, the Company is subject to the provisions of the Israeli Law for the Encouragement of Research, Development and Technological Innovation in the Industry and the regulations and guidelines thereunder (the "Innovation Law"). Pursuant to the Innovation Law, there are restrictions related to transferring intellectual property outside of Israel. Such transfer requires the approval from the IIA. The approval may be subject to a maximum additional payment amount of approximately $6.0 million. In the past, the Company received an approval from the IIA to perform a limited development of IIA funded know-how outside of Israel, subject to the terms specified in the IIA approval, including that all of its core R&D activities will remain in Israel.

Legal Proceedings

In the ordinary course of business, the Company may be subject from time to time to various proceedings, lawsuits, disputes, or claims. The Company investigates these claims as they arise. Although claims are inherently unpredictable, the Company is currently not aware of any matters that, if determined adversely to the Company, would individually or taken together, have a material adverse effect on its business, financial position, results of operations, or cash flows.

11. Shareholders' Equity and Equity Incentive Plans

Share Repurchases

In February 2026, the Board of Directors approved a share repurchase program authorizing the repurchase of up to $300.0 million of the Company's ordinary shares. The program became effective in March 2026 and has no expiration date but may be suspended, terminated, or modified at any time. Shares may be repurchased from time to time in the open market or through negotiated transactions at prevailing market rates, or by other means in accordance with U.S. federal securities laws. The timing of the repurchases will depend on certain factors, including market conditions, prices, and management's discretion. The Company accounted for treasury shares under the cost method.

The Company did not repurchase any ordinary shares during the three months ended September 30, 2026. During the nine months ended September 30, 2026, the Company repurchased 47,727 ordinary shares for an aggregate of $2.0 million in the open market. As of September 30, 2026, $298.0 million remained available for repurchases.

Equity Incentive Plans

Effective January 1, 2026, the number of ordinary shares authorized for issuance under the 2020 Equity Incentive Plan (the "2020 Plan") automatically increased by 6,580,602 shares pursuant to the terms of the 2020 Plan.

Share Options

A summary of share option activity under the Company's equity incentive plans and related information is as follows:

	Options Outstanding			
	Outstanding Share Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
	(in thousands, except share, life and per share data)			
Outstanding as of December 31, 2025	1,428,546	$ 10.59	3.3	$ 74,162
Exercised	(666,771)	$ 8.92		$ 44,901
Outstanding and exercisable as of September 30, 2026	761,775	$ 12.07	2.8	$ 64,732

Restricted Share Units

A summary of restricted share units ("RSU") activity under the Company's equity incentive plan and related information is as follows:

	RSUs	
	Unvested RSUs	Weighted-Average Grant Date Fair Value Per Share
Unvested as of December 31, 2025	9,838,786	$ 34.76
Granted	2,546,609	$ 70.74
Vested	(3,713,095)	$ 33.35
Forfeited	(622,150)	$ 37.94
Unvested as of September 30, 2026	8,050,150	$ 46.54

The total vest date fair value of RSUs was $270.7 million during the nine months ended September 30, 2026.

Employee Share Purchase Plan

Effective January 1, 2026, the number of ordinary shares authorized for issuance under the 2020 Employee Share Purchase Plan ("ESPP") automatically increased by 1,196,153 shares pursuant to the terms of ESPP.

Shares Reserved for Future Issuance

The Company has the following ordinary shares reserved for future issuance:

	September 30, 2026
Outstanding share options	761,775
Outstanding RSUs	8,050,150
Issuable ordinary shares related to business combination	251,452
Shares available for future issuance under the 2020 Plan	23,143,114
Shares available for future issuance under ESPP	6,421,427
Total ordinary shares reserved	38,627,918

Share-Based Compensation

The share-based compensation expense by line item in the accompanying Condensed Consolidated Statements of Operations is summarized as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
	(in thousands)			
Cost of revenue: subscription–self-managed and SaaS	$ 4,298	$ 4,420	$ 12,467	$ 12,830
Research and development	14,513	15,254	42,704	43,417
Sales and marketing	14,129	14,446	39,456	40,533
General and administrative	8,853	6,740	26,370	18,934
Total share-based compensation expense	$ 41,793	$ 40,860	$ 120,997	$ 115,714

As of September 30, 2026, unrecognized share-based compensation cost related to unvested share-based compensation awards was $351.9 million, which is expected to be recognized over a weighted-average period of 2.5 years. Additionally, unrecognized share-based compensation cost related to the acquisition holdback arrangement was $6.9 million, which will be recognized over 0.8 years.

12. Accumulated Other Comprehensive Income (Loss)

The following table summarizes the changes in AOCI by component, net of tax, during the periods presented:

	Net Unrealized Gains (Losses) on Available-for-Sale Marketable Securities	Net Unrealized Gains (Losses) on Derivatives Designated as Hedging Instruments	Total
		(in thousands)	
Balance as of December 31, 2025	$ 605	$ 5,161	$ 5,766
Other comprehensive income (loss) before reclassifications	(4,897)	3,894	(1,003)
Net realized gains reclassified from AOCI	(3)	(10,079)	(10,082)
Other comprehensive loss	(4,900)	(6,185)	(11,085)
Balance as of September 30, 2026	$ (4,295)	$ (1,024)	$ (5,319)

	Net Unrealized Gains on Available-for-Sale Marketable Securities	Net Unrealized Gains on Derivatives Designated as Hedging Instruments	Total
		(in thousands)	
Balance as of December 31, 2024	$ 37	$ 618	$ 655
Other comprehensive income before reclassifications	524	8,554	9,078
Net realized gains reclassified from AOCI	(20)	(4,159)	(4,179)
Other comprehensive income	504	4,395	4,899
Balance as of September 30, 2025	$ 541	$ 5,013	$ 5,554

13. Income Taxes

The Company's quarterly tax provision and estimates of its annual effective tax rate are subject to variation due to several factors, including variability in pre-tax income (or loss), the mix of jurisdictions to which such income relates, tax law developments, non-deductible expenses, excess tax benefits from share-based compensation awards, and changes in its valuation allowance. Income tax expense (benefit) was $(0.3) million and $1.5 million for the three months ended September 30, 2026 and 2025, respectively, and $0.8 million and $5.0 million for the nine months ended September 30, 2026 and 2025, respectively. The income tax expense (benefit) for the periods consisted primarily of income taxes related to the Company's foreign operations.

A valuation allowance is provided when it is more likely than not that the deferred tax assets will not be realized. Based on the available objective evidence during nine months ended September 30, 2026, the Company believes it is more likely than not that the tax benefits of the Company's losses incurred in Israel may not be realized.

14. Net Income (Loss) Per Share

The following table sets forth the computation of basic and diluted net income (loss) per share for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
	(in thousands, except share and per share data)			
Numerator:				
Net income (loss)	$ 6,553	$ (16,431)	$ (5,879)	$ (56,609)
Denominator:				
Weighted-average shares used in computing net income (loss) per share, basic	123,719,601	117,263,245	121,911,273	115,334,116
Weighted-average effect of dilutive securities:				
Employee equity awards	5,557,852	—	—	—
Issuable ordinary shares related to business combination	183,884	—	—	—
Weighted-average shares used in computing net income (loss) per share, diluted	129,461,337	117,263,245	121,911,273	115,334,116
Net income (loss) per share, basic	$ 0.05	$ (0.14)	$ (0.05)	$ (0.49)
Net income (loss) per share, diluted	$ 0.05	$ (0.14)	$ (0.05)	$ (0.49)

The potential shares of ordinary shares that were excluded from the computation of diluted net income (loss) per share for the periods presented because including them would have been anti-dilutive are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Outstanding share options	—	1,953,012	1,140,412	2,363,912
Unvested RSUs	—	10,780,956	8,981,880	10,831,230
Share purchase rights under the ESPP	43,324	188,319	189,955	209,461
Issuable ordinary shares related to business combination	—	524,772	425,536	676,990
Total	43,324	13,447,059	10,737,783	14,081,593

15. Segment Information

The Company operates in one operating and reportable segment. The following table summarizes the Company's segment revenue, significant segment expenses, and segment net income (loss):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenue	$ 179,170	$ 136,907	$ 496,919	$ 386,534
Less:				
Compensation and related expense [1]	85,610	72,735	250,623	207,225
Share-based compensation expense	41,793	40,860	120,997	115,714
Other segment items [2]	45,214	39,743	131,178	120,204
Net income (loss)	$ 6,553	$ (16,431)	$ (5,879)	$ (56,609)

(1) Compensation and related expense includes employee salaries, commissions, performance bonuses, payroll taxes, benefits, outsourced labor costs, and amortization of deferred contract acquisition costs related to compensation paid to employees in connection with obtaining customer contracts.

(2) Other segment items include acquisition-related costs, amortization of intangibles, depreciation of property and equipment, hosting costs, marketing expense, professional service fees, reseller commission, software and subscription costs, other overhead expense, refundable tax credits, interest and other income, net, and income tax expense (benefit).

Revenue by geographical region can be found in Note 3, *Revenue Recognition*. The following table presents the Company's long-lived assets by geographic region, which consist of property and equipment, net and operating lease right-of-use assets recognized in accordance with *Accounting Standards Codification Topic 842, Leases*:

	September 30, 2026	December 31, 2025
	(in thousands)	
United States	$ 10,928	$ 9,378
Israel	104,890	5,903
India	1,670	2,040
Rest of world	1,750	278
Total long-lived assets	$ 119,238	$ 17,599

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 our condensed consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on February 13, 2026, or our Annual Report. As discussed in the section titled "Note Regarding Forward-Looking Statements," the following discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed in the section titled "Risk Factors" under Part II, Item 1A in this Quarterly Report on Form 10-Q and under Part I, Item IA in our Annual Report.

Overview

JFrog provides a foundational platform for managing and securing the software supply chain. The JFrog Platform enables organizations to unify software development, security, governance, and distribution across hybrid teams, including developers, security professionals, Artificial Intelligence/Machine Learning ("AI/ML") engineers and Artificial Intelligence agents. It supports the consumption, creation, and continuous delivery of software from any user to any destination which we refer to as "Liquid Software."

We have designed our subscription structure and go-to-market strategy to align our growth with the success of our customers. Our business model benefits from our ability to serve the needs of all customers, from individual software developers, security teams, AI/ML teams, and IT operators to the largest organizations, in a value-oriented manner. All references to our customers included in this Quarterly Report on Form 10-Q refer to paying customers.

We generate revenue from the sale of subscriptions to customers. We offer subscription tiers for self-managed deployments, where our customers deploy and manage our products across their public cloud, on-premises, private cloud, or hybrid environments, as well as JFrog-managed public cloud deployments, which we refer to as our SaaS subscriptions. Revenue from SaaS subscriptions contributed 57% and 54% of our total revenue for the three and nine months ended September 30, 2026, respectively, compared to 46% and 45% for the corresponding periods in 2025, respectively.

Our self-managed subscriptions are offered on an annual and multi-year basis, and our SaaS subscriptions are offered on a monthly, annual, and multi-year basis. Revenue from Enterprise Plus subscription represented approximately 61% and 59% of our total revenue for the three and nine months ended September 30, 2026, respectively, compared to approximately 56% and 55%, respectively, for the corresponding periods in 2025. The growth in revenue from our Enterprise Plus subscription demonstrates the increased demand for our end-to-end solutions for customers' entire software supply chain management.

We have an unwavering commitment to the software developer, security teams, AI/ML engineers, and IT operator communities, and show this commitment by offering varying forms of free access to our products in addition to the paid subscriptions described above. This free access takes the form of free trials and open source software, and helps generate demand for our paid offerings within the software developer, security professionals, AI/ML engineers, and IT operator communities.

We generated revenue of $179.2 million and $136.9 million for the three months ended September 30, 2026 and 2025, respectively, representing 31% growth, and $496.9 million and $386.5 million for the nine months ended September 30, 2026 and 2025, respectively, representing 29% growth. We generated net income of $6.6 million for the three months ended September 30, 2026, compared to a net loss of $16.4 million for the three months ended September 30, 2025. We had a net loss of $5.9 million and $56.6 million for the nine months ended September 30, 2026 and 2025, respectively.

Middle East Conflict

In October 2023, Hamas militants and members of other terrorist organizations crossed Israel's southern border from the Gaza Strip and carried out attacks against civilian and military targets. Hezbollah also launched attacks against Israel across its northern border. These events escalated into a broader regional conflict involving, among others, Iran and its proxies, Israel and the United States. The conflict has been characterized by periods of intensified hostilities, ceasefire arrangements and renewed attacks. Despite efforts to de-escalate the conflict, the regional security situation remains volatile and subject to further escalation.

Although we are domiciled in Israel, we are a global, cloud-based company with operations spanning numerous countries and redundant infrastructure and code located outside of Israel. We have activated and maintained a comprehensive three-pillar business continuity plan and have taken the necessary steps, which we believe are in line with such plan, in an effort to ensure that our operations and service to our customers remain consistent. The first pillar is our internal plan focused on the safety of our employees in Israel and maintaining internal communication channels. The second pillar revolves around technology to support the continuity of our services, security, cyber defense, and research and development. The third pillar is dedicated to our external-facing activities to promote the continuity of customer engagements, support, and external communication. While certain of our employees and consultants have been called into military service, there has been no major interruption or material adverse impact on our operating results as of the date of this Quarterly Report on Form 10-Q. We will continue to monitor the situation as it progresses.

Factors Affecting Our Performance

We believe that our future performance will depend on many factors, including, but not limited to, the following:

Extending Our Technology Leadership

We intend to continue to enhance our hybrid, universal, end-to-end software supply chain platform by developing new products and expanding the functionality of existing products to maintain our technology leadership.

We invest heavily in integrating our products with the major package technologies so that our products can be easily adopted in any development environment. We believe that these integrations increase the value of our platform to our customers, as they provide freedom of choice for software developers, security teams, and IT operators and help avoid vendor lock-in. We intend to expend additional resources in the future to continue introducing new products, features, and functionality.

Expanding Usage by Existing Customers

We believe that there is a significant opportunity for growth with many of our existing customers. Many customers purchase our products through self-service channels and often materially expand their usage over time. Increased engagement with our products provides our support and customer success teams opportunities to work directly with customers and introduce them to additional products and features, as well as drive usage of our products across large teams and more broadly across organizations. Furthermore, we see expansion opportunities when customers migrate from self-managed subscriptions to SaaS solutions because customers have generally increased their platform usage levels after migration. We will continue to expand our strategic team to identify new use cases and drive expansion and standardization on JFrog within our largest customers, to maintain engineering-level customer support, and to introduce new products and features that are responsive to our customers' needs.

We quantify our expansion across existing customers through our net dollar retention rate. Our net dollar retention rate compares our annual recurring revenue ("ARR") from the same set of customers across comparable periods. We define ARR as the annualized revenue run-rate of subscription agreements from all customers as of the last month of the quarter. The ARR includes monthly subscription customers so long as we generate revenue from these customers. We annualize our monthly subscriptions by taking the revenue we would contractually expect to receive from such customers in a given month and multiplying it by 12. We calculate net dollar retention rate by first identifying customers (the "Base Customers"), which were customers in the last month of a particular quarter (the "Base Quarter"). We then calculate the contracted ARR from these Base Customers in the last month of the same quarter of the subsequent year (the "Comparison Quarter"). This calculation captures upsells, contraction, and attrition since the Base Quarter. We then divide total Comparison Quarter ARR by total Base Quarter ARR for Base Customers. Our net dollar retention rate in a particular quarter is obtained by averaging the result from that particular quarter with the corresponding results from each of the prior three quarters. Our net dollar retention rate may fluctuate as a result of a number of factors, including the level of penetration within our customer base, expansion of products and features, and our ability to retain our customers. As of September 30, 2026 and 2025, our net dollar retention rate was 124% and 118%, respectively. We expect our net dollar retention rate to remain relatively stable, with minor fluctuations around current levels.

We focus on growing the number of large customers as a measure of our ability to scale with our customers and attract larger organizations to adopt our products. As of September 30, 2026, 1,357 of our customers had ARR of $100,000 or more, increasing from 1,168 customers as of December 31, 2025. We had 112 customers with ARR of at least $1.0 million as of September 30, 2026, increasing from 74 customers as of December 31, 2025.

Acquiring New Customers

We believe there is a significant opportunity to grow the number of customers that use our platform. Our operating results and growth prospects will depend in part on our ability to attract new customers. To date, we have primarily relied on our self-service and inbound sales model to attract new customers. Prospective customers can evaluate and adopt our products through our free trials and open source software options. The costs associated with providing these free trials and open source software options are included in sales and marketing. While we believe we have a significant market opportunity that our platform addresses, we will need to continue to invest in customer support, research and development, and sales and marketing in order to address this opportunity.

Additionally, we believe our products address the software release needs of customers worldwide, and we see international expansion as a major opportunity. We have been operating and selling our products in international markets since our inception. While we believe global demand for our products will continue to increase as international market awareness of our brand grows, our ability to conduct our operations internationally will require considerable management attention and resources and is subject to the particular challenges of supporting a rapidly growing business in an environment of multiple languages, cultures, customs, legal and regulatory systems, alternative dispute systems, and commercial markets.

Non-GAAP Financial Measures

In addition to our results determined in accordance with GAAP, we believe that free cash flow, a non-GAAP financial measure, is useful in evaluating the performance of our business.

Free Cash Flow

Free cash flow is a non-GAAP financial measure that we calculate as net cash provided by operating activities less purchases of property and equipment. We believe this is a useful indicator of liquidity that provides information to management and investors about the amount of cash generated from our core operations that, after the purchases of property and equipment, can be used for strategic initiatives, including investing in our business, making strategic acquisitions, and strengthening our balance sheet. Free cash flow has limitations as an analytical tool, and it should not be considered in isolation or as a substitute for analysis of other GAAP financial measures, such as net cash provided by operating activities. Some of the limitations of free cash flow are that this metric does not reflect our future contractual commitments and may be calculated differently by other companies in our industry, limiting its usefulness as a comparative measure. We expect our free cash flow to fluctuate in future periods as we invest in our business to support our plans for growth.

The following table provides a reconciliation of net cash from operating activities, the most directly comparable financial measure calculated in accordance with GAAP, to free cash flow, a non-GAAP financial measure, for each of the periods presented:

	Nine Months Ended September 30,	
	2026	2025
	(in thousands)	
Net cash provided by operating activities	$ 164,726	$ 95,034
Less: purchases of property and equipment	(7,200)	(2,620)
Free cash flow	$ 157,526	$ 92,414

Components of Results of Operations

Revenue

Our revenues are comprised of revenue from self-managed subscriptions and SaaS subscriptions. Subscriptions to our self-managed software include license, support, and upgrades and updates on a when-and-if-available basis. Our SaaS subscriptions provide access to our latest managed version of our product hosted in a public cloud.

Subscription—Self-Managed and SaaS

Subscription—self-managed and SaaS revenue is generated from the sale of subscriptions for our self-managed software products and the sale of our SaaS subscriptions. For subscriptions to our self-managed software products, revenue is recognized

ratably over the subscription term. For our SaaS subscriptions, revenue is recognized ratably over each commitment period within the subscription term, based on minimum usage commitments and any excess usage in the corresponding commitment period.

License—Self-Managed

The license component of our self-managed subscriptions reflects the revenue recognized by providing customers with access to proprietary software features. License revenue is recognized upfront when the software license is made available to our customer.

Cost of Revenue

Subscription—Self-Managed and SaaS

Cost of subscription—self-managed and SaaS revenue primarily consists of expenses related to providing support to our customers and cloud-related costs, such as hosting and managing costs. These costs primarily consist of personnel-related expenses of our services and customer support personnel, share-based compensation expenses, amortization of acquired intangible assets, public cloud infrastructure costs, depreciation of property and equipment, and allocated overhead. We expect our cost of subscription and SaaS revenue to increase in absolute dollars as our subscription and SaaS revenue increases.

License—Self-Managed

Cost of license self-managed revenue consists of amortization of acquired intangible assets.

Operating Expenses

Research and Development

Research and development costs, net of applicable refundable tax credits, primarily consist of personnel-related expenses, share-based compensation expenses, associated with our engineering personnel responsible for the design, development, and testing of our products, cost of development environments and tools, and allocated overhead. We expect that our research and development expenses will continue to increase as we increase our research and development headcount to further strengthen and enhance our products and invest in the development of our software.

Sales and Marketing

Sales and marketing expenses primarily consist of personnel-related expenses, share-based compensation expenses, sales commissions, amortization of deferred contract acquisition costs, public cloud infrastructure costs associated with our free trials and open source software options, and costs associated with marketing programs and user events. Marketing programs include advertising, promotional events, and brand-building activities. We plan to increase our investment in sales and marketing over the foreseeable future, as we continue to hire additional personnel and invest in sales and marketing programs.

General and Administrative

General and administrative expenses primarily consist of personnel-related expenses, share-based compensation expenses, associated primarily with our finance, legal, human resources and other operational and administrative functions, professional fees for external legal, accounting and other consulting services, directors and officer's insurance expenses, and allocated overhead. We expect to increase the size of our general and administrative function to support the growth of our business.

Interest and Other Income, Net

Interest and other income, net primarily consists of income earned on our cash equivalents and short-term investments. Interest and other income, net also includes foreign exchange gains and losses.

Income Tax Expense (Benefit)

Income tax expense (benefit) consists primarily of income taxes related to the foreign jurisdictions in which we conduct business. We maintain a full valuation allowance on deferred tax assets in Israel as we have concluded that it is not more likely

than not that the deferred tax assets will be realized. Our effective tax rate is affected by tax rates in foreign jurisdictions and the relative amounts of income we earn in those jurisdictions, non-deductible expenses, excess tax benefits from share-based compensation awards, and changes in our valuation allowance.

Results of Operations

The following tables set forth selected condensed consolidated statements of operations data and such data as a percentage of total revenue for each of the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
	(in thousands)			
Revenue:				
Subscription—self-managed and SaaS	$ 171,603	$ 128,892	$ 473,430	$ 366,388
License—self-managed	7,567	8,015	23,489	20,146
Total subscription revenue	179,170	136,907	496,919	386,534
Cost of revenue:				
Subscription—self-managed and SaaS[1][2]	36,518	30,900	106,270	91,167
License—self-managed[2]	—	—	—	116
Total cost of revenue—subscription	36,518	30,900	106,270	91,283
Gross profit	142,652	106,007	390,649	295,251
Operating expenses:				
Research and development[1][3][4]	56,353	51,167	162,193	141,926
Sales and marketing[1][2][3]	62,632	55,969	181,526	164,212
General and administrative[1][3]	25,516	20,461	74,959	59,644
Total operating expenses	144,501	127,597	418,678	365,782
Operating loss	(1,849)	(21,590)	(28,029)	(70,531)
Interest and other income, net	8,091	6,677	22,912	18,947
Income (loss) before income taxes	6,242	(14,913)	(5,117)	(51,584)
Income tax expense (benefit)	(311)	1,518	762	5,025
Net income (loss)	$ 6,553	$ (16,431)	$ (5,879)	$ (56,609)

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
	(in thousands)			
Cost of revenue: subscription–self-managed and SaaS	$ 4,298	$ 4,420	$ 12,467	$ 12,830
Research and development	14,513	15,254	42,704	43,417
Sales and marketing	14,129	14,446	39,456	40,533
General and administrative	8,853	6,740	26,370	18,934
Total share-based compensation expense	$ 41,793	$ 40,860	$ 120,997	$ 115,714

(2) Includes amortization expense of acquired intangible assets as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
	(in thousands)			
Cost of revenue: subscription–self-managed and SaaS	$ 2,846	$ 4,501	$ 11,842	$ 13,497
Cost of revenue: license—self-managed	—	—	—	116
Sales and marketing	175	261	525	2,632
Total amortization expense of acquired intangible assets	$ 3,021	$ 4,762	$ 12,367	$ 16,245

(3) Includes acquisition-related costs as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
	(in thousands)			
Research and development	$ 959	$ 1,112	$ 3,146	$ 3,452
Sales and marketing	406	449	1,344	1,386
General and administrative	1	17	40	49
Total acquisition-related costs	$ 1,366	$ 1,578	$ 4,530	$ 4,887

(4) Includes acquisition-related refundable research and development tax credits as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
	(in thousands)			
Research and development	$ (3,612)	$ —	$ (3,612)	$ —

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenue:				
Subscription—self-managed and SaaS	96%	94%	95%	95%
License—self-managed	4	6	5	5
Total subscription revenue	100	100	100	100
Cost of revenue:				
Subscription—self-managed and SaaS	20	23	21	24
License—self-managed	—	—	—	—
Total cost of revenue—subscription	20	23	21	24
Gross profit	80	77	79	76
Operating expenses:				
Research and development	32	37	33	37
Sales and marketing	35	41	37	42
General and administrative	14	15	15	15
Total operating expenses	81	93	85	94
Operating loss	(1)	(16)	(6)	(18)
Interest and other income, net	4	5	5	5
Income (loss) before income taxes	3	(11)	(1)	(13)
Income tax expense (benefit)	(1)	1	—	2
Net income (loss)	4%	(12)%	(1)%	(15)%

Comparison of the Three Months Ended September 30, 2026 and 2025

Revenue

	Three Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentages)			
Subscription—self-managed and SaaS	$ 171,603	$ 128,892	$ 42,711	33%
License—self-managed	7,567	8,015	(448)	(6)%
Total subscription revenue	$ 179,170	$ 136,907	$ 42,263	31%

The increase in total subscription revenue for the three months ended September 30, 2026 compared to the three months ended September 30, 2025 consisted of approximately $35.1 million in growth from existing customers, with the remainder attributable to new customers.

Cost of Revenue and Gross Margin

	Three Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentages)			
Total cost of revenue—subscription	$ 36,518	$ 30,900	$ 5,618	18%
Gross margin	80%	77%		

Total cost of revenue increased for the three months ended September 30, 2026 compared to the three months ended September 30, 2025. The increase was primarily attributable to an increase of $5.3 million in third-party hosting costs mainly driven by increased revenue from SaaS subscriptions and an increase of $1.2 million in personnel-related expenses mainly as a result of increased headcount, partially offset by a decrease of $1.7 million in intangible amortization as certain intangibles became fully amortized.

Gross margin increased for the three months ended September 30, 2026 compared to the three months ended September 30, 2025, primarily due to revenue growth with improved operating leverage and lower intangible amortization, partially offset by higher third-party hosting costs.

Operating Expenses

Research and Development

	Three Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentage)			
Research and development	$ 56,353	$ 51,167	$ 5,186	10%

Research and development expense increased for the three months ended September 30, 2026 compared to the three months ended September 30, 2025. The increase was primarily attributable to an increase of $5.2 million in personnel-related expenses mainly as a result of increased headcount, an increase of $3.2 million in costs for third-party software, development environment, and engineering tools, and an increase of $2.1 million in allocated facility costs primarily due to the commencement of a new office lease, partially offset by $4.8 million refundable tax credits commencing in 2026.

Sales and Marketing

	Three Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentage)			
Sales and marketing	$ 62,632	$ 55,969	$ 6,663	12%

Sales and marketing expense increased for the three months ended September 30, 2026 compared to the three months ended September 30, 2025, primarily attributable to an increase of $4.1 million in personnel-related expenses mainly as a result of increased headcount and an increase of $2.2 million in amortization of deferred contract acquisition costs driven by the cumulative impact of higher capitalized sales commissions from sales growth.

General and Administrative

	Three Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentage)			
General and administrative	$ 25,516	$ 20,461	$ 5,055	25%

General and administrative expense increased for the three months ended September 30, 2026 compared to the three months ended September 30, 2025. The increase was primarily attributable to an increase of $2.1 million in share-based compensation

expense as discussed in the section titled "*Share-Based Compensation Expense*" below and an increase of $2.0 million in personnel-related expenses mainly as a result of increased headcount.

Share-based Compensation Expense

	Three Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentages)			
Cost of revenue: subscription–self-managed and SaaS	$ 4,298	$ 4,420	$ (122)	(3)%
Research and development	14,513	15,254	(741)	(5)%
Sales and marketing	14,129	14,446	(317)	(2)%
General and administrative	8,853	6,740	2,113	31%
Total share-based compensation expense	$ 41,793	$ 40,860	$ 933	2%

Share-based compensation expenses increased for the three months ended September 30, 2026 compared to the three months ended September 30, 2025, primarily within general and administrative expenses. The increase was attributable to equity awards granted to new and existing employees and an increased allocation to general and administrative functions.

Interest and Other Income, Net

	Three Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentage)			
Interest and other income, net	$ 8,091	$ 6,677	$ 1,414	21%

Interest and other income, net increased for the three months ended September 30, 2026 compared to the three months ended September 30, 2025, primarily due to higher interest income on short-term investments as a result of higher investment balances.

Income Tax Expense (Benefit)

	Three Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentage)			
Income tax expense (benefit)	$ (311)	$ 1,518	$ (1,829)	(120)%
Effective income tax rate	(5)%	(10)%		

Our effective tax rate is affected primarily by tax rates in foreign jurisdictions and the relative amounts of income we earn in those jurisdictions, non-deductible expenses, excess tax benefits from share-based compensation awards, and changes in our valuation allowance.

Comparison of the Nine Months Ended September 30, 2026 and 2025

Revenue

	Nine Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentages)			
Subscription—self-managed and SaaS	$ 473,430	$ 366,388	$ 107,042	29%
License—self-managed	23,489	20,146	3,343	17%
Total subscription revenue	$ 496,919	$ 386,534	$ 110,385	29%

The increase in total subscription revenue for the nine months ended September 30, 2026 compared to the nine months ended September 30, 2025 consisted of approximately $96.3 million in growth from existing customers, with the remainder attributable to new customers.

Cost of Revenue and Gross Margin

	Nine Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentages)			
Subscription—self-managed and SaaS	$ 106,270	$ 91,167	$ 15,103	17%
License—self-managed	—	116	(116)	(100)%
Total cost of revenue—subscription	$ 106,270	$ 91,283	$ 14,987	16%
Gross margin	79%	76%		

Total cost of revenue increased for the nine months ended September 30, 2026 compared to the nine months ended September 30, 2025. The increase was primarily attributable to an increase of $11.5 million in third-party hosting costs mainly driven by increased revenue from SaaS subscriptions and an increase of $4.1 million in personnel-related expenses mainly as a result of increased headcount.

Gross margin increased for the nine months ended September 30, 2026 compared to the nine months ended September 30, 2025, primarily due to revenue growth with improved operating leverage and lower intangible amortization resulting as certain intangibles became fully amortized, partially offset by higher third-party hosting costs.

Operating Expenses

Research and Development

	Nine Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentage)			
Research and development	$ 162,193	$ 141,926	$ 20,267	14%

Research and development expense increased for the nine months ended September 30, 2026 compared to the nine months ended September 30, 2025. The increase was primarily attributable to an increase of $18.5 million in personnel-related expenses mainly as a result of increased headcount and an increase of $7.0 million in costs for third-party software, development environment, and engineering tools, partially offset by $6.3 million refundable tax credits commencing in 2026.

Sales and Marketing

	Nine Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentage)			
Sales and marketing	$ 181,526	$ 164,212	$ 17,314	11%

Sales and marketing expense increased for the nine months ended September 30, 2026 compared to the nine months ended September 30, 2025. The increase was primarily attributable to an increase of $13.3 million in personnel-related expenses mainly as a result of increased headcount and an increase of $5.3 million in amortization of deferred contract acquisition costs driven by the cumulative impact of higher capitalized sales commissions from sales growth.

General and Administrative

	Nine Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentage)			
General and administrative	$ 74,959	$ 59,644	$ 15,315	26%

General and administrative expense increased for the nine months ended September 30, 2026 compared to the nine months ended September 30, 2025. The increase was primarily attributable to an increase of $7.4 million in share-based compensation

expense as discussed in the section titled "*Share-Based Compensation Expense*" below and an increase of $6.2 million in personnel-related expenses mainly as a result of increased headcount.

Share-based Compensation Expense

	Nine Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentages)			
Cost of revenue: subscription–self-managed and SaaS	$ 12,467	$ 12,830	$ (363)	(3)%
Research and development	42,704	43,417	(713)	(2)%
Sales and marketing	39,456	40,533	(1,077)	(3)%
General and administrative	26,370	18,934	7,436	39%
Total share-based compensation expense	$ 120,997	$ 115,714	$ 5,283	5%

Share-based compensation expenses increased for the nine months ended September 30, 2026 compared to the nine months ended September 30, 2025, primarily within general and administrative expenses. The increase was attributable to equity awards granted to new and existing employees and an increased allocation to general and administrative functions.

Interest and Other Income, Net

	Nine Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentage)			
Interest and other income, net	$ 22,912	$ 18,947	$ 3,965	21%

Interest and other income, net increased for the nine months ended September 30, 2026 compared to the nine months ended September 30, 2025, primarily due to higher interest income on short-term investments as a result of higher investment balances.

Income Tax Expense

	Nine Months Ended September 30,			
	2026	2025	$ Change	% Change
	(in thousands, except percentage)			
Income tax expense	$ 762	$ 5,025	$ (4,263)	(85)%
Effective income tax rate	(15)%	(10)%		

Our effective tax rate is affected primarily by tax rates in foreign jurisdictions and the relative amounts of income we earn in those jurisdictions, non-deductible expenses, excess tax benefits from share-based compensation awards, and changes in our valuation allowance.

Liquidity and Capital Resources

Since our inception, we have financed our operations primarily through cash generated from operations and sales of equity securities. Our principal uses of cash in recent periods have been funding our operations, investing in capital expenditures, and business and asset acquisitions.

As of September 30, 2026, our principal sources of liquidity were cash, cash equivalents, and short-term investments of $880.9 million. Cash and cash equivalents primarily consist of cash in banks and money market funds. Short-term investments generally consist of bank deposits, certificates of deposit, commercial paper, corporate debt securities, municipal securities, and government and agency debt. We believe our existing cash, cash equivalents, and short-term investments, together with cash provided by operations, will be sufficient to meet our needs for the next 12 months, as well as in the long-term.

Our future capital requirements will depend on many factors including our revenue growth rate, subscription renewal activity, billing frequency, the timing, and extent of spending to support further sales and marketing and research and development efforts, the continuing market acceptance of our products and services, as well as expenses associated with our international expansion, the timing, and extent of additional capital expenditures to invest in existing and new office spaces. We may in the future enter

into arrangements to acquire or invest in complementary businesses, services, and technologies, including intellectual property rights; additionally, we may repurchase our ordinary shares from time to time under our share repurchase program. We may be required to seek additional equity or debt financing. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, results of operations, and financial condition would be materially and adversely affected.

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

	Nine Months Ended September 30,	
	2026	2025
	(in thousands)	
Net cash provided by operating activities	$ 164,726	$ 95,034
Net cash used in investing activities	$ (185,510)	$ (96,757)
Net cash provided by financing activities	$ 20,484	$ 29,188

Operating Activities

Net cash provided by operating activities of $164.7 million for the nine months ended September 30, 2026 was related to our net loss of $5.9 million adjusted for non-cash charges of $139.4 million, including share-based compensation expense of $121.0 million and depreciation and amortization expense of $15.1 million, and changes in our operating assets and liabilities of $31.2 million. Changes in our operating assets and liabilities were primarily related to an increase of $80.6 million in deferred revenue, partially offset by an increase of $24.3 million in deferred contract acquisition costs, an increase of $17.0 million in accounts receivable, and an increase of $14.3 million in prepaid expenses and other assets mainly due to receivables related to refundable tax credits and income tax refunds as well as prepayment for hosting services. The increases in deferred revenue, accounts receivable, and deferred contract acquisition costs were driven by higher sales.

Net cash provided by operating activities of $95.0 million for the nine months ended September 30, 2025 was related to our net loss of $56.6 million adjusted for non-cash charges of $136.2 million, including share-based compensation expense of $115.7 million and depreciation and amortization expense of $18.9 million, and changes in our operating assets and liabilities of $15.4 million. Changes in our operating assets and liabilities were primarily related to an increase of $34.5 million in deferred revenue and an increase of $6.7 million in accounts payable due to timing of payments. The inflows were partially offset by an increase of $13.9 million in accounts receivable, an increase of $6.7 million in deferred contract acquisition costs, and a decrease of $6.6 million in operating lease liabilities as a result of payments. The increases in accounts receivable, deferred revenue, and deferred contract acquisition costs were driven by higher sales.

Investing Activities

Net cash used in investing activities of $185.5 million for the nine months ended September 30, 2026 consisted primarily of net purchases of short-term investments of $178.3 million.

Net cash used in investing activities of $96.8 million for the nine months ended September 30, 2025 consisted primarily of net purchases of short-term investments of $94.1 million.

Financing Activities

Net cash provided by financing activities of $20.5 million for the nine months ended September 30, 2026 consisted primarily of proceeds from employee share purchases under our ESPP of $14.7 million and proceeds from exercise of share options of $5.9 million.

Net cash provided by financing activities of $29.2 million for the nine months ended September 30, 2025 consisted of proceeds from employee share purchases under our ESPP of $11.9 million, proceeds from exercise of share options of $10.0 million, and net proceeds from employee equity transactions to be remitted to tax authorities of $7.3 million.

Material Cash Requirements

Contractual Obligations

The following table summarizes our non-cancellable contractual obligations as of September 30, 2026:

	Total	Payments Due by Period	
		2026 (Remainder)	2027 and Thereafter
		(in thousands)	
Operating lease obligations	$ 137,212	$ 1,928	$ 135,284
Purchase obligations	245,044	8,016	237,028
Total	$ 382,256	$ 9,944	$ 372,312

The contractual commitment amounts in the table above are associated with agreements that are enforceable and legally binding. Purchase obligations represent our commitments primarily for hosting services, software products and services under contracts with remaining terms of 12 months or longer. Obligations under contracts that we can cancel without a significant penalty are not included in the table above. We believe we will have sufficient liquidity from our operations to fulfill the commitments.

Share Repurchases

In February 2026, the Board of Directors approved a share repurchase program authorizing the repurchase of up to $300.0 million of our ordinary shares. The program became effective in March 2026 and has no expiration date but may be suspended, terminated, or modified at any time. Shares may be repurchased from time to time in the open market or through negotiated transactions at prevailing market rates, or by other means in accordance with U.S. federal securities laws. The timing of the repurchases will depend on certain factors, including market conditions, prices, and management's discretion. As of September 30, 2026, $298.0 million remained available for repurchases.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements are prepared in accordance with GAAP. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, as well as related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. As events continue to evolve and additional information becomes available, our estimates and assumptions may change materially in future periods.

Our critical accounting policies and estimates were disclosed in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report. There have been no significant changes to these policies and estimates during the nine months ended September 30, 2026.

ITEM 3. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

We have operations in the United States and internationally, and we are exposed to market risk in the ordinary course of our business.

Foreign Currency Exchange Risk

Our revenue and expenses are primarily denominated in U.S. dollars. Our functional currency is the U.S. dollar. Substantially all of our sales are denominated in U.S. dollars, and therefore our revenue is not subject to significant foreign currency risk. However, a significant portion of our operating costs in Israel, consisting principally of salaries and related personnel expenses, and operating lease and facility expenses are denominated in NIS. This foreign currency exposure gives rise to market risk associated with exchange rate movements of the U.S. dollar against the NIS. Further, we anticipate that a material portion of our expenses will continue to be denominated in NIS.

To reduce the impact of foreign exchange risks associated with forecasted future cash flows and certain existing assets and liabilities and the volatility in our Condensed Consolidated Statements of Operations, we have established a hedging program. Foreign currency contracts are generally utilized in this hedging program. Our foreign currency contracts generally have terms up to eighteen months. We do not enter into derivative instruments for trading or speculative purposes. We account for our derivative instruments as either assets or liabilities and carry them at fair value in the Condensed Consolidated Balance Sheets. The accounting for changes in the fair value of the derivative depends on the intended use of the derivative and the resulting designation. Our hedging program reduces but does not eliminate the impact of currency exchange rate movements. The effect of a hypothetical 10% change in foreign currency exchange rates applicable to our business, after considering our hedging programs, would not have had a material impact on our results of operations for the three and nine months ended September 30, 2026.

Our derivatives expose us to credit risk to the extent that the counterparties may be unable to meet the terms of the agreement. In addition, the financial institutions with which we have foreign currency contracts are primarily located in Israel, exposing us to risks related to the country's economic standing which may affect credit ratings. We seek to mitigate such risk by limiting our counterparties to major financial institutions, spreading the risk across a number of major financial institutions, and closely monitoring rating downgrades. However, failure of one or more of these financial institutions is possible and could result in incurred losses.

As of September 30, 2026, our cash, cash equivalents, restricted cash, and short-term investments were primarily denominated in U.S. dollars. A hypothetical 10% increase or decrease in current exchange rates would not materially affect our cash, cash equivalents, restricted cash, and short-term investment balances as of September 30, 2026.

Interest Rate Risk

As of September 30, 2026, we had cash and cash equivalents of $75.2 million, and short-term investments of $805.7 million. Cash and cash equivalents primarily consist of cash in banks and money market funds. Short-term investments generally consist of bank deposits, certificates of deposit, commercial paper, corporate debt securities, municipal securities, and government and agency debt. Our cash, cash equivalents, and short-term investments are held for working capital purposes. The primary objectives of our investment activities are the preservation of capital, the fulfillment of liquidity needs and the fiduciary control of cash. We do not enter into investments for trading or speculative purposes. Such interest-earning instruments carry a degree of interest rate risk. Changes in interest rates affect the interest earned on our cash and cash equivalents and marketable securities, and the market value of those securities. A hypothetical 1% increase in interest rates would not have had a material impact on their fair value as of September 30, 2026.

Inflation Risk

We do not believe that inflation has had a material effect on our business, financial condition, or results of operations, other than its impact on the general economy. However, if our costs, in particular labor, sales and marketing, hosting costs, and office rent, were to become subject to inflationary pressures, we might 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 results of operations.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures are designed to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Our management, with the participation and supervision of our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of such date, our disclosure controls and procedures were, in design and operation, effective at a reasonable assurance level.

Changes in Internal Control over Financial Reporting

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

Inherent Limitations on the Effectiveness of Controls

The effectiveness of any system of internal control over financial reporting, including ours, is subject to inherent limitations, including the exercise of judgment in designing, implementing, operating, and evaluating the controls and procedures, and the inability to eliminate misconduct completely. Accordingly, in designing and evaluating the disclosure controls and procedures, management recognizes that any system of internal control over financial reporting, including ours, no matter how well designed and operated, can only provide reasonable, not absolute, assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. Moreover, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information set forth under the heading "Legal Proceedings" in Note 10 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference.

ITEM 1A. RISK FACTORS

Investing in our ordinary shares involves a high degree of risk. A description of the risks and uncertainties associated with our business and ownership of our ordinary shares is set forth below. You should carefully consider the risks and uncertainties described below, together with all of the other information contained in this Quarterly Report on Form 10-Q, including the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our condensed consolidated financial statements and the related notes thereto, before making a decision to invest in our ordinary shares. The risks and uncertainties described below are not the only ones we face. Our business, results of operations, financial condition, or prospects could also be harmed by risks and uncertainties that are not presently known to us or that we currently believe are not material. Certain of these risks have occurred in the past, and some are currently affecting our business, as described below. If any of these risks occur or continue, our business, results of operations, financial condition, and prospects could be materially and adversely affected. In that event, the market price of our ordinary shares could decline and you could lose all or part of your investment.

Summary of Risk Factors

Investing in our ordinary shares involves a high degree of risk because our business is subject to numerous risks and uncertainties, including those outside of our control that could cause our actual results to be harmed, including, but not limited to, risks related to:

- our future financial performance, including our expectations regarding our revenue, cost of revenue, gross profit, operating expenses, operating cash flow and free cash flow, and our ability to achieve, and maintain, future profitability;
- customers' adoption of our products and our ability to develop new products or enhancements to existing products and to bring them to market in a timely manner;
- the effects of increased competition in our markets and our ability to compete effectively;
- anticipated trends, growth rates and challenges in our business and in the markets in which we operate;
- our ability to maintain and expand our customer base, including by attracting new customers in existing and new markets;
- our ability to maintain the security and availability of our products, including risks arising from disclosed product vulnerabilities, exploitation by threat actors, and customers' failure to implement available patches or mitigations promptly;
- our ability to comply with stringent and changing laws, regulations, standards, and contractual obligations related to privacy, data protection, and data security;
- our business model, including our subscription model, and our ability to effectively manage our growth and associated investments;
- our ability to integrate and realize anticipated synergies from acquisitions of complementary businesses;
- beliefs and objectives for future operations, including regarding our market opportunity;
- our relationships with third parties, including our technology partners and cloud providers;
- our ability to maintain, protect, and enhance our intellectual property rights;

- our expectations about the impact of unfavorable economic conditions, and adverse macroeconomic conditions, such as inflation rates and slower growth or recession, on our business and financial condition;
- your rights and responsibilities as our shareholders that are governed by Israeli law, which may differ in some respects from the rights and responsibilities of shareholders of U.S. corporations;
- our ability to maintain an effective system of disclosure controls and internal control over financial reporting, and to produce timely and accurate financial statements or comply with applicable regulations;
- our expectations about the impact of global economic disruptions resulting from natural disasters, public health epidemics, protests or riots, and geopolitical tensions, such as the imposition of tariffs and other non-tariff trade barriers, or war, such as the war involving Israel, the U.S., Iran, and Hezbollah, and the regional conflict in the Middle East, on our business, results of operations and financial condition;
- our ability to successfully defend litigation brought against us;
- our ability to attract and retain qualified employees and key personnel;
- the sufficiency of our cash and cash equivalents to meet our liquidity needs;
- our ability to comply with laws and regulations that currently apply or become applicable to our business in Israel, the United States and internationally;
- changes in effective tax rates or laws applicable us, including under the laws of Israel, the U.S., and other jurisdictions in which we may be subject to taxation; and
- the future trading prices of our ordinary shares.

Risks Related to Our Business and Industry

Our business and operations have experienced significant growth, and if we do not appropriately manage future growth, if any, or are unable to improve and scale our systems, processes, and controls, our business, financial condition, results of operations, and prospects will be adversely affected.

We have experienced significant growth and increased demand for our products over time. Our total revenues for the three months ended September 30, 2026 and 2025 were $179.2 million and $136.9 million, respectively, representing 31% growth, and $496.9 million and $386.5 million for the nine months ended September 30, 2026 and 2025, respectively, representing 29% growth. Our employee headcount has also increased from approximately 1,600 as of December 31, 2024 to approximately 1,800 as of December 31, 2025. As of September 30, 2026, 1,357 of our customers had ARR of $100,000 or more, increasing from 1,168 customers as of December 31, 2025, and 112 of our customers had ARR of $1,000,000 or more, increasing from 74 customers as of December 31, 2025. We focus on growing the number of large customers as a measure of our ability to scale with our customers and attract larger organizations to adopt our products. The growth and expansion of our business places a continuous and significant strain on our management, operational, and financial resources. In addition, as customers adopt our products for an increasing number of use cases, we have had to support more complex commercial relationships. We must continue to improve and expand our information technology and financial infrastructure, our security and compliance requirements, our operating and administrative systems, our relationships with cloud providers, technology partners, and other third parties, and our ability to manage headcount and processes in an efficient manner to manage our growth effectively.

In 2025, we released multiple JFrog Platform features across our core functionalities in DevOps, DevSecOps, DevGovOps and Artificial Intelligence and Machine Learning operations (“AI/MLOps”), as we continued to expand our position as the system of record for the unified software release lifecycle. We released significant enhancements to our platform, including the release of agentic security capabilities, AI Catalog and JFrog AppTrust for DevGovOps and compliance. We also released new subscription bundles to align more closely with the emerging market needs around application security and AI development. These enhancements and releases represent continuing expansion within and beyond our core DevOps business, delving more deeply into DevSecOps, DevGovOps and AI/MLOps. We may not be able to sustain the pace of improvements to our products successfully or implement systems, processes, and controls in an efficient or timely manner or in a manner that does not negatively

affect our results of operations. Our failure to improve our systems, processes, and controls, or their failure to operate in the intended manner, may result in our inability to manage the growth of our business and to forecast our revenue, expenses, and earnings accurately, or to prevent losses.

As we continue to expand our business, we may find it difficult to maintain our corporate culture while managing our employee growth. Any failure to manage our anticipated growth and related organizational changes in a manner that preserves our culture could negatively impact future growth and achievement of our business objectives. Additionally, our productivity and the quality of our products may be adversely affected if we do not integrate and train our new employees quickly and effectively. Failure to manage any future growth effectively could result in increased costs, negatively affect our customers' satisfaction with our products, and harm our results of operations.

Our recent results may not be indicative of our future performance, and we may not be able to sustain our revenue growth rate in the future. Our growth also makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful.

As noted above, our total revenues for the three and nine months ended September 30, 2026 grew by 31% and 29%, respectively, compared to the corresponding prior year periods. You should not rely on the results of any prior quarterly or annual period as an indication of our future performance. Even if our revenue continues to increase, our revenue growth rate may decline in future periods. Many factors may contribute to declines in our growth rate, including but not limited to

- greater market penetration,
- increased competition,
- market consolidation,
- slowing demand for our platform,
- a failure by us to continue capitalizing on growth opportunities,
- the maturation of our business,
- protracted global disputes,
- the imposition of tariffs and other non-tariff trade barriers, and
- global economic downturn.

If our growth rate declines, investors' perceptions of our business and the market price of our ordinary shares could be adversely affected.

Our ability to forecast our future results of operations is subject to a number of uncertainties, including our ability to effectively plan for and model future growth. We have encountered in the past, and may encounter in the future, risks and uncertainties frequently experienced by growing companies in rapidly changing industries. If we fail to achieve the necessary level of efficiency in our organization as it grows, or if we are not able to accurately forecast future growth, our business would be harmed. Moreover, if the assumptions that we use to plan our business are incorrect or change in reaction to changes in our market, or we are unable to maintain consistent revenue or revenue growth, our share price could be volatile, and it may be difficult to achieve and maintain profitability.

Our results of operations are likely to fluctuate from quarter to quarter, which could adversely affect the trading price of our ordinary shares.

Our results of operations, including our revenue, cost of revenue, gross margin, operating expenses, and cash flow, have fluctuated from quarter to quarter in the past and may continue to vary significantly in the future so that period-to-period comparisons of our results of operations may not be meaningful. Our quarterly financial results may fluctuate as a result of a variety of factors, many of which are outside of our control, may be difficult to predict, and may or may not fully reflect the

underlying performance of our business. Factors that may cause fluctuations in our quarterly financial results include, but are not limited to:

- our ability to attract and retain new customers;
- the loss of existing customers;
- renewals and timing of renewals;
- customer usage of our products;
- customer satisfaction with our product capabilities and customer support;
- our ability to expand sales within our existing customers;
- our ability to gain new partners and retain existing partners;
- changes in subscription components and pricing when customers renew their subscriptions;
- our ability to convert users of free trials and open source version of JFrog Artifactory into subscribing customers;
- general economic, industry, and market conditions, including adverse macroeconomic conditions such as inflation and currency fluctuation;
- fluctuations in share-based compensation expense, including as a result of our acquisition activity;
- decisions by potential or existing customers to purchase alternative solutions;
- decisions by potential customers to develop in-house DevOps, DevSecOps, DevGovOps and MLOps solutions as alternatives to our products;
- the timing and success of new products introduced by us or our competitors or any other change in the competitive dynamics of our industry, including consolidation among competitors, customers, or partners;
- the amount and timing of operating expenses related to the maintenance and expansion of our business and operations, including investments in research and development, sales and marketing, and general and administrative resources;
- resulting downtime from network outages (including, without limitation, possible outages with public cloud providers);
- actual or perceived breaches of, or failures relating to, privacy, data protection, e-marketing, cookies, cybersecurity, data breach notification, or data security;
- mergers and acquisitions that might affect our customer base, including the consolidation of affiliates' multiple paid business accounts into a single paid business account;
- the timing of expenses related to the development or acquisition of technologies or businesses and potential future charges for impairment of goodwill from acquired companies;
- changes in our pricing policies or those of our competitors;
- fluctuations in the growth rate of the overall market that our products address;
- the budgeting cycles and purchasing practices of customers;
- the business strengths or weakness of our customers;

- our ability to collect timely on invoices or receivables;
- the cost and potential outcomes of future litigation or other disputes;
- future accounting pronouncements or changes in our accounting policies;
- our ability to successfully expand our business in the U.S. and internationally;
- fluctuations in the mix of our revenue between self-managed subscriptions and SaaS subscriptions;
- our overall effective tax rate, including impacts caused by any reorganization in our corporate tax structure and any new legislation or regulatory developments;
- fluctuations in foreign currency exchange rates; and
- the impact of political uncertainty or unrest, other areas of geopolitical tension around the world, or the worsening of regional conflicts or tensions and any related global economic disruptions, including as a result of the imposition of tariffs and other non-tariff trade barriers.

The impact of one or more of the foregoing or other factors may cause our results of operations to vary significantly. Such fluctuations could cause us to fail to meet the expectations of investors or securities analysts, which could cause the trading price of our ordinary shares to fall substantially, and we could face costly lawsuits, including securities class action suits.

We have a history of losses and may not be able to achieve profitability on a consistent basis. If we cannot achieve profitability, our business, financial condition, and results of operations may suffer.

Although we have achieved positive operating cash flow and free cash flow, we have incurred annual losses since our inception. We incurred a net loss of $71.8 million and $69.2 million in the years ended December 31, 2025 and 2024, respectively. As a result, we had an accumulated deficit of $431.5 million as of December 31, 2025. We anticipate that our operating expenses will increase substantially in the foreseeable future as we continue to enhance our products, broaden our customer base, expand our sales and marketing activities, including strengthening our customer success team and continuing to invest in our strategic sales team, expanding our operations, hiring additional employees, investing in larger lease spaces for employees, and continuing to develop our technology. These efforts may prove more expensive than we currently anticipate, and we may not succeed in increasing our revenue sufficiently, or at all, to offset these higher expenses. Revenue growth may slow or revenue may decline for a number of possible reasons, including, but not limited to, slowing demand for our products, increasing competition, or changes in macroeconomic conditions. Any failure to increase our revenue as we grow our business could prevent us from achieving profitability or maintaining positive operating cash flow and free cash flow at all or on a consistent basis, which would cause our business, financial condition, and results of operations to suffer.

The markets for our products are maturing and may evolve more slowly or differently than we expect. Our future success depends on the growth and expansion of these markets and our ability to adapt and respond effectively to evolving markets.

The markets for our products are maturing in ways we may be unable to anticipate accurately. Accordingly, it is difficult to predict customer adoption and renewals and demand for our products, the entry of competitive products, the success of existing competitive products, or the future growth rate, expansion, longevity, and the size of the DevOps, DevSecOps, AI/MLOps, and software release management software markets. The expansion of, and our ability to penetrate, these evolving markets depends on a number of factors, including, but not limited to, the cost, performance, and perceived value associated with DevOps, DevSecOps, DevGovOps, and AI/MLOps technologies, as well as the ability of DevOps workflows to improve critical steps in the lifecycle of software, including managing software security. If we or other software and SaaS providers experience security incidents, loss of customer data, or disruptions in delivery or service, the market for these applications as a whole, including our products, may be negatively affected. If DevOps, DevSecOps, DevGovOps, AI/MLOps, and software release management software do not continue to achieve market acceptance, or there is a reduction in demand caused by decreased customer acceptance, technological challenges, weakening economic conditions, privacy, data protection and data security concerns, governmental regulation, competing technologies and products, or decreases in information technology or other spending, the market for our products might not continue to develop or might develop more slowly than we expect, which could adversely affect our business, financial condition, and results of operations.

We expect our revenue mix to vary over time, which could harm our gross margin and results of operations.

We expect our revenue mix to vary over time due to a number of factors, including the mix of our subscriptions for self-managed and SaaS offerings, which may affect the timing and amount of revenue recognized and the associated costs. Further, our gross margins and results of operations could be harmed by numerous other factors, including entry into new markets or growth in lower margin markets; entry into markets with different pricing and cost structures; pricing discounts; and increased price competition. Any one of these factors, or the cumulative effects of certain of these factors, may result in significant fluctuations in our gross margin and results of operations. This variability and unpredictability could result in our failure to meet internal expectations or those of securities analysts or investors for a particular period. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our ordinary shares could decline.

If we are not able to keep pace with technological and competitive developments, maintain the quality of our products, or fail to integrate our products with a variety of technologies that are developed by others, or the market perceives any of these to be true, our products may become less marketable, less competitive, or obsolete, and our results of operations and the price of our ordinary shares may be adversely affected.

In order to provide value for our customers, we must offer a platform that allows our customers to consume source code and open source libraries from repositories, manage the dependencies among components within software packages, move packages and ML models to a universal repository, ingest packages from third parties, including open source libraries, scan for vulnerabilities through various stages, distribute to endpoints, and deploy in production, all through a single user access point. The success of any new product introductions depends on a number of factors including, but not limited to, timely and successful product development, market acceptance, the quality of our product and the user experience, our ability to manage the risks associated with new product releases, the effective management of development and other spending in connection with anticipated demand for new products, and the availability of newly developed products. We have in the past experienced bugs, errors, or other defects or deficiencies in new products and product updates and delays in releasing new products, deployment options, and product enhancements and may have similar experiences in the future. As a result, some of our customers may either defer purchasing our products until the next upgrade is released or switch to a competitor if we are not able to keep up with technological developments. For example, AI and ML may change the way our industry operates, and businesses that are slow to adopt or fail to adopt these new technologies may face a competitive disadvantage. In addition, if defects are not discovered until after customers purchase our products, our customers could lose confidence in the quality of our products and our reputation and brand may be harmed. Significant bugs, errors, defects, or deficiencies, including security vulnerabilities, have been and may in the future be exploited by unauthorized parties to gain access to our products, including where vulnerabilities are not discovered and patched prior to exploitation or where customers do not promptly implement available updates or mitigations. Any negative publicity related to the perceived quality of our products could harm our business, results of operations, and financial condition. See also, "*We have acquired, and may in the future acquire, complementary businesses which could require significant management attention, disrupt our business, dilute shareholder value, and adversely affect our results of operations*." in this Part II, Item 1A.

Additionally, market perception of the role and impact of AI on technology companies may adversely affect the price of our ordinary shares, regardless of our actual operating performance. Investor sentiment regarding AI has become a significant driver of valuation for technology companies, and perceptions about whether a company is effectively developing, deploying, or monetizing AI technologies may materially influence market expectations and a company's share price. If investors, analysts, customers or other market participants believe that our AI strategy, capabilities, pace of innovation or competitive positioning are insufficient, less differentiated than those of our competitors, or if we fail to keep pace with rapidly evolving AI technologies, the price of our ordinary shares could decline, even if our business performance and financial results remain strong. Furthermore, shifts in broader market sentiment regarding AI technologies, including changes in investor confidence, regulatory developments, high-profile failures or controversies involving AI, or a reassessment of the economic value of AI investments across the technology sector could also negatively impact our valuation and increase share price volatility independent of our operating results.

We may not be able to compete successfully against current and future competitors, some of whom have greater financial, technical, and other resources than we do. If we do not compete successfully, our business, financial condition, and results of operations could be harmed.

Our platform consists of multiple products in DevOps, DevSecOps, DevGovOps, and AI/MLOps, and we compete in each product category as well as at the entire platform level. The market for our products is highly fragmented, quickly evolving, and

subject to rapid changes in technology. We believe that our ability to compete successfully depends upon many factors both within and beyond our control, including, but not limited to, the following:

- ability to provide an end-to-end, unified platform solution for the DevOps, DevSecOps, DevGovOps, and AI/MLOps workflows;
- ability to provide updated security products to create and maintain trusted software releases;
- breadth of technologies we support;
- breadth of technology integrations;
- total cost of ownership;
- extensibility across organizations, including software developers, security teams, machine learning engineers, data scientists, and IT operators;
- ability to enable collaboration between software developers, security teams, and IT operators;
- ability to deploy our products in any combination of cloud, multi-cloud, on-premises, or hybrid environments;
- performance, security, scalability, and reliability;
- quality of customer experience and satisfaction;
- quality of customer support;
- ease of implementation and use; and
- brand recognition and reputation.

Our products are available for self-managed, SaaS, and hybrid deployments. While we believe we compete successfully on the above factors, particularly with regards to the comprehensive nature of our solutions, we do experience competition in each of these categories with different vendors:

- *In-house solutions*. Over time, many companies built solutions in-house for specific use cases they uniquely required. Often, these solutions do not scale or were not designed to meet the needs of modern software delivery methodologies or technologies.
- *DevOps and developer-focused vendors*. Many companies address only certain parts of the DevOps cycle and may compete with a limited set of JFrog offerings, including Microsoft's GitHub, GitLab, Cloudsmith, and Sonatype.
- *Cloud providers*. While also partners, public cloud providers, such as Amazon Web Services ("AWS"), Microsoft Azure (including Azure DevOps), and Alphabet Inc.'s Google Cloud, may compete with a subset of JFrog functionality.
- *Security point solutions*. Some security-focused companies may compete with a subset of JFrog's holistic security offerings or address only developer-level security, such as Aqua Security, Snyk, Checkmarx, Sonatype, and Synopsys.

Some existing and potential competitors have recently announced plans to be acquired. Such industry consolidation could result in heightened competition from companies with more significant resources than us. Many of our competitors have greater financial, technical, and other resources, greater brand recognition, larger sales forces and marketing budgets, broader distribution networks, more diverse product and services offerings, and larger and more mature intellectual property portfolios. They may be able to leverage these resources to gain business in a manner that discourages customers from purchasing our offerings. Furthermore, we expect that our industry will continue to attract new companies, including smaller emerging companies, which could introduce new offerings. We may also expand into new markets and encounter additional competitors in such markets.

JFrog Artifactory is at the center of our platform and any decline in demand for JFrog Artifactory occasioned by malfunction, inferior performance, increased competition, or otherwise, will impact our business, results of operations and financial condition.

Our subscription structure is aligned with the way we have built our platform, and JFrog Artifactory is at the center of our platform and all subscriptions. Accordingly, market acceptance of JFrog Artifactory is critical to our success. If demand for JFrog Artifactory declines, the demand for our other products will also decline. Demand for JFrog Artifactory is affected by a number of factors, many of which are beyond our control, such as continued market acceptance of JFrog Artifactory and products by customers for existing and new use cases, the timing of development and release of new features, functionality, and lower cost alternatives introduced by our competitors, technological changes and developments within the markets we serve, and growth or contraction in our addressable markets. If we are unable to continue to meet customer demand, if our products fail to compete with the products of our competitors, if we fail to achieve more widespread market acceptance of JFrog Artifactory, or if our platform and products fail to meet statutory, regulatory, contractual, or other applicable requirements, then our business, results of operations, and financial condition would be harmed.

We recognize a significant portion of revenue from subscriptions over the term of the relevant subscription period, and as a result, downturns, or upturns in sales may not immediately be fully reflected in our results of operations.

We recognize a significant portion of our subscription revenue over the term of the relevant subscription period. As a result, much of the subscription revenue we report each fiscal quarter is the recognition of deferred revenue from subscription contracts entered into during previous fiscal quarters. Consequently, a decline in new or renewed subscriptions in any one fiscal quarter will not be fully or immediately reflected in revenue in that fiscal quarter and will negatively affect our revenue in future fiscal quarters. Accordingly, the effect of significant downturns in new or renewed sales of our subscriptions may not be fully reflected in our results of operations until future periods.

If our existing customers do not renew their subscriptions, our business and results of operations could be adversely affected.

We expect to derive a significant portion of our revenue from renewals of existing subscriptions. Our customers have no contractual obligation to renew their subscriptions after the completion of their subscription term. Our self-managed subscriptions are offered on an annual and multi-year basis, while our SaaS subscriptions are offered on a monthly, annual, and multi-year basis and can consist of fixed and usage-based fees. Our customers' renewals may decline or fluctuate as a result of a number of factors, including their satisfaction with our products and our customer support, the frequency and severity of product outages (including, without limitation, possible outages with public cloud providers), our product uptime or latency, the pricing of our, or competing, products, additional new features and capabilities that we offer, new integrations, and updates to our products as a result of updates by technology partners. If our customers renew their subscriptions, they may renew for shorter subscription terms or on other terms that are less economically beneficial to us. We may not accurately predict future renewal trends. If our customers do not renew their subscriptions, or renew on less favorable terms, our revenue may grow more slowly than expected or decline.

If we are unable to increase sales of our subscriptions to new customers, sell additional subscriptions to our existing customers, or expand the value of our existing customers' subscriptions, our future revenue and results of operations will be harmed.

Our future success depends on our ability to sell our subscriptions to new customers and to expand within our existing customers by selling paid subscriptions to our existing users and expanding the value and number of existing customers' subscriptions within the organization. Our ability to sell new subscriptions depends on a number of factors, including the prices of our products, the functionality of our products, the prices of products offered by our competitors, and the budgets of our customers. We serve customer needs with multiple tiers of subscriptions that differ based on product depth and functionality. We also offer a limited free trial of our platform. To the extent that users of our free trial do not become, or lead others not to become, paying customers, we will not realize the intended benefits of these strategies, our expenses may increase as a result of associated hosting costs, and our ability to grow our business may be harmed.

We also offer an open source version of JFrog Artifactory. Our open source version is intended to increase visibility and familiarity of our platform among the developer communities. We invest in developers and developer communities through multiple channels, including the introduction of new open source projects, as well as through our annual developer conference, swampUP, and other community-centered events. There is no guarantee that such events will translate into new customers, or that open source users will convert to paying subscribers.

In addition, a significant aspect of our sales and marketing focus is to expand deployments within existing customers. The rate at which our customers purchase additional subscriptions and expand the value of existing subscriptions depends on a number of factors, including customers' level of satisfaction with our products, the nature and size of the deployments, the desire to address additional use cases, and the perceived need for additional features, as well as general economic conditions. We have experienced in the past and expect in the future that recessionary concerns and other unfavorable economic conditions will negatively impact our ability to expand deployments within existing customers. If our customers do not recognize the potential of our products, our business would be materially and adversely affected.

We depend on our executive officers and other key employees, and the loss of one or more of these employees or an inability to attract and retain highly skilled employees could harm our business.

Our future success depends, in part, on our ability to continue to attract and retain key executives and other highly skilled personnel. The loss of the services of any of our key personnel, the inability to attract or retain qualified personnel, or delays in hiring required personnel, particularly in engineering and sales, may seriously harm our business, financial condition, and results of operations. Our future performance also depends on the continued services and continuing contributions of our senior management to execute on our business plan and to identify and pursue new opportunities and product innovations. The loss of services of senior management could significantly delay or prevent the achievement of our development and strategic objectives, which could adversely affect our business, financial condition, and results of operations.

Additionally, the industry in which we operate is generally characterized by significant competition for skilled personnel as well as high rates of employee attrition. We rely on the continued service of our engineering personnel because of the complexity of our products. There is currently a high demand for experienced professionals in all areas required to run a complex, multinational business, including engineering and other technical roles. We may not be successful in attracting, integrating, or retaining qualified personnel to fulfill our current or future needs. Also, to the extent we hire personnel from competitors, we may be subject to allegations that they have been improperly solicited, that they have divulged proprietary or other confidential information, or that their former employers own their inventions or other work product.

To execute our growth plan, we must attract and retain highly qualified personnel. Competition for these employees is intense, specifically for engineers for research and development, security experts, and support positions, and such competition can result in increasing wages. Therefore, we may not be successful in attracting and retaining qualified personnel. We have from time to time in the past experienced, and we expect to continue to experience, difficulty in hiring and retaining highly skilled employees with appropriate qualifications. In addition, changes in U.S. immigration laws, regulations, policies, or their interpretation or implementation (including the availability, timing, or cost of work authorization such as H-1B visas) could make it more difficult or more expensive to hire and retain qualified personnel to work in the United States, which could adversely affect our business, financial condition, and results of operations.

Our recent hires and planned hires may not be as productive as we expect, and we may face challenges in hiring, integrating, or retaining sufficient numbers of qualified individuals. Many of the companies with which we compete for experienced personnel have greater resources than we have, and due to our profile and market position, such competitors actively seek to hire skilled personnel away from us, even if such employees have entered into a non-compete agreement with us. Israeli labor courts have required employers seeking to enforce non-compete undertakings of a former employee to demonstrate that the competitive activities of the former employee will harm one of a limited number of material interests of the employer recognized by the courts, such as the protection of a company's trade secrets or other intellectual property. We may not be able to make such a demonstration.

In addition, in making employment decisions, particularly in the internet, software, and high-technology industries, job candidates often consider the value of the total compensation that may include equity, bonus, commissions, and other benefits that they may receive in connection with their employment. Employees may be more likely to leave us if the trading price of our ordinary shares significantly appreciated or significantly declined in value. The resulting direct effect on the value of employee equity awards and perceived compensation, may adversely affect our ability to recruit and retain employees. If we fail to attract new personnel or fail to retain our current personnel, our business and growth prospects could be harmed.

Our business and success depend in part on our strategic relationships with third parties, including our public cloud providers and our channel partners. If we fail to maintain or expand these relationships, our results of operations and reputation could be harmed.

We currently depend on, and anticipate we will continue to depend on, various third-party relationships to sustain and grow our business. For example, we currently partner with public cloud partners, AWS, Microsoft Azure, including Azure DevOps ("Azure"), and Alphabet Inc.'s Google Cloud ("Google Cloud"). Our technology partnership ecosystem powers significant extensibility of our products, offers our customers the ability to integrate tools outside our platform with our products, provides the ability to deploy our products in their preferred environments, and allows them to support new package technologies as they are released. Accordingly, our SaaS products must be compatible with major cloud service providers in order to support local hosting of our JFrog-managed products in geographies chosen by our customers and third parties with whom we may partner.

We have also established relationships with certain channel partners to distribute our products. We believe that continued growth in our business is dependent upon identifying, developing, and maintaining strategic relationships with our existing and potential channel partners that can drive substantial revenue and provide additional value-added services to our customers. If we are unable to develop and maintain successful relationships with our channel partners, our business, results of operations, and financial condition could be harmed. In addition, our agreements with our channel partners are non-exclusive, so they may offer customers the products of several different companies, including products that compete with ours.

It is uncertain whether these channel partners will be successful in co-marketing our solutions to provide a significant volume and quality of lead referrals and orders or whether they will continue to work with us long-term.

While also partners, public cloud providers (AWS, Azure, and Google Cloud) may compete with a subset of JFrog functionality. For example, these public cloud providers currently selling our products and services could build and market their own competing products and services or market competing products and services of other vendors.

Further, identifying and negotiating new and expanded partner relationships, whether channel partners, cloud providers, or technology partnerships, requires significant resources and participation from such parties, and we cannot guarantee that the parties with which we currently have relationships can or will continue to devote the resources necessary to operate and expand their use of our platform. If we are unsuccessful in establishing or maintaining our partner relationships or any other strategic relationships with third parties, our ability to compete, our revenue, results of operations, and future prospects could be harmed.

Even if we are successful in establishing and maintaining our relationships with third-parties, we cannot ensure that our relationships will result in sustained or increased usage of our platform. In addition, any failure of our solutions to operate effectively with the business applications of any third-party partners could reduce the demand for our solutions and cause harm to our business and reputation. We may also be held responsible for obligations that arise from the actions or omissions of third parties with which we do business. Further, any expansion into new geographies may require us to invest in developing new relationships with providers. If we are unable to respond to changes in a cost-effective manner, our products may become less marketable, less competitive, or obsolete, and our results of operations may be negatively impacted.

A limited-functionality version of JFrog Artifactory is licensed under an open source license, which could negatively affect our ability to monetize our products and protect our intellectual property rights.

We make a limited-functionality version of JFrog Artifactory that only supports Java-based packages, and also lacks other features required for organization-wide adoption by DevOps teams, available under an open source license, the Affero General Public License version 3.0 ("AGPL"). Anyone can download a free copy of this limited version of JFrog Artifactory from the Internet, and we neither know who all of our AGPL licensees are, nor have visibility into how JFrog Artifactory is being used by licensees, so our ability to detect violations of the open source license is extremely limited.

The AGPL has a "copyleft" requirement that further distribution of AGPL-licensed software and modifications or adaptations to that software be made available pursuant to the AGPL as well. This leads some commercial enterprises to consider AGPL-licensed software to be unsuitable for commercial use.

It is possible for competitors to develop their own software based on our open source version of JFrog Artifactory. Although this software would also need to be made available for free under the AGPL, it could reduce the demand for our products and put pricing pressure on our subscriptions. We cannot guarantee that we will be able to compete successfully against current and future competitors, some of which may have greater resources than we have, or that competitive pressure or the availability of new open

source software will not result in price reductions, reduced operating margins, and loss of market share, any one of which could harm our business, financial condition, results of operations, and cash flows.

Our ability to achieve customer renewals and increase sales of our products is highly dependent on the quality of our customer support, and our failure to offer high quality support would have an adverse effect on our business, reputation, and results of operations.

Our customers depend on our customer support services to resolve issues and realize the full benefits relating to our products. If we do not succeed in helping our customers quickly resolve post-deployment issues or provide effective ongoing support and education on our products, our ability to sell additional subscriptions to, or renew subscriptions with, existing customers or expand the value of existing customers' subscriptions would be adversely affected and our reputation with potential customers could be damaged. Many larger enterprise customers have more complex IT environments and require higher levels of support than smaller customers. If we fail to meet the requirements of these enterprise customers, it may be more difficult to grow sales with them.

Additionally, it can take several months to recruit, hire, and train qualified engineering-level customer support employees. We may not be able to hire such resources fast enough to keep up with demand, particularly if the sales of our products exceed our internal forecasts. To the extent that we are unsuccessful in hiring, training, and retaining adequate support resources, our ability to provide adequate and timely support to our customers, and our customers' satisfaction with our products, will be adversely affected. Our failure to provide and maintain high-quality support services would have an adverse effect on our business, reputation, and results of operations.

Seasonality may cause fluctuations in our sales and results of operations.

Historically, we have experienced seasonality in customer bookings, as we typically enter into a higher percentage of subscription agreements with new customers and renewals with existing customers in our fourth quarter. We believe that this results from the procurement, budgeting, and deployment cycles of many of our customers, particularly our enterprise customers. We expect that this seasonality will continue to affect our bookings, deferred revenue, and our results of operations in the future and might become more pronounced as we continue to target larger enterprise customers.

In addition, we have historically experienced seasonality in usage patterns by users of our SaaS subscriptions. We typically experience reduced usage by our customers during holiday periods, particularly at the end of the fourth quarter. As revenue from our SaaS subscriptions includes usage-based overage above minimum commitments, the changes in usage patterns may negatively affect revenues from our SaaS subscriptions and our results of operations.

A real or perceived defect, security vulnerability, error, or performance failure in our platform, including delayed remediation or customer implementation of available updates, could cause us to lose revenue, expose us to liability, and damage our reputation.

Our products are inherently complex and, despite extensive testing and quality control, have in the past and may in the future contain defects or errors, or security vulnerabilities, especially when first introduced, or not perform as contemplated. Threat actors have in the past and may in the future exploit vulnerabilities before customers apply security updates or otherwise complete remediation. Security updates also may not remedy unauthorized access or other compromises that occurred before the updates were applied. For example, earlier in 2026, we issued updates addressing vulnerabilities in our self-managed products, certain of which had been exploited previously, including within the environments of customers using hybrid deployments. Defects, security vulnerabilities, errors, or other performance failures could result in liabilities, termination of agreements, loss of customers or revenue, order cancellations, service terminations, damage to our reputation, or lack of market acceptance of our products. They could also result in unauthorized access, privilege escalation, exposure or modification of information, alteration of software artifacts, service disruption, or compromise of connected development, build, deployment, or production systems. Hybrid deployments that connect customer-managed components to our cloud offerings have allowed, and may in the future allow, a vulnerability exploited in a self-managed component to affect a customer's cloud instance. Although we have implemented additional security measures designed to address these risks, such measures may not be effective against all threats. As the use of our products, including products that were acquired or developed, expands to more sensitive, secure, or mission critical uses by our customers, we may be subject to increased contractual liability, scrutiny, loss of revenue or customers, potential reputational risk, or potential liability should our products fail to perform as contemplated in such deployments. We have in the past and may in the future need to issue corrective releases of our products to fix these defects, errors, security vulnerabilities, or performance failures, and develop processes and controls which could require us to allocate significant research and development and customer support resources to address these problems.

Any limitation of liability provisions that may be contained in our customer, third-party vendor, service provider, and partner agreements may not be accepted by customers, third-party vendors, service providers, and partners, or enforceable or adequate or effective as a result of existing or future applicable law or unfavorable judicial decisions, and they may not function to limit our liability arising from regulatory enforcement. The sale and support of our products entail the risk of liability claims, which could be substantial in light of the use of our products in large scale and in enterprise-wide environments, depending on the nature of the limitation of liability provisions.

In addition, our insurance against these liabilities may not be adequate to cover a potential claim and potentially may be subject to exclusions, or that the insurer will deny coverage as to any future claim or exclude from our coverage such claims in policy renewals. The denial of our claims by our insurer or the successful assertion of claims by others against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, including our financial condition, results of operations, and reputation.

Incorrect implementation or use of our products, customer use of configurations that we permit but do not recommend, or our customers' failure to install available security updates and mitigations promptly, could result in security incidents and customer dissatisfaction which could negatively affect our business, operations, financial results, and growth prospects.

Our products are often operated in large scale, complex IT environments. Our customers and some partners require training and experience in the proper use of and the benefits that can be derived from our products to maximize their potential. Customers operating self-hosted deployments control the timing and manner of implementing patches, upgrades, configuration changes, and other updates and mitigations. Some customers use configurations that are allowed, but that we recommend against. Some customers may delay updates because of operational complexity, compatibility concerns, testing requirements, resource constraints, or maintenance schedules. If users of our products do not implement, use, configure, or update our products as recommended, correctly or as intended, then inadequate performance and/or security vulnerabilities may result, and such customers may be at a higher risk of security incidents and breaches, and certain customers have experienced such incidents. An available update may prevent future exploitation without detecting or eliminating compromise that occurred before installation. Actual or perceived delays in our release of security updates, customer application of such updates, or the effectiveness of other remediation measures could increase customer-support costs and claims. These circumstances could also reduce renewals, delay new sales, and harm our reputation. Because our customers rely on our products to manage a wide range of operations, the incorrect implementation, use of, or our customers' failure to update, our products, use of configurations that are not recommended, or our failure to train customers on how to use our products productively has in the past and may in the future result in customer dissatisfaction and may adversely affect our reputation and brand. Our failure to effectively provide training and implementation services to our customers could result in lost opportunities for follow-on sales to these customers and decrease subscriptions by new customers, which would adversely affect our business and growth prospects.

Interruptions or performance problems associated with our technology and infrastructure, and our reliance on technologies from third parties, may adversely affect our business operations and financial results.

We outsource substantially all of the infrastructure relating to our cloud products to public cloud providers chosen by our customers. Customers of our SaaS offerings need to be able to access our platform at any time, without interruption or degradation of performance, and we provide them with service-level commitments with respect to uptime. Public cloud providers maintain control over their platforms that we access and on which we build our product offerings. Therefore, we are vulnerable to their service interruptions and any changes in their product offerings. Any limitation on the capacity of our public cloud providers could impede our ability to onboard new customers or expand the usage of our existing customers, which could adversely affect our business, financial condition, and results of operations. In addition, any incident affecting our public cloud providers' infrastructure that may be caused by their operational failures, or by cyber-attacks, natural disasters, fire, flood, severe storm, earthquake, power loss, telecommunications failures, terrorist or other attacks, protests or riots, and other similar events beyond our control could negatively affect our SaaS platform and hybrid products. It is also possible that our customers and regulators could seek to hold us accountable for any breach of security affecting a public cloud provider's infrastructure and we may incur significant liability in investigating such an incident and responding to any claims, investigations, or proceedings made or initiated by those customers, regulators, and other third parties. We may not be able to recover a material portion of such liabilities from any of our public cloud providers. Moreover, our insurance may not be adequate to cover such liability and may be subject to exclusions. Any of the above circumstances or events may harm our business, results of operations, and financial condition.

In addition, our website and internal technology infrastructure have in the past and may in the future experience performance issues due to a variety of factors, including infrastructure changes, human or software errors, website or third-party hosting

disruptions, capacity constraints, technical failures, natural disasters, or fraud or security attacks. If our website is unavailable, our business could be harmed. We expect to continue to make significant investments to maintain and improve website performance and to enable rapid releases of new features and applications for our products. To the extent that we do not effectively upgrade our systems as needed and continually develop our technology to accommodate actual and anticipated changes in technology, our business and results of operations may be harmed.

In the event that our agreements with our public cloud providers are terminated, or there is a lapse of service, elimination of services or features that we utilize, interruption of internet service provider connectivity, or damage to such facilities, we could experience interruptions in access to our platform as well as significant delays and additional expense in arranging or creating new facilities and services and/or re-architecting our cloud solution for deployment on a different cloud infrastructure service provider, which could adversely affect our business, financial condition, and results of operations.

We also rely on cloud services from public cloud providers in order to operate critical functions of our business, including financial management services, relationship management services, and lead generation management services. If these services become unavailable due to extended outages or interruptions or because they are no longer available on commercially reasonable terms or prices, our expenses could increase, our ability to manage our finances could be interrupted, our processes for managing sales of our products and supporting our customers could be impaired, and our ability to generate and manage sales leads could be weakened until equivalent services, if available, are identified, obtained, and implemented, any of which could harm our business and results of operations.

We provide service-level commitments under our subscription agreements. If we fail to meet these or materially breach other contractual commitments, we could face liabilities or subscription termination with refunds of prepaid amounts, which would decrease our revenue and harm our business, financial condition, and results of operations.

Our cloud subscription agreements contain uptime commitments. If we are unable to meet the stated uptime commitments under our customer subscription agreements, we may be contractually obligated to provide these customers with certain credits which could significantly affect our revenue in the periods in which the failure occurs and the credits are applied. We could also face subscription terminations and a reduction in renewals, which would significantly affect our future revenue. As our cloud offering expands, any service-level failures could also damage our reputation, which could also adversely affect our business, financial condition, and results of operations.

If we are not able to maintain and enhance our brand, especially among developers, security teams, data scientists and IT operators, our business and results of operations may be adversely affected.

We believe that developing and maintaining widespread awareness of our brand, especially with developers, security teams, data scientists, and IT operators, is critical to achieving widespread acceptance of our software and attracting new users and customers. Brand promotion activities may not generate user or customer awareness or increase revenue, and even if they do, any increase in revenue may not offset the expenses we incur in building our brand. If we fail to successfully promote and maintain our brand, we may fail to attract or retain users and customers necessary to realize a sufficient return on our brand-building efforts, or to achieve the widespread brand awareness that is critical for broad customer adoption of our products.

Our corporate culture has contributed to our success, and if we cannot maintain this culture as we grow, we could lose the innovation, creativity, and entrepreneurial spirit we have worked to foster, which could harm our business.

We believe that our culture has been and will continue to be a key contributor to our success. We expect to continue to hire as we expand. If we do not continue to maintain our corporate culture as we grow, we may be unable to foster the innovation, creativity, and entrepreneurial spirit we believe we need to support our growth. Our anticipated headcount growth and our continued operation as a public company may result in a change to our corporate culture, which could harm our business.

Our inbound sales model may not continue to be as successful as we anticipate and our direct, traditional sales functions may not be able to fully compensate for a potential large downturn in the inbound business.

We continue to enjoy a certain degree of inbound sales, which serve as a meaningful source of growth in our land-and-expand model. In the event that we experience a significant downturn in the inbound sales model, it may affect our future growth prospects. We intend to continue to expand our strategic and enterprise sales teams to identify new use cases, drive expansion, and standardization on JFrog within our largest customers. There is no guarantee, however, that this strategic sales team will be successful. Moreover, we are not able to predict whether the deployment of our strategic and enterprise sales teams may adversely

affect our inbound sales model. If our efforts to sell subscriptions to new customers and to expand deployments with existing customers are not successful, our total revenue and revenue growth rate may decline and our business will suffer.

Further, as we continue to scale our business, a more traditional sales infrastructure could assist in reaching larger enterprise customers and growing our revenue. Identifying, recruiting, and training such a qualified sales force would require significant time, expense, and attention and would significantly impact our business model. We believe that there is significant competition for sales personnel, including sales representatives, sales managers, and sales engineers, with the skills and technical knowledge that we require. Our ability to achieve revenue growth will depend, in large part, on our success in recruiting, training, and retaining sufficient numbers of sales personnel to support our growth. New hires require significant training and it may take significant time before they achieve full productivity.

In addition, expanding our sales infrastructure would considerably change our cost structure and results of operations, and we may have to reduce other expenses, such as our research and development expenses, in order to accommodate a corresponding increase in marketing and sales expenses, and maintain positive operating cash flow and free cash flow. Moreover, recent hires and planned hires may not become productive as quickly as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals in the markets where we do business or plan to do business. In addition, particularly if we continue to grow rapidly, a large percentage of our sales force will have relatively little experience working with us, our subscriptions, and our business model. If our lack of a large, direct enterprise sales force limits us from reaching larger enterprise customers and growing our revenue and we are unable to hire, develop, and retain talented sales personnel in the future, our revenue growth and results of operations may be harmed.

The sales prices of our products may fluctuate or decline, which may reduce our revenue and gross profit and adversely affect our financial results.

The sales prices for our products may fluctuate or decline for a variety of reasons, including competitive pricing pressures, discounts, anticipation of the introduction of new products, or promotional programs. Competition continues to increase in the market segments in which we participate, and we expect competition to further increase in the future, thereby leading to increased pricing pressures. Larger competitors with more diverse offerings may reduce the price of offerings that compete with ours or may bundle them with other offerings and provide for free. Additionally, currency fluctuations in certain countries and regions may negatively impact actual prices that customers and partners are willing to pay in those countries and regions. Any decrease in the sales prices for our products, without a corresponding decrease in costs or increase in volume, would adversely affect our revenue and gross profit. Revenue and gross profit would also be adversely affected by a shift in mix of our subscriptions from self-managed to our SaaS offerings, which have a lower gross margin. We cannot assure you that we will be able to maintain our prices and gross profits at levels that will allow us to achieve and maintain profitability.

Further, we have in the past, and expect in the future, to need to change our pricing model from time to time. While we do and will attempt to set prices based on our prior experiences and customer feedback, our assessments may not be accurate, and we could be underpricing or overpricing our products. In addition, if our subscriptions change, then we may need to revise our pricing strategies. Any such changes to our pricing strategies or our ability to efficiently price our offerings could adversely affect our business, results of operations, and financial condition. Pricing pressures and decisions could result in reduced sales, reduced margins, losses, or the failure of our products to achieve or maintain more widespread market acceptance, any of which could negatively impact our overall business, results of operations, and financial condition.

The length of our sales cycle can be unpredictable, particularly with respect to sales to large customers, and our sales efforts may require considerable time and expense.

Our results of operations may fluctuate, in part, because of the length and variability of the sales cycle of our subscriptions and the difficulty in making short-term adjustments to our operating expenses. Our results of operations depend in part on sales to new large customers and increasing sales to existing customers. The length of our sales cycle, from initial contact from a prospective customer to contractually committing to our paid subscriptions, can vary substantially from customer to customer based on deal complexity as well as whether a sale is made directly by us. It is difficult to predict exactly when, or even if, we will make a sale to a potential customer or if we can increase sales to our existing customers. As a result, large individual sales have, in some cases, occurred in quarters subsequent to those we anticipated, or have not occurred at all. Because a substantial proportion of our expenses are relatively fixed in the short term, our results of operations will suffer if revenue falls below our expectations in a particular quarter, which could cause the price of our ordinary shares to decline.

We rely on traditional web search engines and AI-powered synopses to direct traffic to our website. If our website fails to rank prominently in these search results, traffic to our website could decline and our business would be adversely affected.

Our success depends in part on our ability to attract users through unpaid Internet search results on traditional web search engines such as Google, as well as on AI-generated search results and synopses. The number of users we attract to our website from searches is due in large part to how and where our website ranks in unpaid search results. These rankings can be affected by a number of factors, many of which are not in our direct control, and they may change frequently. For example, a search engine may change its ranking algorithms, methodologies, or design layouts. As a result, links to our website may not be sufficiently prominent to drive traffic to our website, and we may not know how or otherwise be in a position to influence the results. Any reduction in the number of users directed to our website could reduce our revenue or require us to increase our customer acquisition expenditures.

Unfavorable economic conditions may adversely affect our business and financial condition due to impacts on enterprise spending trends, including reductions in information technology spending and decreased demand for our products, which could limit our ability to grow our business.

Our operations and financial performance depend in part on global economic conditions and the impact of these conditions on levels of information technology spending and the willingness of our current and prospective customers to purchase our products. Adverse macroeconomic conditions, including inflationary trends, slower growth or recession, changes to fiscal and monetary policies, tighter credit, higher interest rates, currency fluctuations, and adverse changes to global trade relationships, including newly imposed tariffs and non-tariff trade barriers, could adversely impact confidence and enterprise spending and negatively affect demand for our products.

For example, we are currently operating in a period of heightened economic uncertainty. If conditions in the national and global economy worsen, our current and potential customers' operating costs will likely increase, which could result in reduced operating and information technology budgets. To the extent our products are perceived by customers and potential customers as discretionary, our revenue may be disproportionately affected by delays or reductions in information technology spending. Such delays or reductions in technology spending are often associated with enhanced budget scrutiny by our customers including additional levels of approvals, cloud optimization efforts, and additional time to evaluate and test our products, which can lead to long and unpredictable sales cycles. We have experienced longer sales cycles for certain products and enhanced budget scrutiny by our customers and expect to continue to experience these challenges given the current macroeconomic environment. Also, customers may choose to develop in-house software as an alternative to using our products, and competitors may respond to such negative conditions in the general economy by lowering prices, any of which could adversely affect demand for our products and limit our ability to grow our business.

The present conditions and state of the U.S. and global economies make it difficult to predict whether, when, and to what extent a recession has occurred or will occur in the future. We cannot predict the timing, strength, or duration of any economic slowdown, instability, or recovery, generally or within any particular industry. Further, we cannot yet predict the effect of changing global trade relationships, including the recent imposition of tariffs and non-tariff trade barriers, on the global economy or markets in which we operate. If the economic conditions of the general economy or markets in which we operate do not improve, or worsen from present levels, our business, results of operations, and financial condition could be adversely affected.

We have acquired, and may in the future acquire, complementary businesses which could require significant management attention, disrupt our business, dilute shareholder value, and adversely affect our results of operations.

As part of our business strategy, and to keep pace with technological and competitive developments, we may acquire or make investments in the acquisition of complementary businesses, technologies, services, products, and other assets that expand the products that we can offer our customers. We have in the past acquired, and expect in the future to acquire, businesses that we believe will complement or augment our existing business. For example, in July 2024, we acquired Qwak AI Ltd. ("Qwak"), a privately-held AI development platform company, and in 2021, we acquired both Vdoo Connected Trust Ltd. ("Vdoo"), a privately-held security company, and Upswift Ltd., a privately-held cloud-based platform company and creator of connected device management software for developers. The identification of suitable acquisition candidates is difficult, and we may not be able to complete such acquisitions on favorable terms, if at all. If we do complete future acquisitions, we may not ultimately strengthen our competitive position or achieve our goals and business strategy, we may be subject to claims or liabilities assumed from an acquired company, product, or technology, and any acquisitions we complete could be viewed negatively by our customers, investors, and securities analysts. In addition, if we are unsuccessful at integrating future acquisitions, including retaining employees of the acquired company, or the technologies associated with such acquisitions, the revenue and results of

operations of the combined company could be adversely affected. Any integration process may require significant time and resources, which may disrupt our ongoing business and divert management's attention, and we may not be able to manage the integration process successfully.

We may have to pay cash, incur debt, or issue equity or equity-linked securities to pay for any future acquisitions, any of which could adversely affect our financial condition or the market price of our ordinary shares. The sale of equity or issuance of equity-linked debt to finance any future acquisitions could result in dilution to our shareholders. The incurrence of indebtedness would result in increased fixed obligations and could also include covenants or other restrictions that would impede our ability to raise additional capital and to manage our operations. The occurrence of any of these risks could harm our business, results of operations, and financial condition.

Our failure to generate significant capital or raise additional capital necessary to expand our operations and invest in new products could reduce our ability to compete and could harm our business.

Historically, we have funded our operations and capital expenditures primarily through cash generated from our operations and through equity issuances. Although we currently anticipate that our existing cash and cash equivalents and operating cash flow will be sufficient to meet our cash needs for the next twelve months, we may require additional financing. We evaluate financing opportunities from time to time, and our ability to obtain financing will depend, among other things, on our development efforts, business plans, operating performance, and condition of the capital markets at the time we seek financing. We cannot assure you that additional financing will be available to us on favorable terms when required, or at all. If we raise additional funds through the issuance of equity or equity-linked or debt securities, those securities may have rights, preferences, or privileges senior to the rights of our ordinary shares, and our shareholders may experience dilution.

If we need additional capital and cannot raise it on acceptable terms, we may not be able to, among other things:

- develop or enhance our products;
- continue to expand our research and development and sales and marketing organizations;
- bring our products to market;
- acquire complementary technologies, products, or businesses;
- expand operations in the U.S. or internationally;
- hire, train, and retain employees; or
- respond to competitive pressures or unanticipated working capital requirements.

Our failure to have sufficient capital to do any of these things could harm our business, financial condition, and results of operations.

A minor portion of our revenue is generated by sales to government entities, which are subject to a number of challenges and risks.

Sales to government entities are subject to a number of risks that are specific to public sector customers. Selling to government entities can be highly complex, competitive, and may have longer sales cycles, often requiring significant upfront time, expertise, and expense without any assurance that these efforts will generate a sale. Government requirements for software like ours may change, thereby restricting our ability to sell into the U.S. federal government, U.S. state and local governments, or non-U.S. government entities, or non-U.S. government-controlled entities until we have complied with such requirements. Government authorities have in the past and may in the future identify vulnerabilities affecting our products as known exploited vulnerabilities or otherwise require accelerated patching, mitigation, forensic review, or discontinuation of affected versions. Such actions may increase procurement scrutiny, delay or restrict sales, increase support obligations, or require additional security assurances. Actual or perceived failure by us, our partners, or customers to satisfy applicable remediation requirements could adversely affect our public-sector business and reputation. Government demand and payment for our platform may be affected by public sector budgetary cycles and funding authorizations, with funding reductions or delays adversely affecting public sector demand for our

platform. Additionally, any actual or perceived privacy, data protection, or data security incident, or even any perceived defect with regard to our practices or measures in these areas, may negatively impact public sector demand for our platform.

Additionally, we rely on certain partners to provide technical support services to certain of our government entity customers to resolve any issues relating to our platform. If our partners do not effectively assist our government entity customers in deploying our platform, succeed in helping our government entity customers quickly resolve post-deployment issues, or provide effective ongoing support, our ability to expand and to sell to new and existing government entity customers would be adversely affected and our reputation could be damaged.

Government entities may have statutory, contractual, or other legal rights to terminate contracts with us for convenience or due to a default, and any such termination may adversely affect our future results of operations. Government entities may have statutory, contractual, or other legal rights that limit our ability to negotiate limitations of liability, or other provisions of the agreements that may shift more risk to us. Governments routinely investigate and audit government contractors' administrative processes, and any unfavorable audit could result in the government refusing to continue buying our subscriptions, a reduction of revenue, or fines or civil or criminal liability if the audit uncovers improper or illegal activities, which could materially and adversely affect our results of operations.

Issues in the development and use of AI, including increased adoption of AI by our competitors, combined with an uncertain regulatory environment, may result in reputational harm, liability, or other adverse consequences to our business operations.

We have deployed AI and ML technologies in our products and business, including developing new features utilizing AI technologies. AI technology has become more important to our operations or to our future growth over time. We may fail to properly implement or market our AI features and platform. Our platform and systems have in the past been, and may in the future be, targets of abuse by AI systems, including autonomous AI agents, and our support for MLOps may fall behind existing demands which are changing rapidly. Additionally, with the introduction of new technologies, the evolution of AI, and new market entrants, we expect competition may intensify in the future. Our competitors or other third parties may incorporate AI technology into their products, offerings, and solutions more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Suppliers of the third-party AI models and agents we use in our platform and business could terminate their relationship with us, cease to make certain models or agents available to us, or make certain models or agents more expensive for us to use.

AI technology also may be the subject of new or modified legal and regulatory obligations. For example, the EU AI Act (the "AI Act") entered into force on August 1, 2024, with obligations related to certain AI practices and AI literacy, effective February 2, 2025, and provisions pertaining to General Purpose AI Models, effective August 2, 2025. Transparency obligations under the AI Act, including requirements to disclose to users when they are interacting with AI systems and obligations relating to AI-generated content, became effective on August 2, 2026. Under the AI Act, fines can reach up to €35 million or 7% of global annual turnover. In May 2026, the EU Council and European Parliament reached a provisional political agreement on the Digital Omnibus on AI, which amends the AI Act in several respects. The agreement defers certain compliance deadlines for high-risk AI system obligations to December 2, 2027 for standalone high-risk systems and to August 2, 2028 for AI systems embedded in regulated products and expands the enforcement powers of the EU AI Office. The AI Act may impact the incorporation of AI technologies into our offerings and business in Europe. Other countries, including the U.S. at both the state and federal level, are increasingly looking to regulate AI, or have already done so. For example, several AI bills have been introduced in Congress and in state legislatures. We may not be able to anticipate how to respond to rapidly evolving legal frameworks, and we may have to expend resources to adjust our offerings in certain jurisdictions if the legal frameworks on AI and ML technologies are not consistent across jurisdictions. New laws, decisions, and guidance regarding AI technologies may limit our ability to use AI models, or require us to make changes to our operations or platform, which would result in an increase to operating costs and hinder our ability to improve our offering to our customers. Accordingly, it is not possible to predict all of the risks related to the use of AI and ML technologies that we may face, and changes in laws, rules, directives, and regulations governing the use of AI and ML technologies may adversely affect our ability to use or sell these technologies or subject us to legal liability.

Uncertainty regarding new and emerging AI technologies, such as agentic AI, generative AI, and advances in ML, may require us to incur costly additional expenses to research and integrate AI technologies into our future product offerings and our internal systems. The emergence of token-based or consumption-based pricing models for AI-powered software tools across our industry may increase, and introduce unpredictability into, the costs we incur to operate our business, which could adversely affect our operating results and ability to forecast expenses. Seasonal or project-driven spikes in development activity, onboarding of new engineering teams, adoption of additional platform features, and changes in vendor pricing tiers or overage rates could each independently or collectively cause our actual expenditures under these arrangements to exceed budgeted amounts, which could

adversely affect our financial condition. Additionally, AI may create content that appears correct, but is factually inaccurate, biased, insufficient, poor quality, flawed, or contain other errors or inadequacies, any of which may not be easily detectable. AI and ML technologies have been known to produce false or hallucinatory inferences or outputs. Our use of AI technologies may expose us to additional claims, demands, and proceedings by private parties, customers, and regulatory authorities and subject us to legal liability as well as brand and reputational harm, confidentiality or security risks, competitive harm, ethical and social concerns, or other complications that could adversely affect our business, reputation, or financial results. If we do not have sufficient rights to use the output of such AI and ML tools, or other data or content on which the AI and ML tools we use rely, we also may incur liability by violation of applicable laws and regulations, third-party intellectual property or other rights, or contracts to which we are a party.

Furthermore, the increasing adoption of AI-powered coding agents by our customers and the broader developer community has resulted in an acceleration in the volume of software binaries and code artifacts that our platform must manage and secure. AI-generated code has been shown to reintroduce known vulnerability classes, including injection, cross-site scripting, and SQL injection vulnerabilities, at substantially higher rates than human-authored code. If our security products fail to detect or adequately flag these vulnerabilities, our customers could experience security breaches or other incidents, which could result in reputational harm, liability claims, and loss of customers. These non-human actors may also introduce novel security risks, including unauthorized package pulls, unvetted dependency chains, and actions that circumvent human review. The security and governance frameworks for agentic AI workflows are still evolving, and there is limited regulatory clarity, industry standardization, or case law addressing liability for actions taken by autonomous software agents. If our platform fails to adequately govern these workflows, or if the regulatory environment evolves in a manner that imposes obligations we cannot efficiently satisfy, our business and reputation could be harmed.

Expectations of our performance relating to sustainability and governance factors may impose additional costs and expose us to new risks.

We have undertaken and expect to continue to undertake certain sustainability and governance-related initiatives, goals, and commitments, which we have communicated on our website, in our SEC filings, and elsewhere. These initiatives, goals, or commitments could be difficult to achieve and costly to implement. We could fail to achieve, or be perceived to fail to achieve, these initiatives, goals, or commitments. In addition, we could be criticized for the timing, scope, or nature of these initiatives, goals, or commitments, or for any revisions to them. Stakeholders could also challenge the accuracy, adequacy, or completeness of our disclosures related to these initiatives. For example, many sustainability initiatives leverage data, methodologies, technologies, and/or standards that are complex, subject to varying interpretations, and continuing to evolve. As with other companies, our approach is expected to continue to evolve as well, and we cannot guarantee that our approach will align with the expectations or interpretations of any particular stakeholder. Stakeholders (including, without limitation, policymakers) have varying, and at times conflicting, expectations. Our actual or perceived failure to achieve some or all of these initiatives, goals, or commitments or maintain sustainability or governance practices that meet evolving stakeholder expectations or regulatory requirements could harm our reputation (including, without limitation, impacts to any related ratings), adversely impact our ability to attract and retain employees or customers, and expose us to increased scrutiny from sustainability and governance-focused investors, regulatory authorities, and others, or subject us to liability. Damage to our reputation or reduced demand for our products may adversely impact our business, financial condition, or results of operations.

In addition, we expect there will likely continue to be increasing levels of regulation, as policymakers in jurisdictions such as Europe, California, and Australia are adopting or considering adopting various requirements regarding sustainability disclosures or actions. Such regulations are not uniform, which may increase the cost and complexity of compliance, as well as associated risks. Moreover, both advocates and opponents of sustainability matters are increasingly resorting to a range of activism forms, including litigation, to advance their perspectives. Addressing stakeholder expectations and regulatory requirements may be costly and any failure to successfully navigate such expectations, as well as evolving interpretations of any existing or new governmental laws or requirements, may result in reputational harm, loss of customers or contracts, regulatory or investor engagement, or other adverse impacts to our business. Our customers and other stakeholders are also subject to many of these expectations and regulatory considerations, which may augment or result in additional risks that also could adversely impact our business, results of operations, or financial condition.

Risks Related to our Intellectual Property

Failure to protect our proprietary technology and intellectual property rights could substantially harm our business and results of operations.

Our success depends to a significant degree on our ability to protect our proprietary technology, methodologies, know-how, and brand. We rely on a combination of trademarks, copyrights, patents, contractual restrictions, and other intellectual property laws and confidentiality procedures to establish and protect our proprietary rights. However, we make certain products, including a limited-functionality version of JFrog Artifactory, available under open source licenses, contribute other source code to open source projects under open source licenses, and release internal software projects under open source licenses, and anticipate doing so in the future. Because the source code for the open source version of JFrog Artifactory and any other software we contribute to open source projects or distribute under open source licenses is publicly available, our ability to monetize and protect our intellectual property rights with respect to such source code may be limited or, in some cases, lost entirely. Our competitors could access such source code and use it to create software and service offerings that compete with ours.

Further, the steps we take to protect our intellectual property rights may be inadequate. We will not be able to protect our intellectual property rights if we are unable to enforce our rights or if we do not detect unauthorized use of our intellectual property rights. If we fail to protect our intellectual property rights adequately, our competitors may gain access to our proprietary technology and our business may be harmed. In addition, defending our intellectual property rights might entail significant expense. Any patents, trademarks, or other intellectual property rights that we have or may obtain may be challenged by others or invalidated through administrative process or litigation. We hold a number of active patents and have filed patent applications both in the U.S. and in other countries. There can be no assurance that our patent applications will result in issued patents. Even if we continue to seek patent protection in the future, we may be unable to obtain further patent protection for our technology. In addition, any patents issued in the future may not provide us with competitive advantages, or may be successfully challenged by third parties. Furthermore, legal standards relating to the validity, enforceability, and scope of protection of intellectual property rights are uncertain.

Despite our precautions, it may be possible for unauthorized third parties to copy our platform, in whole or in part, and use information that we regard as proprietary to create offerings that compete with ours. Effective patent, trademark, copyright, and trade secret protection may not be available to us in every country in which our platform is available. We may be unable to prevent third parties from acquiring domain names or trademarks that are similar to, infringe upon, or diminish the value of our trademarks and other proprietary rights. The laws of some countries may not be as protective of intellectual property rights as those in the U.S., and mechanisms for enforcement of intellectual property rights may be inadequate. As we continue to expand our international activities, our exposure to unauthorized copying and use of our products and proprietary information will likely increase. Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property.

We enter into confidential, non-compete, proprietary, and inventions assignment agreements with our employees and consultants and enter into confidentiality agreements with other parties. No assurance can be given that these agreements will be effective in controlling access to and distribution of our proprietary information, especially in certain states and countries, including Israel, that are less willing to enforce such agreements. Further, these agreements may not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our products. Our platform allows integration with third parties' software, or the platform used by the customer. Such integrated software could impact negatively on the use of features or products available on the JFrog Platform. In addition, if the integration is misused by a third party to gain unlawful access to our platform, our business and reputation could be harmed.

In order to protect our intellectual property rights, we may be required to spend significant resources to monitor and protect our intellectual property rights. Litigation may be necessary in the future to enforce our intellectual property rights and to protect our trade secrets. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming, and distracting to management, and could result in the impairment or loss of portions of our intellectual property. Further, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims, and countersuits attacking the validity and enforceability of our intellectual property rights. Our inability to protect our proprietary technology against unauthorized copying or use, as well as any costly litigation or diversion of our management's attention and resources, could delay further sales or the implementation of our products, impair the functionality of our products, delay introductions of new products, result in our substituting inferior or more costly technologies into our products, or injure our reputation.

We could incur substantial costs as a result of any claim of infringement, misappropriation, or violation of another party's intellectual property rights.

In recent years, there has been significant litigation involving patents and other intellectual property rights in the software industry. We do not currently have a large patent portfolio, which could prevent us from deterring patent infringement claims through our own patent portfolio, and our competitors and others may now and in the future have significantly larger and more mature patent portfolios than we have. The intellectual property ownership and license rights, including copyright, surrounding AI technologies have not yet been fully addressed by lawmakers or courts, and the use of third party AI in our products offerings may result in exposure to claims of copyright infringement or other intellectual property misappropriation. We could incur substantial costs in prosecuting or defending any intellectual property litigation. If we sue to enforce our rights or are sued by a third party that claims that our products infringe, misappropriate, or violate their rights, the litigation could be expensive, time-consuming and could divert our management and other employee resources. We could also be subject to an injunction which could prohibit us from selling or using products that incorporate the disputed intellectual property.

Any intellectual property litigation to which we might become a party, or for which we are required to provide indemnification, may require us to do one or more of the following:

- cease selling or using products that incorporate or cover the intellectual property rights that we allegedly infringe, misappropriate, or violate;
- make substantial payments for legal fees, settlement payments, or other costs or damages;
- obtain a license, which may not be available on reasonable terms or at all, to sell or use the relevant technology; or
- redesign the allegedly infringing products to avoid infringement, misappropriation, or violation, which could be costly, time-consuming, or impossible.

If we are required to make substantial payments or undertake any of the other actions noted above as a result of any intellectual property infringement, misappropriation, or violation claims against us or any obligation to indemnify our customers for such claims, such payments or actions could harm our business.

We may become subject to claims for remuneration or royalties for assigned service invention rights by our employees, which could result in litigation and would adversely affect our business.

A significant portion of our intellectual property has been developed by our employees in the course of their employment for us. Under the Israeli Patents Law, 5727-1967 (the "Patents Law"), inventions conceived by an employee in the course and as a result of or arising from his or her employment with a company are regarded as "service inventions," which belong to the employer, absent a specific agreement between the employee and employer giving the employee service invention rights. The Patents Law also provides that if there is no such agreement between an employer and an employee, the Israeli Compensation and Royalties Committee (the "Committee"), a body constituted under the Patents Law, shall determine whether the employee is entitled to remuneration for his or her inventions. Case law clarifies that the right to receive consideration for "service inventions" can be waived by the employee and that, in certain circumstances, such waiver does not necessarily have to be explicit. The Committee will examine, on a case-by-case basis, the general contractual framework between the parties, applying interpretation rules of the general Israeli contract laws. Further, the Committee has not yet determined one specific formula for calculating this remuneration, but rather uses the criteria specified in the Patents Law. Although we generally enter into assignment of invention and waiver agreements with our employees pursuant to which such individuals assign to us all rights to any inventions created in the scope of their employment or engagement with us, and pursuant to which such individuals explicitly and irrevocably waive any right to claim royalties or other consideration in respect of service inventions, including under Section 134 of the Patents Law, we may nevertheless face claims demanding remuneration in consideration for assigned inventions. Such waivers are generally recognized and enforceable under Israeli law and are taken into account by the Committee when evaluating such claims. As a consequence of such claims, we could be required to incur legal costs and expend management time in responding to or defending against such claims, which are generally assessed in light of the explicit waivers executed by our employees, and such circumstances and developments could negatively affect our business.

Indemnity provisions in various agreements potentially expose us to substantial liability for intellectual property infringement, misappropriation, violation, and other losses.

Our agreements with customers and other third parties generally include indemnification provisions under which we agree to indemnify them for losses suffered or incurred as a result of claims by third parties against customers, alleging intellectual property infringement, misappropriation or violation, or other liabilities relating to or arising from our software, services or other contractual obligations. Typically, we do not have a cap on our liability for indemnity claims and any payments under such agreements would harm our business, results of operations, and financial condition. Any dispute with a customer with respect to such obligations could have adverse effects on our relationship with that customer and other existing customers and new customers and harm our business and results of operations.

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

Our paid platform incorporates open source software, and we expect to continue to incorporate open source software in our paid platform in the future. Few of the licenses applicable to open source software have been interpreted by courts, and there is a risk that these licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our paid products. There have been claims challenging the ownership rights in open source software against companies that incorporate open source software into their products, and the licensors of such open source software provide no warranties or indemnities with respect to such claims. In addition, if an author or other third party that distributes such open source software were to allege that we had not complied with the conditions of one or more of these licenses, we could be required to incur significant legal expenses defending against such allegations and could be subject to significant damages, enjoined from the sale of our products that contained the open source software, and required to comply with onerous conditions or restrictions on these products, which could disrupt the distribution and sale of these products. In any of these events, we and our customers could be required to seek licenses from third parties in order to continue offering our products, and to re-engineer our products or discontinue the sale of our products in the event re-engineering cannot be accomplished on a timely basis. We and our customers may also be subject to suits by parties claiming infringement, misappropriation, or violation due to the reliance by our solutions on certain open source software, and such litigation could be costly for us to defend or subject us to an injunction. Some open source software has vulnerabilities and architectural instabilities which, if not properly addressed, could negatively affect the performance of our product. Any of the foregoing could require us to devote additional research and development resources to re-engineer our solutions, could result in customer dissatisfaction, and may adversely affect our business, results of operations, and financial condition.

Risks Related to Privacy, Data Protection, and Cybersecurity

A breach of our security measures or unauthorized access to proprietary and confidential data, or a perception that any security breach or other incident has occurred, may result in our platform or products being perceived as not secure, lower customer use or stoppage of use of our products, and significant liabilities.

We collect, store, and process certain sensitive and proprietary information, and certain personal data and personal information, in the operation of our business. This information includes trade secrets, intellectual property, employee data, and other data. We have taken measures to protect our sensitive and proprietary information, personal data, and personal information, as well as such information that we otherwise obtain or process, including from our customers. Although our products do not involve processing large amounts of personal data or personal information, our platform and products support customers' software, which may involve processing large amounts of personal data, personal information, and information that is confidential or otherwise sensitive or proprietary. Embedded AI in our products may increase these risks for us and our customers. We also engage vendors and service providers to store and otherwise process some of our and our customers' data, including sensitive and proprietary information, personal data, and personal information.

Techniques used to sabotage or obtain unauthorized access to systems or networks are constantly evolving and, in some instances, are not identified until launched against a target. For example, AI technologies may be used in connection with certain cybersecurity attacks and vulnerabilities, resulting in heightened risks of security breaches and incidents, including through inadvertent or intentional actions by our employees, contractors, consultants, partners, and/or other third parties. We and our vendors and service providers may be unable to anticipate these techniques, react, remediate, or otherwise address any security breach or other security incident in a timely manner, or implement adequate preventative measures. We have experienced vulnerabilities in the past, and we identify product vulnerabilities from time to time, including through our bug bounty program.

We may experience security breaches and incidents, including those resulting from a cybersecurity attack or phishing attack, whether from hackers, criminal groups, or state-sponsored organizations, or other means, including unauthorized access, unauthorized usage, malware, similar events or causes, or employee or contractor error or negligence, or those of vendors, service providers, and strategic partners on which we rely. There also have been and may continue to be significant supply chain attacks. Our vendors and service providers have been and, in the future may be, the targets of cyberattacks, malicious software, supply chain attacks, phishing schemes, fraud, and other risks to the confidentiality, security, and integrity of their systems and the data they process for us. Certain of our vendors and service providers have suffered from security breaches and incidents, and from disruptions to their systems and networks, and we cannot guarantee that our or our vendors or service providers' systems and networks have not been breached or do not contain exploitable vulnerabilities, defects, or bugs that could result in a breach of, incident impacting, or other disruption to our systems and networks or the systems or networks of third parties that support us and our services. In addition, our customers and users may disclose or leak their passwords, API keys, or secrets that could lead to unauthorized access to their accounts and data, including information about their software, source code, and security environment, stored within our products and associated systems.

Despite our efforts, our systems and those of our vendors, service providers, and strategic partners are vulnerable to computer malware, malicious access or delivery of ransomware or other malicious software to our customers, AI risks, viruses, computer hacking, fraudulent use, social engineering attacks, phishing attacks, ransomware attacks, credential stuffing attacks, denial-of-service attacks, supply chain attacks, OAuth abuse, unauthorized access, exploitation of bugs, defects, and vulnerabilities, breakdowns, damage, interruptions, system malfunctions, power outages, terrorism, acts of vandalism, failures, security breaches and incidents, inadvertent or intentional actions by our employees, contractors, consultants, partners, and/or other third parties, and other real or perceived cyberattacks and other sources of security breaches and incidents. Our risks of cyberattacks and other sources of security breaches and incidents, and those faced by our vendors, service providers, and strategic partners, may be heightened in connection with regional conflicts, and other geopolitical tensions and regional instability. Any of these incidents or any compromise of our security or any unauthorized access to or breaches of, or other incidents impacting, the security of our or our service providers' systems or data processing tools or processes, or of our platform and product offerings, as a result of third-party action, employee error, vulnerabilities, defects or bugs, malfeasance, or otherwise, may have resulted in and in the future could result in unauthorized or unlawful access to, misuse, disclosure, loss, acquisition, corruption, unavailability, alteration, modification, or destruction of our and our customers' data, including sensitive and proprietary information, personal data and personal information, or interruptions or other disruptions to, or compromises or risks to the security of our or our customers' systems. We, our vendors, service providers, and strategic partners may be unable to anticipate these techniques and vulnerabilities, react, remediate, or otherwise address any security breach or other security incident in a timely manner, or implement adequate preventative measures.

Many of our and our service providers' employees and other personnel work remotely, and are increasingly using AI technologies, all of which may increase our and their susceptibility to security breaches and incidents. We maintain certain policies and controls designed to address identified risks relating to our employees' use of generative AI, but personnel may unknowingly or otherwise inappropriately enter proprietary or sensitive information, data, or code into AI tools, may use tools making use of AI agents or other types of AI inappropriately, or may use unauthorized AI tools, all of which may lead to loss of intellectual property protection, inappropriate disclosure or other processing of proprietary or sensitive information, data, or code, noncompliance with applicable laws, regulations, or other obligations, and other liabilities. As we continue to expand our offerings, including through the acquisition of complementary businesses, such as our acquisition of Vdoo in 2021 and our acquisition of Qwak in July 2024, our products will likely have access to more sensitive and personal information of our customers, which could result in greater adverse effects from security breaches and other security incidents. Further, the more widespread our platform and products become, the more they may be viewed by malicious actors as attractive targets for attacks.

A security breach or incident impacting us or any of our vendors or service providers could result in disruptions to our operations, reputational damage, litigation, regulatory investigations and orders, loss of business, indemnity obligations, damages for contract breach, penalties for violation of applicable laws, regulations, or contractual obligations, and significant costs, fees, and other monetary payments for remediation, including in connection with forensic examinations and costly and burdensome breach notification requirements. Any belief by customers or others that a security breach or other incident has affected us or any of our vendors or service providers, even if inaccurate, could have any or all of the foregoing impacts on us. Even the perception of inadequate security may damage our reputation and negatively impact our ability to gain new customers and retain existing customers. Any security breach or incident could require us to expend significant capital and other resources. The impact of any compromise of our product offering means of malicious access, or delivery of ransomware or other malicious software to our customers, would likely be significant.

We incur substantial costs in an effort to detect and prevent security breaches and other security-related incidents, including those to secure our product development, test, evaluation, and deployment activities, and we expect our costs will increase as we make improvements to our relevant systems and processes. Security incidents affecting widely-trusted data security architecture have occurred in recent years, and these or future incidents may increase customer expectations regarding the security, testing, and compliance documentation of our products for secure software development operations, management, automation, and releases. In addition, these or other incidents, our expansion into new products and services, or other factors may result in new or expanded laws, regulations, regulatory guidance, and industry standards and practices in the U.S. and elsewhere. We may face increased compliance burdens, customer requirements, reporting obligations, and increased costs for oversight and monitoring of our products and supply chain.

Further, any provisions in our customer and user agreements, contracts with our vendors and service providers, or other contracts relating to limitations of liability, may not be enforceable or adequate or otherwise protect us from any liabilities or damages relating to a security breach or other security-related matter. A security breach or other incident impacting a significant number of our customers could subject us to indemnity claims or other damages or liabilities that exceed our insurance coverage. Our insurance coverage might not be adequate for liabilities incurred, such insurance may not continue to be available to us on economically reasonable terms, or at all, and insurers may deny us coverage as to any claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or large deductible or co-insurance requirements, could have a material adverse effect on our business, including our financial condition, operating results, and reputation.

We are subject to stringent, and changing, laws, regulations, standards, and contractual obligations related to privacy, data protection, and data security. Our actual or perceived failure to comply with such obligations could harm our business.

We receive, collect, store, process, transfer, retain, use, and otherwise process personal information and other data relating to users of our products, our employees and contractors, and other persons. We have legal and contractual obligations regarding the protection of confidentiality and appropriate use of certain data, including personal data and personal information. We are subject to numerous federal, state, local, and international laws, directives, and regulations regarding privacy, data protection, e-marketing, cybersecurity, AI, and data security and the collection, storing, sharing, use, processing, transfer, retention, security, disclosure, and protection of personal information and other data, the scope of which are changing, subject to differing interpretations, and may be inconsistent among jurisdictions or conflict with other legal and regulatory requirements. We are also subject to certain contractual obligations to third parties related to privacy, data protection, cybersecurity, AI, data security, and the collection, storing, sharing, use, processing, transfer, retention, security, disclosure, and protection of personal information and other data. We strive to comply with our applicable policies and applicable laws, regulations, contractual obligations, and other legal obligations relating to privacy, data protection, cybersecurity, AI, data security, and the collection, storing, sharing, use, processing, transfer, retention, security, disclosure, and protection of personal information and other data to the extent possible. However, the regulatory framework for these matters worldwide is, and is likely to remain for the foreseeable future, uncertain and complex, and it is possible that these or other actual or alleged obligations may be interpreted and applied in a manner that we do not anticipate or that is inconsistent from one jurisdiction to another and may conflict with other legal obligations or our practices. For example, the European Union's Data Act, which became effective on September 12, 2025, may require us to adjust contractual terms with customers and develop technical measures for data portability. Any perception of concerns relating to these matters or an inability to comply with applicable laws, regulations, policies, industry standards, contractual obligations, or other legal obligations, even if unfounded, may result in additional cost and liability to us, harm our reputation and inhibit adoption of our products by current and future customers, and adversely affect our business, financial condition, and results of operations. Further, any significant change to applicable laws, regulations, or industry practices relating to privacy, data protection, cybersecurity, AI, data security, or the collection, storing, sharing, use, retention, security, protection, disclosure, other processing of data, or their interpretation, or any changes regarding the manner in which the consent of users or other data subjects for the collection, use, retention, disclosure, or other processing of such data must be obtained, could increase our costs and require us to modify our services and features, possibly in a material manner, which we may be unable to complete, and may limit our ability to store and process user data or develop new services and features.

If we were found in violation of any applicable laws or regulations relating to privacy, data protection, cybersecurity, AI, data security, or otherwise relating to the collection, storing, sharing, use, processing, transfer, retention, security, disclosure, and protection of personal information or other data, in addition to any regulatory fines, penalties, contract breach, costs for remediation, or litigation costs, our business may be materially and adversely affected and we would likely have to change our business practices and potentially the services and features available through our platform. In addition, these laws and regulations could constrain our ability to use and process data in manners that may be commercially desirable. In addition, if a security breach or incident were to occur or to be alleged to have occurred, if any violation of laws and regulations relating to privacy, data

protection, or data security were to be alleged, or if we had any actual or alleged defect in our safeguards or practices relating to privacy, data protection, or data security, our solutions may be perceived as less desirable and our business, prospects, financial condition, and results of operations could be materially and adversely affected. Our insurance covering certain security and privacy damages and claim expenses may not be sufficient to compensate for all liabilities we may incur.

The regulatory environment applicable to the handling of European Economic Area ("EEA") residents' personal data, and our actions taken in response, may cause us to assume additional liabilities or incur additional costs and could result in our business, operating results, and financial condition being harmed. We and our customers may face a risk of enforcement actions by data protection authorities in the EEA relating to personal data transfers to us and by us from the EEA. Any such enforcement actions could result in substantial costs and diversion of resources, distract management and technical personnel, and negatively affect our business, operating results and financial condition. While the EU and U.S. governments have adopted the EU-U.S. Data Privacy Framework ("DPF") to foster EU-U.S. data transfers, the Court of Justice of the European Union ("CJEU") upheld the Standard Contractual Clauses ("SCCs"), and addressed the concerns of the CJEU's "Schrems II" decision, it is uncertain whether the DPF and the SCCs will eventually be overturned or invalidated, as was the case with the predecessors to the DPF. Additionally, certain countries have considered passing laws requiring varying degrees of local data residency. Any actual or perceived failure to comply with these laws could result in a costly investigation or litigation resulting in potentially significant liability, loss of trust by our users, and a material and adverse impact on our reputation and business.

The Israeli Privacy Protection Law, 1981 ("PPL"), and its regulations, including but not limited to the Israeli Privacy Protection Regulations (Data Security) 2017 (Security Regulations) impose obligations regarding processing, transferring and securing of personal data. In addition, in 2023, the Privacy Protection Regulations (Provisions Regarding Information Transferred to Israel from the European Economic Area), 2023 (EU Regulations) were enacted and consequently provide, in certain cases, additional rights to data subjects from the EEA and Israel. Therefore, significant changes to the PPL and its regulations may necessitate adjustments to our data protection and security practices. Lack of compliance with the PPL and its regulations could result in enforcement actions, litigation (including class actions), fines and penalties.

A material amendment to the PPL took effect on August 14, 2025 ("Amendment 13"). Among other things, Amendment 13 expands the Privacy Protection Authority's investigative authority and the monetary sanctions that can be imposed for breach of the PPL and its regulations, to substantial amounts that, in certain cases, may reach millions of NIS.

There are increasing restrictions in the United States on certain personal sensitive data transfers involving foreign countries. Executive Order 14117 entitled "Preventing Access to Americans' Bulk Sensitive Personal Data and United States Government-Related Data by Countries of Concern" dated as of February 28, 2024 and which became effective as of April 8, 2025, prohibits data transfer of personal identifiers, precise geolocation data, biometric identifiers, health data, and financial data over a certain bulk threshold to identified countries of concern (i.e., China, Hong Kong, Macau, Cuba, Iran, North Korea, Russia, and Venezuela). The regulations also restrict data brokerage agreements, investment agreements, employment agreements, and vendor agreements involving such data and countries of concern. Violations of these regulations may be punishable by criminal and/or civil sanctions, and may result in exclusion from participation in federal and state programs. These data transfer restrictions may create operational challenges and legal risks for our business, particularly with regard to China, where we continue to have limited operations.

We also expect that there will continue to be changes in interpretations of existing laws and regulations, or new proposed laws and regulations concerning privacy, data security, cybersecurity, data sovereignty, e-marketing, AI, and data protection. We cannot yet determine the impact these laws and regulations or changed interpretations may have on our business, but we anticipate that they could impair our or our customers' ability to collect, use, or disclose information relating to individuals, which could decrease demand for our platform, increase our costs, and impair our ability to maintain and grow our customer base and increase our revenue. Moreover, because the interpretation and application of many laws, regulations, and industry standards relating to privacy, security, cybersecurity, e-marketing, AI, data protection, and the collection, storing, sharing, use, processing, transfer, retention, security, disclosure, and protection of personal information and other data, are uncertain, it is possible that these laws, regulations and standards, or contractual obligations to which we are or may become subject, may be interpreted and applied in a manner that is inconsistent with our existing or future data management practices or features of our platform and products. Any failure or perceived failure by us to comply with our posted privacy notices, our privacy-related obligations to users or other third parties, or any other actual or asserted legal obligations or regulatory requirements relating to privacy, data protection, cybersecurity, e-marketing, AI, or data security, may result in governmental investigations or enforcement actions, litigation, claims, or public statements against us by privacy advocacy groups or others and could result in significant liability, cause our customers to lose trust in us, and otherwise materially and adversely affect our reputation and business. Furthermore, the costs of compliance with, and other burdens imposed by, the laws, regulations, other obligations, and policies that are applicable to the

businesses of our users may limit the adoption and use of, and reduce the overall demand for, our platform. Additionally, if third parties we work with violate applicable laws, regulations, or contractual obligations, such violations may put our users' data at risk, could result in governmental investigations or enforcement actions, fines, litigation, claims, or public statements against us by privacy advocacy groups or others, and could result in significant liability, cause our customers to lose trust in us, and otherwise materially and adversely affect our reputation and business. Further, public scrutiny of, or complaints about, technology companies or their data handling or data protection practices, even if unrelated to our business, industry, or operations, may lead to increased scrutiny of technology companies, including us, and may cause government agencies to enact additional regulatory requirements, or to modify their enforcement or investigation activities, which may increase our costs and risks.

Risks Related to Foreign Operations

Our international operations and expansion expose us to risks.

Our primary research and development operations are located in Israel. As of September 30, 2026, we had customers located in over 90 countries, and our strategy is to continue to expand internationally. In addition, as a result of our strategy of leveraging a distributed workforce. As of September 30, 2026, we had employees located primarily in eleven countries. Our current international operations involve, and we expect future initiatives will involve, a variety of risks, including:

- challenges inherent to efficiently managing an increased number of employees over large geographic distances, including the need to implement appropriate systems, policies, benefits, and compliance programs;
- different labor regulations, especially in Israel, the EU, Asia, and India, where labor laws are generally more advantageous to employees as compared to the U.S., including complex termination processes, differing hourly wages and overtime regulations in these locations;
- exposure to many stringent and potentially inconsistent worldwide and industry-specific laws and regulations applicable to JFrog, directly or through customer contractual obligations relating to privacy, data protection, cybersecurity, AI, and data security;
- unexpected changes in practices, tariffs, including recent tariffs on certain countries by the U.S. government, export quotas, custom duties, trade disputes, tax laws and treaties, particularly due to economic tensions and trade negotiations or other trade restrictions;
- changes in a specific country's or region's political or economic conditions, such as the war involving Israel, the U.S., Iran and Hezbollah, the regional conflict in the Middle East, and associated geopolitical tensions, as well as economic sanctions the U.S., the EU, and other countries have imposed on Russia and certain of its allies and the impact of the foregoing on the global economy;
- risks resulting from changes in currency exchange rates, in particular, fluctuations in the value of the NIS compared to the U.S. dollar;
- risks relating to the implementation of exchange controls and trade compliance, including restrictions promulgated by the United States Department of the Treasury's Office of Foreign Assets Control ("OFAC"), and other similar trade protection regulations and measures in the U.S., the EU, or in other jurisdictions;
- reduced ability to timely collect amounts owed to us by our customers in countries where our recourse may be more limited;
- slower than anticipated availability and adoption of cloud and hybrid infrastructures by international businesses;
- limitations on our ability to reinvest earnings from operations derived from one country to fund the capital needs of our operations in other countries;
- limited or unfavorable intellectual property protection; and
- exposure to liabilities under anti-corruption and anti-money laundering laws, including the U.S. Foreign Corrupt Practices Act of 1977, as amended, and similar applicable laws and regulations in other jurisdictions.

If we are unable to address these difficulties and challenges or other problems encountered in connection with our international operations and expansion, we may incur unanticipated liabilities or otherwise suffer harm to our business generally.

If we are not successful in sustaining and expanding our international business, we may incur additional losses and our revenue growth could be harmed.

Our future results depend, in part, on our ability to sustain and expand our penetration of the international markets in which we currently operate and to expand into additional international markets. Our ability to expand internationally will depend upon our ability to deliver functionality and foreign language translations that reflect the needs of the international clients that we target. Our ability to expand internationally involves various risks, including the need to invest significant resources in such expansion, and the possibility that returns on such investments will not be achieved in the near future or at all in these less familiar competitive environments. We may also choose to conduct our international business through strategic partnerships or other collaboration arrangements. If we are unable to identify partners or negotiate favorable terms, our international growth may be limited. In addition, we have incurred and may continue to incur significant expenses in advance of generating material revenue as we attempt to establish our presence in certain international markets.

As we conduct operations in China, risks associated with economic, political, and social events in China could negatively affect our business and results of operations.

We currently conduct limited operations in China, including its administrative regions such as Hong Kong. Our operations in China are subject to a number of risks relating to China's economic and political systems, including but not limited to:

- a government-controlled foreign exchange rate and limitations on the convertibility of the Chinese Renminbi;
- uncertainty regarding the validity, enforceability, and scope of protection for intellectual property rights and the practical difficulties of enforcing such rights;
- ability to secure our business proprietary information located in China from unauthorized acquisition;
- extensive government regulation;
- changing governmental policies relating to tax benefits available to foreign-owned businesses;
- a relatively uncertain legal system;
- application of and limitations related to the Data Security Law of 2021 and Personal Information Protection Law of 2021 regulations over processing of data and personal data within China as well as cross-border data transfers and other activities outside of China; and
- instability related to continued economic, political, and social reform.

Any actions and policies adopted by the government of the People's Republic of China, particularly with regard to intellectual property rights and their enforcement, any slowdown in China's economy, alignment with territories of geopolitical tension such as Russia, or increased restrictions related to the transfer of data pursuant to the Chinese Cyber Security Law, could have an adverse effect on our business, results of operations, and financial condition.

Further, the U.S. and China continue to have disagreements over political and economic issues, including a recent escalation of tensions over the trade deficit, tariff restrictions, and other non-tariff trade barriers. Any new or worsening of current political or trade controversy between the U.S. and China could adversely affect the U.S. and European economies and materially and adversely affect the market price of our ordinary shares, our business, financial position, and financial performance.

We are subject to various governmental export controls, trade sanctions, and import laws and regulations that could impair our ability to compete in international markets or subject us to liability if we violate these controls.

In some cases, our software is subject to export control laws and regulations, including the Export Administration Regulations administered by the U.S. Department of Commerce, and our activities may be subject to trade and economic sanctions, including

those administered by the OFAC (collectively, "Trade Controls"). As such, a license may be required to export or re-export our products, or provide related services, to certain countries and end-users, and for certain end-uses. Further, our products incorporating encryption functionality may be subject to special controls applying to encryption items and/or certain reporting requirements.

While we take precautions and maintain procedures to prevent our products and solutions from being exported in violation of these laws, we cannot guarantee that the precautions we take will prevent violations of export control and sanctions laws. We are currently working to enhance these procedures, with which failure to comply could subject us to both civil and criminal penalties, including substantial fines, possible incarceration of responsible individuals for willful violations, possible loss of our export or import privileges, and reputational harm. Further, the process for obtaining necessary licenses may be time-consuming or unsuccessful, potentially causing delays in sales or losses of sales opportunities. Trade Controls are complex and dynamic regimes, and monitoring and ensuring compliance can be challenging, particularly given that our products are widely distributed throughout the world and are available for download without registration. Although we have no knowledge that our activities have resulted in violations of Trade Controls, any failure by us or our partners to comply with applicable laws and regulations would have negative consequences for us, including reputational harm, government investigations, and penalties.

In addition, various countries regulate the import of certain encryption technology, including through import permit and license requirements, and have enacted laws that could limit our ability to distribute our products or could limit our end-customers' ability to implement our products in those countries. Changes in our products or changes in export and import regulations in such countries may create delays in the introduction of our products into international markets, prevent our end-customers with international operations from deploying our products globally or, in some cases, prevent or delay the export or import of our products to certain countries, governments, or persons altogether. Any change in export or import laws or regulations, economic sanctions or related legislation, shift in the enforcement or scope of existing export, import or sanctions laws or regulations, or change in the countries, governments, persons, or technologies targeted by such export, import, or sanctions laws or regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential end-customers with international operations. Any decreased use of our products or limitation on our ability to export to or sell our products in international markets could adversely affect our business, financial condition, and results of operations.

Failure to comply with anti-bribery, anti-corruption, anti-money laundering laws, and similar laws, could subject us to penalties and other adverse consequences.

We are subject to the U.S. Foreign Corrupt Practices Act of 1977, as amended (the "FCPA"), the U.S. domestic bribery statute contained in 18 U.S.C. § 201, the U.S. Travel Act, the USA PATRIOT Act of 2001, the United Kingdom Bribery Act 2010, the Proceeds of Crime Act 2002, Chapter 9 (sub-chapter 5) of the Israeli Penal Law, 1977, the Israeli Prohibition on Money Laundering Law–2000 and possibly other anti-bribery and anti-money laundering laws in countries outside of the U.S. in which we conduct our activities. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years and are interpreted broadly to generally prohibit companies, their employees, agents, representatives, business partners, and third-party intermediaries from authorizing, offering, or providing, directly or indirectly, improper payments or benefits to recipients in the public or private sector.

We sometimes leverage third parties to sell our products and conduct our business abroad. We, our employees, agents, representatives, business partners, and third-party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities and may be held liable for the corrupt or other illegal activities of these employees, agents, representatives, business partners, or third-party intermediaries, even if we do not explicitly authorize such activities. We cannot assure you that all of our employees and agents will not take actions in violation of applicable law, for which we may be ultimately held responsible. As we increase our international sales and business, our risks under these laws may increase.

These laws also require that we keep accurate books and records and maintain internal controls and compliance procedures designed to prevent any such actions. While we have policies and procedures to address compliance with such laws, we cannot assure you that none of our employees, agents, representatives, business partners, or third-party intermediaries will take actions in violation of our policies and applicable law, for which we may be ultimately held responsible.

Any allegations or violation of the FCPA or other applicable anti-bribery, anti-corruption laws, and anti-money laundering laws could result in whistleblower complaints, sanctions, settlements, prosecution, enforcement actions, fines, damages, adverse media coverage, investigations, loss of export privileges, severe criminal or civil sanctions, or suspension or debarment from U.S. government contracts, all of which may have an adverse effect on our reputation, business, results of operations, and prospects.

Responding to any investigation or action will likely result in a materially significant diversion of management's attention and resources and significant defense costs and other professional fees. In addition, the U.S. government may seek to hold us liable for successor liability for FCPA violations committed by companies in which we invest or that we acquire. As a general matter, investigations, enforcement actions, and sanctions could harm our reputation, business, results of operations, and financial condition.

We are exposed to fluctuations in currency exchange rates, which could negatively affect our financial condition and results of operations.

Our functional currency is the U.S. dollar and our revenue and expenses are primarily denominated in U.S. dollars. However, a significant portion of our headcount related expenses, consisting principally of salaries and related personnel expenses as well as leases and certain other operating expenses, are denominated in NIS. This foreign currency exposure gives rise to market risk associated with exchange rate movements of the U.S. dollar against the NIS. Furthermore, we anticipate that a material portion of our expenses will continue to be denominated in NIS. We currently utilize foreign currency contracts with financial institutions to protect against foreign exchange risks, mainly the exposure to changes in the exchange rate of the NIS against the U.S. dollar that are associated with future cash flows denominated in NIS.

In addition, increased international sales in the future may result in greater foreign currency denominated sales, increasing our foreign currency risk. A material portion of our leases are denominated in currencies other than the U.S. Dollar, mainly in NIS. The associated lease liabilities are remeasured using the current exchange rate, which may result in material foreign exchange gains or losses. Moreover, operating expenses incurred outside the U.S. and denominated in foreign currencies are increasing, particularly in Israel, and are subject to fluctuations due to changes in foreign currency exchange rates. For example, on June 1, 2026, the Israeli shekel reached 2.80 against the US dollar, a near 33-year high. Further, over the full trailing 12 months ended September 30, 2026, the shekel was up approximately 8% against the dollar. If we are not able to successfully hedge against the risks associated with currency fluctuations, our financial condition and results of operations could be adversely affected. To date, we have entered into hedging transactions in an effort to reduce our exposure to foreign currency exchange risk. While we may decide to continue to enter into hedging transactions in the future, the availability and effectiveness of these hedging transactions may be limited and we may not be able to successfully hedge our exposure, which could adversely affect our financial condition and results of operations.

Risks Related to Taxation

Unanticipated changes in effective tax rates or adverse outcomes resulting from examination of our income or other tax returns could expose us to greater than anticipated tax liabilities.

The tax laws applicable to our business, including the laws of Israel, the U.S., and other jurisdictions, are subject to interpretation and certain jurisdictions may aggressively interpret their laws in an effort to raise additional tax revenue. The tax authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology or intercompany arrangements or our revenue recognition policies, which could increase our worldwide effective tax rate and harm our financial position and results of operations. It is possible that tax authorities may disagree with certain positions we have taken and any adverse outcome of such a review or audit could have a negative effect on our financial position and results of operations. Further, the determination of our worldwide provision for income taxes and other tax liabilities requires significant judgment by management, and there are transactions where the ultimate tax determination is uncertain. Although we believe that our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in our consolidated financial statements and may materially affect our financial results in the period or periods for which such determination is made.

In addition, we typically invoice customers for the full contract amount at the time of entering into a contract, but recognize revenue over the term of the subscription period. Applicable tax authorities may challenge our tax reporting position and may accelerate our tax obligation based on cash received, which may materially affect our financial results.

Our corporate structure and intercompany arrangements are subject to the tax laws of various jurisdictions, and we could be obligated to pay additional taxes, which would harm our results of operations.

Based on our current corporate structure, we are subject to taxation in several jurisdictions around the world with increasingly complex tax laws, the application of which can be uncertain. The amount of taxes we pay in these jurisdictions could increase substantially as a result of changes in the applicable tax principles, including increased tax rates, new tax laws, or revised interpretations of existing tax laws and precedents. The authorities in these jurisdictions could review our tax returns or require

us to file tax returns in jurisdictions in which we are not currently filing, and could impose additional tax, interest, and penalties. These authorities could also claim that various withholding requirements apply to us or our subsidiaries, assert that benefits of tax treaties are not available to us or our subsidiaries, or challenge our methodologies for valuing developed technology or intercompany arrangements, including our transfer pricing. The relevant tax authorities may determine that the manner in which we operate our business does not achieve the intended tax consequences. If such a disagreement were to occur, and our position was not sustained, we could be required to pay additional taxes, interest, and penalties. Any increase in the amount of taxes we pay or that are imposed on us could increase our worldwide effective tax rate and harm our business and results of operations.

The tax benefits that are available to us require us to continue to meet various conditions and may be terminated or reduced in the future, which could increase our costs and taxes.

We are eligible for certain tax benefits provided to a "Preferred Technology Enterprise" under the Israeli Law for the Encouragement of Capital Investments, 1959, referred to as the Investment Law. In order to remain eligible for the tax benefits for a Preferred Technology Enterprise, we must continue to meet certain conditions stipulated in the Investment Law and its regulations, as amended. If these tax benefits are reduced, canceled, or discontinued, our Israeli taxable income from the Preferred Technology Enterprise would be subject to regular Israeli corporate tax rates. Additionally, if we increase our activities outside of Israel through acquisitions, for example, our expanded activities might not be eligible for inclusion in future Israeli tax benefit programs.

We could be required to collect additional sales, use, value added, digital services, or other similar taxes or be subject to other liabilities that may increase the costs our clients would have to pay for our products which would adversely affect our results of operations.

We collect sales, value added, and other similar taxes in a number of jurisdictions. One or more U.S. states or countries may seek to impose incremental or new sales, use, value added, digital services, or other tax collection obligations on us. Further, an increasing number of U.S. states have considered or adopted laws that attempt to impose tax collection obligations on sales made into the state or other economic presence. A successful assertion by one or more U.S. states requiring us to collect taxes where we presently do not do so, or to collect more taxes in a jurisdiction in which we currently do collect some taxes, could result in substantial liabilities, including taxes on past sales, as well as interest and penalties. Furthermore, certain jurisdictions, such as the United Kingdom and France, introduced a digital services tax, which is generally a tax on gross digital services revenue generated from users or customers located in those jurisdictions, and other jurisdictions have enacted or are considering enacting similar laws. A successful assertion by a U.S. state or local government, or other country or jurisdiction that we should have been or should be collecting additional sales, use, value added, digital services, or other similar taxes could, among other things, result in substantial tax payments, create significant administrative burdens for us, discourage potential customers from subscribing to our platform due to the incremental cost of any such sales or other related taxes, or otherwise harm our business.

Our ability to use our net operating loss carryforwards to offset future taxable income may be subject to certain limitations.

As of December 31, 2025, we had net operating loss carryforwards of $239.7 million in Israel and U.S. state net operating loss carryforwards of $76.5 million, which may be utilized against future taxable income. Limitations imposed by the applicable jurisdictions on our ability to utilize net operating loss carryforwards, including with respect to the net operating loss carryforwards of companies that we have acquired or may acquire in the future, could cause income taxes to be paid earlier than would be paid if such limitations were not in effect and could cause such net operating loss carryforwards to expire unused, in each case reducing or eliminating the benefit of such net operating loss carryforwards. Furthermore, we may not be able to generate sufficient taxable income to utilize our net operating loss carryforwards before they expire. If any of these events occur, we may not derive some or all of the expected benefits from our net operating loss carryforwards.

Risks Related to Our Ordinary Shares

The market price for our ordinary shares may be volatile or may decline regardless of our operating performance.

The market price of our ordinary shares may be highly volatile and may fluctuate or decline substantially as a result of a variety of factors, many of which are beyond our control, including but not limited to:

- actual or anticipated changes or fluctuations in our results of operations;

- the financial projections we may provide to the public, any changes in these projections, or our failure to meet these projections;
- announcements by us or our competitors of new offerings or new or terminated significant contracts, commercial relationships, or capital commitments;
- industry or financial analyst or investor reaction to our press releases, other public announcements, and filings with the SEC;
- rumors and market speculation involving us or other companies in our industry, including but not limited to fluctuations in SaaS company stock prices that do not reflect, or are disproportionate to, underlying operating performance;
- sales or expected future sales of our ordinary shares;
- repurchases of our ordinary shares pursuant to our share repurchase program;
- investor perceptions of us and the industries in which we operate;
- price and volume fluctuations in the overall stock market from time to time;
- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- failure of industry or financial analysts to maintain coverage of us, changes in financial estimates by any analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- actual or anticipated developments in our business or our competitors' businesses or the competitive landscape generally;
- litigation involving us, our industry, or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property rights or our solutions, or third-party proprietary rights;
- announced or completed acquisitions of businesses or technologies by us or our competitors;
- actual or perceived breaches of, or failures or other incidents relating to, privacy, data protection, or data security;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- any major changes in our management or our board of directors;
- general economic conditions, including the imposition of tariffs and other non-tariff trade barriers and any global economic downturn and slow or negative growth of our markets; and
- other events or factors, including those resulting from war, including the war involving Israel, the U.S., Iran and Hezbollah, regional conflicts in the Middle East, and incidents of terrorism or responses to these events.

The concentration of our share ownership with insiders will likely limit your ability to influence corporate matters, including the ability to influence the outcome of director elections and other matters requiring shareholder approval.

Our executive officers, directors, current 5% or greater shareholders (excluding passive institutional investors who hold their shares for investment purposes only and do not seek to influence control), and affiliated entities together beneficially owned approximately 10% of our ordinary shares outstanding as of September 30, 2026. As a result, these shareholders, acting together, will likely have control over certain matters that require approval by our shareholders, including matters such as the appointment and dismissal of directors, capital increases, amendment to our articles of associations, and approval of certain corporate transactions. Corporate action might be taken even if other shareholders oppose them. This concentration of ownership might

also have the effect of delaying or preventing a change of control of us that other shareholders may view as beneficial. It should be noted that we are not aware of any voting agreement or arrangement between our shareholders.

If industry or financial analysts do not publish research or reports about our business, or if they issue inaccurate or unfavorable research regarding our ordinary shares, our share price and trading volume could decline.

The trading market for our ordinary shares is influenced by the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts, or the content and opinions included in their reports. If any of the analysts who cover us issues an inaccurate or unfavorable opinion regarding our company, our share price would likely decline. If our financial results fail to meet, or significantly exceed, our announced guidance or the expectations of analysts or public investors, analysts could downgrade our ordinary shares or publish unfavorable research about us. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, our visibility in the financial markets could decrease, which in turn could cause our share price or trading volume to decline.

Sales of substantial amounts of our ordinary shares in the public markets, or the perception that they might occur, could reduce the price that our ordinary shares might otherwise attain.

Sales of a substantial number of our ordinary shares in the public market, particularly sales by our directors, executive officers, and significant shareholders, or the perception that these sales could occur, could adversely affect the market price of our ordinary shares and may make it more difficult for you to sell your ordinary shares at a time and price that you deem appropriate. We have also registered the offer and sale of all ordinary shares that we may issue under our equity compensation plan and employee stock purchase plan.

The issuance of additional shares in connection with financings, acquisitions, investments, our share incentive plans or otherwise will dilute all other shareholders.

Our amended and restated articles of association authorize us to issue up to 500 million ordinary shares and up to 50 million preference shares with such rights and preferences as included in our articles of association. Subject to compliance with applicable rules and regulations, we may issue ordinary shares or securities convertible into ordinary shares from time to time in connection with a financing, acquisition, investment, our share incentive plans, or otherwise. Any such issuance could result in substantial dilution to our existing shareholders unless pre-emptive rights exist and cause the market price of our ordinary shares to decline.

There are no guarantees that our share repurchase program will result in increased shareholder value.

In February 2026, our Board of Directors authorized a share repurchase program of up to $300.0 million of our outstanding ordinary shares. We may repurchase ordinary shares from time to time through open market purchases, in privately negotiated transactions or by other means, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Exchange Act, in accordance with applicable securities laws and other restrictions. The timing and the amount of repurchases in the share repurchase program will be determined by management, based on its evaluation of factors including business and market conditions, corporate and regulatory requirements, and other considerations.

There are a number of ways in which the share repurchase program could fail to result in enhanced shareholder value. For example, any failure to repurchase ordinary shares after we have announced our intention to do so may negatively impact the price of our ordinary shares. The existence of the share repurchase program could also cause the price of our ordinary shares to trade higher than it otherwise would and could potentially reduce the market liquidity for our ordinary shares. The market price of our ordinary shares could decline below the levels at which we repurchased ordinary shares and short-term price fluctuations in our ordinary shares could reduce the effectiveness of this program.

Additionally, repurchasing our ordinary shares will reduce the amount of cash, cash equivalents, and marketable securities we have available to fund working capital, capital expenditures, capital preserving investments, strategic acquisitions or business opportunities, and other general corporate purposes, and there are no guarantees that the share repurchase program will result in increased shareholder value. Furthermore, the timing and amount of any repurchases, if any, will be subject to liquidity, market and economic conditions, compliance with applicable legal requirements, and other relevant factors.

Provisions of Israeli law and our amended and restated articles of association may delay, prevent, or make undesirable an acquisition of all or a significant portion of our shares or assets.

Certain provisions of Israeli law and our articles of association could have the effect of delaying or preventing a change in control and may make it more difficult for a third party to acquire us or for our shareholders to elect different individuals to our board of directors, even if doing so would be beneficial to our shareholders, and may limit the price that investors may be willing to pay in the future for our ordinary shares. For example, Israeli corporate law regulates mergers and requires that a tender offer be effected when certain thresholds of percentage ownership of voting power in a company are exceeded (subject to certain conditions). Further, Israeli tax considerations may make potential transactions undesirable to us or to some of our shareholders whose country of residence does not have a tax treaty with Israel granting tax relief to such shareholders from Israeli tax.

Furthermore, under the Encouragement of Research, Development and Technological Innovation in the Industry Law, 5744-1984, and the regulations, guidelines, rules, procedures, and benefit tracks thereunder, collectively, the Innovation Law, to which we are subject due to our receipt of grants from the Israeli National Authority for Technological Innovation, or the Israeli Innovation Authority (the "IIA"), a recipient of IIA grants such as our company must report to the IIA regarding any change in the holding of means of control of our company which transforms any non-Israeli citizen or resident into an "interested party," as defined in the Israeli Securities Law, and such non-Israeli citizen or resident shall execute an undertaking in favor of IIA, in a form prescribed by IIA.

Our amended and restated Articles of Association provide that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act, which could limit our shareholders' ability to choose the judicial forum for disputes with us or our directors, shareholders, officers, or other employees.

Section 22 of the Securities Act creates concurrent jurisdiction for U.S. federal and state courts over all such Securities Act actions. Accordingly, both U.S. state and federal courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our amended and restated Articles of Association provide that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. This exclusive forum provision will not apply to suits brought to enforce any liability or duty created by the Exchange Act. Any person or entity purchasing or otherwise acquiring any interest in any of our securities shall be deemed to have notice of and consented to the foregoing provision of our amended and restated Articles of Association.

Although we believe this exclusive forum provision benefits us by providing increased consistency in the application of U.S. federal securities laws in the types of lawsuits to which they apply, the exclusive forum provision may limit a shareholder's ability to bring a claim in a judicial forum of its choosing for disputes with us or any of our directors, shareholders, officers, or other employees, which may discourage lawsuits with respect to such claims against us and our current and former directors, shareholders, officers, or other employees. Our shareholders will not be deemed to have waived our compliance with the U.S. federal securities laws and the rules and regulations thereunder as a result of our exclusive forum provision. Further, in the event a court finds the exclusive forum provision contained in our amended and restated Articles of Association to be unenforceable or inapplicable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our results of operations.

We have not in the past and do not intend to pay dividends in the foreseeable future. As a result, your ability to achieve a return on your investment will depend on appreciation in the price of our ordinary shares.

We have never declared or paid any cash dividends on our shares. We currently intend to retain all available funds and any future earnings for use in the operation of our business, as well as to fund our share repurchase program, and do not anticipate paying any dividends on our ordinary shares in the foreseeable future. Consequently, investors who purchase our ordinary shares may be unable to realize a gain on their investment except by selling such shares after price appreciation, which may never occur.

Our board of directors has sole discretion whether to pay dividends. If our board of directors decides to pay dividends, the form, frequency, and amount will depend upon our future, operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions, and other factors that our directors may deem relevant. The Israeli Companies Law, 5759-1999 (the "Companies Law") imposes restrictions on our ability to declare and pay dividends. Payment of dividends may also be subject to Israeli withholding taxes.

Risks Related to Our Incorporation and Location in Israel

While most of our go-to-market and support services are located outside of Israel (mainly in the U.S., India, and Europe), given the conditions in Israel and the regional conflict in the Middle East, it is possible that our operations could be adversely affected over time, which could lead to a disruption in our business.

A material part of our research and development activities is conducted in Israel and certain members of our board of directors and management, as well as more than half of our employees and consultants, are located in Israel. As a result, our business and operations could be affected by economic, political, geopolitical, and military conditions in Israel. Since the establishment of the State of Israel in 1948, Israel has experienced a number of armed conflicts involving neighboring countries and terrorist organizations active in the region.

In October 2023, Hamas militants and members of other terrorist organizations crossed Israel's southern border from the Gaza Strip and carried out attacks against civilian and military targets. Hezbollah also launched attacks against Israel across Israel's northern border. These events escalated into a broader regional conflict involving, among others, Iran and its proxies, Israel, and the United States. The conflict has been characterized by periods of intensified hostilities, ceasefire arrangements, and renewed attacks. Despite efforts to de-escalate the conflict, the regional security situation remains volatile and subject to further escalation. The scope, intensity and duration of these hostilities and their economic implications for the Company and Israel's economy are difficult to predict. These developments may also have broader macroeconomic consequences, including a deterioration in Israel's economic standing, and downgrades of its credit rating, which could have a material adverse effect on the Company and its ability to conduct its operations effectively.

Certain of our employees and consultants in Israel have been called, and additional employees may be called, for service and may be absent for an extended period of time. As a result, our operations may be disrupted by such absences, which disruption may materially and adversely affect our business and results of operations. In addition, military reservists in Israel are expected to perform long reserve duty service in the coming years, which could further impact our operations.

Certain countries, companies, and organizations participate in boycotts of Israeli companies, and recent efforts to expand boycotts of Israeli goods and services or to restrict business with Israel have increased. Any such boycotts and any restrictive laws, policies, or practices targeting Israel, Israeli businesses, or Israeli citizens could, individually or in the aggregate, have a material adverse effect on our business. The International Court of Justice has issued rulings and has taken actions relating to Israel, which could adversely affect our business, including by prompting companies to terminate, or decline to enter into, commercial relationships with Israeli companies. In addition, proposed changes to Israel's judicial system may contribute to political instability or civil unrest, which may adversely affect our business, results of operations, and ability to raise additional funds if needed.

It may be difficult to enforce a U.S. judgment against us, our officers and directors in Israel or the U.S., or to assert U.S. securities laws claims in Israel or serve process on our Israeli officers and directors.

Not all of our directors or officers are residents of the U.S. Most of our assets and those of our non-U.S. directors and officers are located outside the U.S. Service of process upon us or our non-U.S. resident directors and officers may be difficult to obtain within the U.S. We have been informed by our legal counsel in Israel that it may be difficult to assert claims under U.S. securities laws in original actions instituted in Israel or obtain a judgment based on the civil liability provisions of U.S. federal securities laws. Israeli courts may refuse to hear a claim based on an alleged violation of U.S. securities laws against us or our non-U.S. officers or directors, reasoning that Israel is not the most appropriate forum to hear such a claim. In addition, even if an Israeli court agrees to hear a claim, it may determine that Israeli law and not U.S. law is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proved as a fact by expert witnesses, which can be a time-consuming and costly process. Certain matters of procedure may also be governed by Israeli law. There is little binding case law in Israel addressing the matters described above. Israeli courts might not enforce judgments rendered outside Israel, which may make it difficult to collect on judgments rendered against us or our non-U.S. officers and directors.

Moreover, among other reasons, including but not limited to, fraud or absence of due process, or the existence of a judgment which is at variance with another judgment that was given in the same matter if a suit in the same matter between the same parties was pending before a court or tribunal in Israel, an Israeli court will not enforce a foreign judgment if it was given in a state whose laws do not provide for the enforcement of judgments of Israeli courts (subject to exceptional cases), or if its enforcement is likely to prejudice the sovereignty or security of the State of Israel.

Your rights and responsibilities as our shareholder are governed by Israeli law, which may differ in some respects from the rights and responsibilities of shareholders of U.S. corporations.

We are incorporated under Israeli law. The rights and responsibilities of holders of our ordinary shares are governed by our amended and restated articles of association and the Companies Law. These rights and responsibilities differ in some respects from the rights and responsibilities of shareholders in typical U.S. corporations. In particular, pursuant to the Companies Law, each shareholder of an Israeli company has to act in good faith and in a customary manner in exercising his or her rights and fulfilling his or her obligations toward the company and other shareholders and to refrain from abusing his or her power in the company, including, among other things, in voting at the general meeting of shareholders, on amendments to a company's articles of association, increases in a company's authorized share capital, mergers, and certain transactions requiring shareholders' approval under the Companies Law. In addition, a controlling shareholder of an Israeli company or a shareholder who knows that it possesses the power to determine the outcome of a shareholder vote or who has the power to appoint or prevent the appointment of a director or officer in the company, or has other powers toward the company, has a duty of fairness toward the company. However, Israeli law does not define the substance of this duty of fairness. There is little case law available to assist in understanding the implications of these provisions that govern shareholder behavior.

We have received Israeli government grants for certain of our research and development activities. The terms of these grants may require us to satisfy specified conditions in order to develop and transfer technologies supported by such grants outside of Israel. In addition, in some circumstances, we may be required to pay penalties in addition to repaying the grants.

Our research and development efforts were financed, in part, through grants from the IIA. From our inception through 2015, we conducted projects with the IIA's support and received grants totaling $1.2 million from the IIA and repaid to the IIA $1.3 million (the entire amount of the grants and accrued interest).

The Innovation Law requires, inter alia, that the products developed as part of the programs under which the grants were given be manufactured in Israel and restricts the ability to transfer know-how funded by IIA outside of Israel. Transfer of IIA-funded know-how outside of Israel requires prior approval and is subject to payment of a redemption fee to the IIA calculated according to a formula provided under the Innovation Law. A transfer for the purpose of the Innovation Law is generally interpreted very broadly and includes, inter alia, any actual sale of the IIA-funded know-how, any license to develop the IIA-funded know-how or the products resulting from such IIA-funded know-how, or any other transaction, which, in essence, constitutes a transfer of IIA-funded know-how. We cannot be certain that any approval of the IIA will be obtained on terms that are acceptable to us, or at all. We may not receive the required approvals should we wish to transfer IIA-funded know-how and/or development outside of Israel in the future.

Transfer of IIA know-how created, in whole or in part, in connection with an IIA-funded project, to a third party outside Israel requires prior approval and is subject to payment to the IIA of a redemption fee calculated according to a formula provided under the Innovation Law. Subject to prior approval of the IIA, we may transfer the IIA-funded know-how to another Israeli company. If the IIA-funded know-how is transferred to another Israeli entity, the transfer would still require IIA approval but will not be subject to the payment of the redemption fee. In such case, the acquiring company would have to assume all of the applicable restrictions and obligations towards the IIA (including the restrictions on the transfer of know-how and manufacturing capacity, to the extent applicable, outside of Israel) as a condition to IIA approval.

General Risk Factors

The requirements of being a public company may strain our resources and divert management's attention.

As a public company listed in the U.S., we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, Nasdaq listing requirements and other applicable securities rules and regulations. Compliance with these rules and regulations increases our legal and financial compliance costs, makes some activities more difficult, time-consuming, or costly, and increases demand on our systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and results of operations.

In addition, changing laws, regulations, and standards relating to corporate governance and public disclosure, including regulations implemented by the SEC and Nasdaq, and monitoring and adhering to guidelines issued periodically by shareholder advisory firms like ISS and Glass Lewis, may increase legal and financial compliance costs and make some activities more time

consuming. These laws, regulations, and standards are subject to varying interpretations, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies.

As a result of disclosure of information in our filings with the SEC, our business and financial condition are visible, which may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business and results of operations could be adversely affected, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and adversely affect our business and results of operations.

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

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, and the rules and regulations of the applicable Nasdaq listing standards. We are required, pursuant to Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting. This assessment will need to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting. In addition, our independent registered public accounting firm is required to attest to the effectiveness of our internal control over financial reporting.

In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended and anticipate that we will continue to expend significant resources, including accounting-related costs and significant management oversight. For example, since our IPO, we have implemented additional policies and procedures associated with the financial statement close process and implemented a system to supplement our core accounting system as part of our control environment. We expect that the requirements of these rules and regulations will continue to increase our legal, accounting, financial compliance and audit costs, make some activities more difficult, time-consuming and costly, and increase demand on our personnel, systems, and resources.

In addition, our current controls and any new controls that we develop may become inadequate because of changes in the conditions in our business, including increased complexity resulting from our international expansion. Further, weaknesses in our disclosure controls or our internal control over financial reporting may be discovered in the future. Any failure to maintain internal control over financial reporting could severely inhibit our ability to accurately report our financial condition or results of operations. If we are unable to conclude that our internal control over financial reporting is effective, or if our independent registered public accounting firm determines we have a material weakness in our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, the market price of our ordinary share could decline, and we could be subject to sanctions or investigations by the SEC or other regulatory authorities. Failure to remedy any material weakness in our internal control over financial reporting, or to implement or maintain other effective control systems required of public companies, could also restrict our future access to the capital markets.

The impact of the war involving Israel, the U.S., Iran and Hezbollah, and the regional conflict in the Middle East, the war between Russia and Ukraine, and other areas of geopolitical tension around the world, including the related global economic disruptions, remains uncertain at this time, and could harm or continue to harm our business and results of operations.

The war involving Israel, the U.S., Iran and Hezbollah, and the regional conflict in the Middle East, the war between Russia and Ukraine, and other areas of geopolitical tension around the world continue to impact worldwide economic activity and financial markets. On February 28, 2026, Israel and the U.S. launched a large-scale offensive against Iran. Iran retaliated with sustained attacks across the Middle East and was joined by renewed Hezbollah attacks on Israel. On April 8, 2026, a temporary ceasefire agreement was reached, resulting in a cessation of military activities. However, the ceasefire ended in July 2026 after fighting resumed following attacks in the Strait of Hormuz. Since then, there have been mutual attacks between Iran and the United States, indicating that the situation remains volatile. As a result, we could experience disruptions in our business or the business of our partners, customers, or the economy as a whole, any of which could adversely affect and could materially adversely impact our business, results of operations, and overall financial condition in future periods.

The war involving Israel, the U.S., Iran and Hezbollah, and the regional conflict in the Middle East, the Russia-Ukraine war, and related global economic disruptions on our operational and financial condition will depend on certain developments, including: government responses to the conflicts and wars; the impact of the conflicts and wars on our customers and our sales cycles; their impacts on customer, industry, or technology-based community events; and their effect on our partners, some of which are uncertain, difficult to predict, and not within our control. General economic conditions and disruptions in global

markets due to the war involving Israel, the U.S., Iran and Hezbollah, and the regional conflict in the Middle East, the Russia-Ukraine war, and other areas of geopolitical tension around the world, and any actions taken by governmental authorities and other third parties in response may also affect our future performance.

As of the date of this Quarterly Report on Form 10-Q, the full impact of the war involving Israel, the U.S., Iran and Hezbollah, and the regional conflict in the Middle East, the war between Russia and Ukraine, and related global economic disruptions on our financial condition and results of operations remains uncertain. Furthermore, because of our subscription-based business model, the impact of these factors may not be fully reflected in our results of operations and overall financial condition until future periods, if at all.

If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our results of operations could fall below expectations of securities analysts and investors, resulting in a decline in the trading price of our ordinary shares.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue, and expenses that are not readily apparent from other sources. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in the market price of our ordinary shares. Significant items subject to such estimates and assumptions include, but are not limited to, the allocation of transaction price among various performance obligations, the estimated benefit period of deferred contract acquisition costs, the allowance for credit losses, the fair value of acquired intangible assets and goodwill, the useful lives of acquired intangible assets and property and equipment, the incremental borrowing rate for operating leases, and the valuation of deferred tax assets and uncertain tax positions.

We are exposed to credit risk and fluctuations in the market values of our investment portfolio.

Given the global nature of our business, we have diversified U.S. and non-U.S. investments. Credit ratings and pricing of our investments can be negatively affected by liquidity, credit deterioration, financial results, economic risk, political risk, sovereign risk, or other factors. As a result, the value and liquidity of our investments may fluctuate substantially. Therefore, although we have not realized any significant losses on our investments, future fluctuations in their value could result in a significant realized loss.

Catastrophic events, or man-made problems such as terrorism, may disrupt our business.

A significant catastrophic event (such as an earthquake, fire, flood, heat wave, hurricane, severe weather, storm, tornado, tsunami, typhoon, volcanic eruption, or other natural disaster), or significant power outage could have an adverse impact on our business, results of operations, and financial condition. Climate change and other environmental factors are contributing to an increase in erratic weather patterns globally and intensifying the impact of certain types of catastrophes. We have a number of our employees and executive officers located in the San Francisco Bay Area where our U.S. headquarters are located, a region known for seismic activity, rising ocean levels, and increasingly, wildfires and associated flash floods. A significant natural disaster, such as an earthquake, tsunami, wildfire, flood or significant power outage affecting the Bay Area, could have a material adverse impact on our business, results of operations, and financial condition. In the event our or our partners' abilities are hindered by any of the events discussed above, sales could be delayed, resulting in missed financial targets for a particular quarter. In addition, acts of terrorism, pandemics (such as the outbreak of the novel coronavirus or another public health crisis), protests, riots, armed conflict, and other geopolitical unrest could cause disruptions in our business or the business of our partners, customers, or the economy as a whole.

The risks associated with catastrophic events, the geopolitical landscape, and terrorism are inherently unpredictable, and it is difficult to forecast the timing of such events or estimate the amount of losses they will generate. Such events may adversely impact our current or potential customers, which may prevent us from maintaining or expanding our customer base and increasing our revenue, as such events may cause customers to postpone purchases and professional service engagements or to discontinue existing projects. Any disruption in the business of our partners or customers that affects sales in a given fiscal quarter could have a significant adverse impact on our quarterly results for that and future quarters. All of the aforementioned risks may be further increased if our disaster recovery plans prove to be inadequate.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Securities Trading Plans of Directors and Executive Officers

During the three months ended September 30, 2026, the following "Rule 10b5-1 trading arrangements" as defined in Item 408 of Regulation S-K were adopted:

On August 11, 2026, Mr. Frederic Simon, a member of our Board of Directors, adopted a Rule 10b5-1 trading arrangement providing for the sale from time to time of an aggregate of up to 900,000 ordinary shares. The trading arrangement is intended to satisfy the affirmative defense in Rule 10b5-1(c) of the Exchange Act. The trading arrangement terminates on the earlier of the date all transactions are completed under the trading arrangement or November 30, 2027.

On August 19, 2026, Ms. Yvonne Wassenaar, a member of our Board of Directors, adopted a Rule 10b5-1 trading arrangement providing for the sale from time to time of an aggregate of up to 3,367 ordinary shares. The trading arrangement is intended to satisfy the affirmative defense in Rule 10b5-1(c) of the Exchange Act. The trading arrangement terminates on the earlier of the date all transactions are completed under the trading arrangement or August 19, 2027.

On September 7, 2026, Mr. Yossi Sela, a member of our Board of Directors, adopted a Rule 10b5-1 trading arrangement providing for the sale from time to time of an aggregate of up to 50,000 ordinary shares. The trading arrangement is intended to satisfy the affirmative defense in Rule 10b5-1(c) of the Exchange Act. The trading arrangement terminates on the earlier of the date all transactions are completed under the trading arrangement or November 8, 2027.

On September 8, 2026, Ms. Tali Notman, our Chief Revenue Officer, adopted a Rule 10b5-1 trading arrangement providing for the sale from time to time of an aggregate of up to 296,810 ordinary shares. The trading arrangement is intended to satisfy the affirmative defense in Rule 10b5-1(c) of the Exchange Act. The trading arrangement terminates on the earlier of the date all transactions are completed under the trading arrangement or December 31, 2027.

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ITEM 6. EXHIBITS

The documents listed below are incorporated by reference or are filed with this Quarterly Report on Form 10-Q, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).

EXHIBIT INDEX

Exhibit Number	Description	Form	File No.	Exhibit	Filing Date
3.1	Amended and Restated Articles of Association of JFrog Ltd.	S-1/A	333-248271	3.2	September 8, 2020
4.1	Specimen Share Certificate of the Registrant	S-1/A	333-248271	4.1	September 8, 2020
4.2	Description of Share Capital	10-K	001-39492	4.2	February 13, 2026
31.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
32.1*	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				
32.2*	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				
101 INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document				
101 SCH	Inline XBRL Taxonomy Extension Schema Document with Embedded Linkbase Documents				
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)				

* The certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Quarterly Report on Form 10-Q and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the registrant specifically incorporates it by reference.

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SIGNATURES

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

Date:	November 6, 2026	By:		/s/ Shlomi Ben Haim
			Name:	Shlomi Ben Haim
			Title:	Chief Executive Officer
				(*Principal Executive Officer*)
Date:	November 6, 2026	By:		/s/ Eduard Grabscheid
			Name:	Eduard Grabscheid
			Title:	Chief Financial Officer
				(*Principal Financial Officer & Principal Accounting Officer*)

Exhibit 31.1

CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14a OF THE SECURITIES EXCHANGE ACT OF 1934 AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002

I, Shlomi Ben Haim, certify that:

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

Date: November 6, 2026

JFROG LTD.

/s/ Shlomi Ben Haim

Shlomi Ben Haim

Chief Executive Officer

(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14a OF THE SECURITIES EXCHANGE ACT OF 1934 AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002

I, Eduard Grabscheid, certify that:

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

Date: November 6, 2026

JFROG LTD.

/s/ Eduard Grabscheid

Eduard Grabscheid

Chief Financial Officer

(Principal Financial Officer)

Exhibit 32.1

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

I, Shlomi Ben Haim, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of JFrog Ltd. for the fiscal quarter ended September 30, 2026 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of JFrog Ltd.

JFROG LTD.

Date: November 6, 2026

/s/ Shlomi Ben Haim
Shlomi Ben Haim
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

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

I, Eduard Grabscheid, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of JFrog Ltd. for the fiscal quarter ended September 30, 2026 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of JFrog Ltd.

JFROG LTD.

Date: November 6, 2026

/s/ Eduard Grabscheid
Eduard Grabscheid
Chief Financial Officer
(Principal Financial Officer)