

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

FORM 10-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2025
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____
Commission File Number: 001-39497

UNITY SOFTWARE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-0334803
(I.R.S. Employer
Identification No.)

116 New Montgomery Street
San Francisco, California 94105-3607
(Address, including zip code, of principal executive offices)
(415) 638-9950
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.000005 par value	U	The New York Stock Exchange

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

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

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

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

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

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes No

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

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

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based on the closing price of a share of the registrant's common stock on June 30, 2025 (the last business day of the registrant's second fiscal quarter), as reported by the New York Stock Exchange on that date, was approximately \$9.0 billion.

As of January 30, 2026, there were 432,987,611 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

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

UNITY SOFTWARE INC.
FORM 10-K
For the Year Ended December 31, 2025
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NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical fact, including statements regarding our future results of operations or financial condition, business strategy and plans, and objectives of management for future operations are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as "aim," "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "toward," "will," "would," or the negative of these words or other similar terms or expressions.

You should not rely on forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Annual Report on Form 10-K primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, and operating results. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict, including those identified and discussed in greater detail below, under "Part I, Item 1A. Risk Factors."

The results, events, and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

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

The forward-looking statements made in this Annual Report on Form 10-K relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Annual Report on Form 10-K to reflect events or circumstances after the date of this Annual Report on Form 10-K or to reflect new information, actual results, revised expectations, or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments.

Additional Information

Unless the context otherwise requires, all references in this Annual Report on Form 10-K to "we," "us," "our," "our company," "Unity," and "Unity Technologies" refer to Unity Software Inc. and its consolidated subsidiaries. The Unity design logos, "Unity" and our other registered or common law trademarks, service marks, or trade names appearing in this Annual Report on Form 10-K are the property of Unity Software Inc. or its affiliates.

Investors and others should note that we may announce material business and financial information using our investor relations website (www.investors.unity.com), our blog, our filings with the Securities and Exchange Commission, press releases, public conference calls, and public webcasts as means of complying with our disclosure obligations under Regulation FD. We encourage investors and others interested in our company to review the information that we make available.

RISK FACTORS SUMMARY

Investing in our common stock involves numerous risks, including the risks described in "Part I, Item 1A. Risk Factors" of this Annual Report on Form 10-K. Below are some of these risks, any one of which could materially adversely affect our business, financial condition, results of operations, and prospects.

- *We have a history of losses and may not achieve or sustain profitability on a GAAP basis in the future.*
- *If we are not able to grow efficiently, and manage our costs, we may not achieve profitability on a GAAP basis.*
- *If we fail to timely release updates and new features to our platform, develop successful new products, or adapt and respond effectively to rapidly changing technology, or to changing customer needs, requirements, or preferences, our platform may become less competitive.*
- *We are increasingly building AI into certain of our offerings, and issues raised by the use of, or failure to successfully use, AI in our offerings, or the use of AI by our customers and competitors may adversely affect our business, reputation, or financial results.*
- *If we are unable to retain our existing customers and expand their use of our platform, or attract new customers, our growth and operating results could be adversely affected, and we may be required to reconsider our growth strategy.*
- *If we fail to successfully execute our plans to reset our portfolio to focus on our Strategic Portfolio and to right-size our investments, our business will be harmed.*
- *The markets in which we participate are highly competitive, and if we do not compete effectively, our business, financial condition, and results of operations could be harmed.*
- *If we are unable to further expand into adjacent business areas or new industries, or if our solutions for any new business area or industry fail to achieve market acceptance, our growth and operating results could be adversely affected, and we may be required to reconsider our growth strategy.*
- *If we do not make our platform, including new versions or technology advancements, easier to use or properly train customers on how to use our platform, our ability to broaden the appeal of our platform and solutions and to increase our revenue could suffer.*
- *If we or the third parties with whom we work experience a security breach or unauthorized parties otherwise obtain access to our customers' data, our data, or our platform, our platform may be perceived as not secure, our reputation may be harmed, our business operations may be disrupted, demand for our solutions may be reduced, and we may incur significant liabilities.*
- *We and the third parties with whom we work are subject to rapidly changing and increasingly stringent laws, regulations, contractual obligations, industry standards and other obligations relating to privacy, data security, and the protection of children. The restrictions and costs imposed by these requirements, or our actual or perceived failure to comply with them, could harm our business.*

If we are unable to adequately address these and other risks we face, our business may be harmed.

PART I

Item 1. Business

General

Unity is the leading platform to develop, deploy, and grow games and interactive experiences. We offer a suite of tools across all major platforms from mobile, PC, and console, to extended reality (XR). Our comprehensive set of software, including AI solutions, supports developers through the entire development lifecycle – from prototyping to live service operation, user acquisition, and monetization. Our platform is used by creators of all types - such as developers, artists, and designers - to build content in gaming and non-gaming industries, including automotive, retail, manufacturing, healthcare, public sector, robotics, architecture, civil and mechanical engineering, design and construction.

Our platform consists of two complementary sets of solutions: Create Solutions and Grow Solutions.

Create Solutions

Our Create Solutions are a robust set of tools and services used to build, ship and run high-definition, real-time 2D and 3D content. Designed for developers, these tools and services are used across a range of industries from games to automotive, retail, manufacturing, healthcare, public sector and robotics. Create Solutions includes our custom real-time 3D engine and development environment with a high-definition render pipeline; AI-driven content creation and workflow enhancements, graphics, animation, and audio tools; navigation, networking, user interface tools and more. Enhanced by cloud services including asset management, DevOps tools and multiplayer game support, creators can leverage our products and extensibility to easily edit, run, and iterate interactive real-time 2D and 3D experiences that can be created once and deployed to a variety of platforms.

Grow Solutions

Our Grow Solutions primarily consist of our ads products, which offer customers the ability to grow and engage their user base and monetize their content—from 2D puzzle games to multiplayer, multi-platform games, or other 3D interactive content—irrespective of whether the content was created in Unity. Many of our customers create games and applications with the purpose of building a profitable business. This requires both the acquisition of end-users at a reasonable cost and the monetization of these end-users as they engage with the content over time. We help our customers grow their businesses in the mobile app ecosystem by offering a comprehensive suite of products designed to help customers successfully scale their businesses, including our mediation platform, ad networks (like the Unity Ad Network, powered by Unity Vector), and offerwall. In addition, Supersonic from Unity is our publishing solution, which allows small studios and independent developers who require expertise in publishing their mobile games to launch their apps and maximize their commercial success, through the use of a combination of tools, full transparency, and a team of industry experts. Finally, Aura from Unity enables app developers to connect with users through a unique channel that offers on-device app discovery, while allowing telecom operators to better engage and monetize their users throughout the device lifecycle.

Our Customers and Creator Community

Our globally diverse customers range from the largest enterprises to mid-market companies, to government and non-profit institutions, to mid-sized, small, and independent businesses and individual developers across a variety of industries.

We have a very large, active, and highly engaged global community of real-time 3D ("RT3D") creators. The scale of our creator community provides us with a significant competitive advantage, and by incentivizing third-party platforms to strategically partner and integrate with us, we are able to further expand our community. Numerous third-party platforms partner with Unity to make it easy for our creators to deploy content seamlessly onto their platforms. These partnerships help us to maximize audience-reach for our customers and retain our platform's position as the leading hub for RT3D content creation.

Competition

We primarily compete with other content development tools and monetization services. Most of these competitors offer point solutions that represent a subset of the offerings on our platform:

- **Create Solutions:** We primarily compete against proprietary game engines built in-house by large game studios, as well as Cocos2d-x (Chukong Technologies), Godot, and Unreal Engine (Epic Games), which offer game development tools primarily serving the PC games and mobile games sectors, and, in the case of Unreal Engine (Epic Games), industries beyond gaming, as well as with various social entertainment platforms. Outside of gaming, we also compete with other development platforms and software solutions that offer 2D and 3D design products.
- **Grow Solutions:** We operate in a fragmented ecosystem composed of both privately-held companies and large, well-established public companies or their relevant divisions. The large companies in our ecosystem may play multiple different roles given the breadth of their business. Examples of these large companies are Amazon, Meta, Google, Microsoft, and Tencent. Most of these companies are also our partners and customers. Examples of other companies we compete against include AppLovin, Voodoo, Moloco, and Digital Turbine.

We believe that the principal competitive factors in our market are:

- cross-platform deployability;
- the pace and quality of new product innovation, such as the rise of AI and machine learning and the increasing use of data and trained models;
- supply from publishers, who may also use channels beyond in-app advertising to grow revenue;
- product capabilities, including flexibility, scalability, performance, security, and reliability;
- integration with existing platforms;
- high-quality customer support, training, and services;
- brand recognition and reputation;
- return on investment of sales and marketing efforts;
- volume and leverage of user data and analytics;
- price and affordability of our solutions and customer economics;
- ease of use of products;
- ability to expand to existing and adjacent industries;
- the impact of evolving industry standards and changing regulations; and
- mergers, acquisitions and other strategic relationships amongst our competitors.

Refer to "Item 1A. Risk Factors" for a discussion of risks related to competition.

Privacy and Data Security

Creative assets, performance, and user and end-user data are critical to our customers' businesses. We devote considerable resources to our security program, regularly testing the security of user assets utilized by our services, and developing easy-to-use features that content creators can leverage to enhance the security of their creative products. Our team of security practitioners, in partnership with information technology professionals and product engineers across our company, works to identify and mitigate risks, assess our security measures against industry standards and best practices, and continue to evaluate ways to improve.

Intellectual Property

We rely on a combination of patents, trademarks, copyrights, trade secrets, license agreements, confidentiality procedures, non-disclosure agreements, employee non-disclosure and invention assignment agreements, and other legal and contractual rights to establish and protect our proprietary rights. Refer to "Item 1A. Risk Factors" for a discussion of risks related to our intellectual property.

As of December 31, 2025, we had 204 issued utility patents in the United States ("U.S.") that expire between August 2031 and July 2044, 29 issued utility patents in non-U.S. jurisdictions, and 51 utility patent applications (including 1 provisional application) pending in the United States and globally. As of such date, we also had 1 registered design patent in the United States and 28 registered design patents in non-U.S. jurisdictions. While we believe our patents and patent applications in the aggregate are important to our competitive position, no single patent or patent application is material to us as a whole.

We also have trademark rights in our name and other brand indicia and have trademark registrations for select marks in the United States and other jurisdictions around the world. We also have registered domain names for websites that we use in our business, such as www.unity.com and similar variations.

We control access to and use of our proprietary technology and other confidential information through the use of internal and external measures, including contractual protections with employees, contractors, customers, and partners. It is our practice to enter into confidentiality agreements with relevant third parties in order to limit access to, disclosure, and use of, our confidential information and proprietary information. We further limit the use of our proprietary technology and intellectual property through provisions in our terms of service. We intend to pursue additional intellectual property protection to the extent we believe it would be beneficial and cost effective.

Human Capital Management

As of December 31, 2025, we had a total of 4,412 full-time employees, across 25 offices and in 16 countries. We also engage contractors and consultants. We had 2,887 employees in technical roles, which accounted for approximately 65% of our total headcount. In addition, our geographic diversification enhances our ability to retain and attract talent, and as of December 31, 2025, approximately 77% of our full-time employees were located outside of the United States. Unity's benefit offerings are designed to help attract and retain our workforce.

Government Regulations

Our worldwide business activities are subject to various laws, rules, and regulations of the United States as well as numerous other countries and jurisdictions. Compliance with these laws, rules, and regulations has not had, and is not expected to have, a material effect upon our capital expenditures, results of operations, or competitive position. Nevertheless, compliance with existing or future governmental regulations, including, but not limited to, those pertaining to global trade, business acquisitions, consumer and data protection, and taxes, could have a material impact on our business in subsequent periods. Refer to "Item 1A. Risk Factors" for a discussion of these potential impacts.

Available Information

Our investor relations website is <https://investors.unity.com/> and we encourage investors to use it as a way of easily finding information about us. Copies of our reports on Forms 10-K, Forms 10-Q, and Forms 8-K, may be obtained, free of charge, electronically on this website as soon as reasonably practicable after we file such material with, or furnish such material to, the SEC.

Information contained on or accessible through our website is not incorporated into, and does not form a part of, this Annual Report on Form 10-K or any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

Item 1A. Risk Factors**Risks Related to Our Business, Operations, and Industry*****We have a history of losses and may not achieve or sustain profitability on a GAAP basis in the future.***

We have experienced significant net losses on a GAAP basis in each period since inception. In addition, our revenue has varied and, in certain periods, declined and could vary or decline in the future. We are not certain whether we will achieve or maintain profitability in the future. Our costs and expenses may increase in the long term on a GAAP basis, which could negatively affect our future results of operations. In addition, our investments in areas such as:

- research and development, including investments in our engineering teams and in further differentiating our platform, as well as the development of new solutions and features;
- our sales and marketing organizations to engage our existing and prospective customers, increase brand awareness and drive adoption and expansion of our platform and solutions;
- initiatives to grow our presence in new or adjacent industries and use cases beyond the gaming industry;
- our technology infrastructure, including systems architecture, hosting, scalability, availability, performance, and security;
- acquisitions or strategic investments;
- global expansion or restructuring; and
- our general and administration organization, including legal, IT, and accounting expenses,

will vary from period to period, which will impact our costs and ability to achieve and maintain profitability.

Even if such investments increase our revenue, any such increase may not be enough to offset any increase in operating expenses. Cost-cutting efforts, such as discontinuing certain product offerings, reducing our workforce or reducing our office footprint, may not be effective or may not be effective on the timelines or to the extent we expect.

Our past results may not be indicative of future operating performance.

You should not rely on our past results of operations as indicators of future performance. Overall growth of our revenue is difficult to predict and depends, in part, on our ability to execute on enhancing our artificial intelligence (“AI”) capabilities and data infrastructure, our ongoing business realignment, and other growth strategies. You should evaluate our prospects in light of the risks and uncertainties frequently encountered by growing companies in rapidly evolving markets. These risks and uncertainties include challenges in accurate financial planning as a result of limited historical data relevant to the current scale and scope of our business and the recent changes to our business and operating model.

If we are not able to grow efficiently, and manage our costs, we may not achieve profitability on a GAAP basis.

We aim to achieve and maintain profitability on a GAAP basis. To do so, we need to continuously improve our platform’s capabilities, features and functionality. In addition, we will need to appropriately scale our internal business, IT, and financial, operating and administrative systems to serve our growing customer base, while continuing to manage headcount, capital and operating and reporting processes and expenses in an efficient manner. Any failure of, or delay in, these efforts could result in impaired performance, reduced customer satisfaction and decreased sales to new customers, which would hurt our revenue growth and our reputation. In addition, costs associated with our third-party cloud service providers represent a significant portion of our ongoing expenses, and any failure to manage or optimize those costs or commitments could negatively impact our gross margins. Even if we are successful in our

efforts to grow and expand, such efforts will be expensive and complex, and require the dedication of significant management time and attention. We may also suffer inefficiencies or service disruptions as a result of our efforts to scale our internal infrastructure. Cost-cutting interventions and improvements to our internal infrastructure to offset expenses may not be effectively or timely implemented, and such failures could harm our business, financial condition and results of operations.

If we fail to timely release updates and new features to our platform, develop successful new products, or adapt and respond effectively to rapidly changing technology, or to changing customer needs, requirements, or preferences, our platform may become less competitive.

The markets in which we operate are subject to rapid technological change, changing customer needs, requirements and preferences, and are highly competitive. The success of our business will depend, in part, on our ability to adapt and respond effectively to these changes and competitive pressures on a timely basis. For example, in the first quarter of 2025 we rolled out our new machine learning model, Unity Vector, in our Grow Solutions business. If we do not continue to improve our AI capabilities and data infrastructure, including Unity Vector, on a timely basis or at all, our business could be harmed. Similarly, emerging technologies like AI are likely to impact the way that customers utilize our solutions, as well as enhance the functionality of our solutions. Accordingly, our ability to retain and expand within our existing customers and attract new ones, and increase our revenue, depends in large part on our ability to maintain, improve and differentiate our existing platform and introduce new functionality promptly and effectively, as well as developing successful new product offerings. Revenue growth from our offerings also depends on our ability to continue to respond to advancements in competing technologies, and end-user demands and expectations, which will require us to incur additional costs to implement. If we do not continue to improve our platform with additional features and functionality in a timely fashion, or if intended improvements to our platform are ineffective or otherwise not well received by customers, our revenue could be adversely affected.

If we fail to deliver timely releases of our solutions that are ready for commercial use, we release a version, service, tool or update with a material vulnerability, or other error, or we are unable to enhance our platform to keep pace with rapid technological changes or respond to new offerings by our competitors, or if new technologies emerge that are able to deliver competitive solutions at lower prices, more efficiently, more conveniently or more securely than our solutions, or if new operating systems, gaming platforms or devices are developed and we are unable to support our customers' deployment of games and other applications onto those systems, platforms or devices, our business, financial condition and results of operations could be adversely affected.

We are increasingly building AI into certain of our offerings, and issues raised by the use of, or failure to successfully use, AI in our offerings, or the use of AI by our customers and competitors may adversely affect our business, reputation, or financial results.

We are increasingly building AI into certain of our offerings, such as Unity Vector, our new machine learning model, our new Unity AI product line, which includes AI Assistant and AI Generators, which are currently in beta, and Unity Inference Engine (formerly Unity Sentis), which allows creators to embed an AI model in the Unity Runtime for their game or application, enhancing gameplay and other functionality. AI Generators leverage both Unity-developed and third-party models for AI-driven assistance during creation. With respect to third-party models, we do not control the data used to train such models or the specific outputs they generate; we act as a conduit for customer requests and return the responses from those third-party models. The datasets used to train third-party models may inadvertently include content that infringes intellectual property rights. Because we do not control the training data or model weights of third-party models, we may be subject to liability or reputational harm if customers use outputs generated through our offerings that are alleged to infringe third-party intellectual property rights. Unity-developed models are trained exclusively on directly-licensed or open-licensed data; however, we rely on the accuracy and scope of those licenses as represented by the licensors, and if such representations are incorrect or incomplete, we could face claims that our training data included content used without proper authorization. The outputs of both Unity-developed and third-party models may also inadvertently replicate protected content, resulting in potential claims of infringement. We continue to advance machine

learning ("ML") algorithms in our Grow Solutions, which are designed to enable us to provide customers with better performance. AI technologies are complex and rapidly evolving, and we face significant competition from other companies as well as an evolving regulatory landscape. AI technologies, in particular generative AI and interactive chatbots, are subject to existing laws of various states and countries such as those regarding privacy, data security, and consumer protection, and the evolving regulatory landscape and our product development efforts may result in new or enhanced governmental or regulatory scrutiny, litigation, ethical concerns, or other complications that could adversely affect our business, reputation, or financial results. AI technologies, including generative AI and interactive chatbots, are subject to existing laws of various states and countries such as those regarding privacy, data security, and consumer protection. In particular, global AI regulatory frameworks remain highly uncertain, rapidly changing, and inconsistent across jurisdictions, and frequently have extraterritorial reach, and, as a result may apply to our AI offerings regardless of where they are developed or deployed. For example, the EU AI Act sets out a risk-based framework, subjecting certain AI technologies to numerous compliance obligations, including transparency, conformity and risk assessment, monitoring and human oversight requirements, and noncompliance could lead to fines of up to 35 million Euros or 7% of our total worldwide annual turnover. Certain provisions of the EU AI Act could require us to alter or restrict our use of AI both in features or products available to our users and in our systems that interact with our users. In addition, certain U.S. states have proposed, enacted, or are considering laws governing the development and use of AI technologies, such as the Colorado Artificial Intelligence Act, California Bot Disclosure Law, the Utah Artificial Intelligence Policy Act, and the California Consumer Privacy Act ("CCPA") regulations on automated decision-making technology.

Additionally, certain privacy and data security laws extend rights to consumers and regulate automated decision making in ways that may be incompatible with our use of AI/ML. These obligations may make it harder for us to conduct our business using AI/ML, lead to litigation or regulatory fines or penalties, require us to change our business practices, retrain our AI/ML, delete our models, or prevent or limit our use of AI/ML. For example, the Federal Trade Commission ("FTC") has required other companies to delete algorithms and models derived from or trained on allegedly unlawfully collected data, where it has alleged the company has violated privacy or consumer protection laws.

Governments are increasingly scrutinizing generative AI technologies for potential intellectual property and content-related harms, and any regulatory enforcement or litigation in this area could adversely affect our business, reputation, or financial results. In addition, AI and ML models may create flawed, incomplete, or inaccurate outputs, some of which may appear correct. This may happen if the inputs that the model relied on were inaccurate, incomplete or flawed (including if a bad actor "poisons" the AI/ML with bad inputs or logic), or if the logic of the AI/ML is flawed (a so-called "hallucination"). We may use AI/ML outputs to make certain decisions. Due to these potential inaccuracies or flaws, the model could lead us to make decisions that could bias certain individuals or classes of individuals and adversely impact their rights. Our AI-enabled technology could be used by an end user in a manner publicly perceived as controversial. The foregoing can cause us to face adverse consequences, including reputational harm, competitive harm, customer loss or legal liability.

As these requirements continue to emerge or change, we may be required to modify, restrict, or disable certain AI features; implement new technical, governance and other controls; or incur significant compliance and operational costs. Failure to anticipate or comply with evolving AI regulatory obligations could adversely affect our ability to develop and deliver AI-enabled offerings, reduce the competitiveness of our products, or negatively impact our business, reputation, or financial results.

The increasing use of AI and ML, including AI-driven automation tools, may enable customers to reduce their reliance on human developers, and therefore paid seat licenses, or otherwise circumvent usage- and seat-based licensing metrics by obfuscating the number of users accessing our products. Any such shift could materially reduce demand for our core subscription-based products and adversely affect our revenues and business model.

Advances in AI and 2D and 3D content generation technologies may enable our customers to use AI to automate or replicate aspects of content, content creation, simulation, or runtime functionality

provided by our platform and solutions, and allow competitors to develop solutions that reduce the competitiveness of our platform and solutions. Even where such activities are unauthorized or prohibited, our ability to prevent, detect, or stop it may be limited. To the extent such advances reduce the need for our products, or otherwise disintermediate Unity from the content creation process, our business and financial condition could be materially adversely affected.

Market acceptance of AI technologies is uncertain, and we may allocate resources toward technologies or products that do not align with customer needs or achieve market acceptance, or are rapidly rendered obsolete. We may be unsuccessful in product development efforts, or our competitors may use AI technologies more efficiently than we do and develop solutions that reduce the competitiveness of our product offerings. We may also incur significant costs and may not achieve any significant revenue from these new offerings. The performance or suitability of third-party models could change in ways that negatively affect the customer experience, and our reliance on third-party models may also limit our ability to differentiate our offerings or control cost and performance characteristics. Any of these factors could adversely affect our business, reputation, or financial results.

If we are unable to retain our existing customers and expand their use of our platform, or attract new customers, our growth and operating results could be adversely affected, and we may be required to reconsider our growth strategy.

Our future success depends on our ability to retain our existing customers, expand their use of our platform and attract new customers. Our marketing efforts may not be successful despite the resources we devote to them.

We derive a significant portion of our revenue from our Grow Solutions, which is primarily generated under revenue-share or profit-share models. Under these models, our customers depend on us as a source of their own revenue, which in some cases may represent a significant portion of their total revenue. Should customers lose confidence in the value or effectiveness of our Grow Solutions, consumption of these offerings could decline.

Our Grow Solutions customers rely on us to attract a broad range of advertisers to our platform to generate demand for their impressions through our offerings, including Unity Ads. If we are unable to also serve the needs of advertisers, they may reduce their consumption of our solutions and shift their business to other competitor advertising solutions or supply paths, which could adversely affect our revenue. In addition, advertising spending is often adversely affected by macroeconomic factors like economic downturns and inflation. These factors have in the past decreased, and may in the future decrease or halt, advertiser spending. Our Grow Solutions are also dependent upon the continued proliferation of connected devices, such as smartphones, tablets and televisions, as well as the increased consumption of content through those devices. Consumer usage of these devices may be inhibited for a number of reasons beyond our control. If user adoption of connected devices or user consumption of content on those devices do not continue to grow, our business could be harmed.

For us to maintain or improve our results of operations, it is important that our customers continue using and expanding their use of our solutions. Create Solutions customers have no obligation to renew their subscriptions, which are primarily for one to five years in length, after they expire, and our Grow Solutions, which are primarily sold under revenue-share or profit-share-based models. We invest in targeted sales and account-based marketing efforts to identify opportunities to grow use of our solutions within and across multiple studios within a single customer. However, our efforts may not be successful despite the resources we devote to them. Even if one or several studios within a customer adopt our Create or Grow Solutions, other studios within that customer may choose to adopt different solutions or to continue to employ internally-developed solutions. Further, consolidation or reorganization of studios within a customer may reduce opportunities to expand usage of our solutions across multiple studios. In addition, we periodically review our fees, pricing structures and business models, and decisions to change how we price our products or services have been and may in the future be viewed unfavorably and harm our business.

It is also important for us to cross-sell more Create Solutions to our Grow Solutions customers and vice versa. While we believe there are significant benefits to our customers in using both our Create and Grow Solutions, our Create Solutions customers are under no obligation to use our Grow Solutions, and our efforts to cross-sell may not be successful.

If we fail to successfully execute our plans to reset our portfolio to focus on our Strategic Portfolio and to right-size our investments, our business will be harmed.

We have realigned our business to focus on the Unity Engine and related consumption services, and monetization solutions, and are continuing to exit other businesses and right-size our investments. These efforts may not be effective or sufficient to offset our expenses, and may themselves have adverse impacts, such as loss of continuity or accumulated knowledge, limited technological support on legacy products, inefficiency during transitional periods, distraction, and potential challenges operating our business with fewer resources. For example, in 2024 we reduced our employee workforce by approximately 25%, and various members of our management team departed from their operational roles and in 2025 we further reduced our employee workforce and continued to wind down certain non-strategic businesses. The departure of employees may create a loss of accumulated knowledge, inefficiency, and other challenges to operating our business. If we fail to efficiently execute on these plans to restructure, or if the benefits from these efforts are not achieved on the timeline or to the extent we expect, our business may be harmed and we may fail to achieve or maintain profitability.

The markets in which we participate are highly competitive, and if we do not compete effectively, our business, financial condition, and results of operations could be harmed.

The markets in which we operate are highly competitive. Specifically, we have faced and may continue to face competition as a result of:

- rapid technological change, such as the rise of AI, and machine learning and increasing use of data and trained models as well as changing customer needs, requirements and preferences;
- the impact of evolving industry standards and changing regulations, which may affect us differently than some our competitors, including, for example, increased costs for advertisers to target users due to changes in the data privacy landscape;
- reduced supply from game publishers, who may also use channels beyond in-app advertising to grow revenue;
- the development of alternative solutions by a significant number of companies, including other gaming and ad-tech companies;
- lower prices or free solutions offered by our competitors, some of whom may offer more favorable payment terms to publishers;
- the introduction of alternative solutions by larger, more experienced companies that offer 2D and 3D design solutions in the industries in which we currently operate or may expand into; and
- mergers, acquisitions and other strategic relationships amongst our competitors which may allow them to provide more comprehensive offerings or achieve greater economies of scale than us, and which may introduce new competitors in our markets.

Our competitors include other game development engines and platforms and large technology and ad-tech companies, many of which have greater name recognition, longer operating histories, more established customer relationships, larger marketing budgets and greater financial and operational resources than we do. We cannot assure you that we will not be forced to engage in price-cutting or revenue limiting initiatives, change payment terms or increase our advertising and other expenses to attract and retain customers in response to competitive pressures.

In addition, some of our competitors are also our partners and/or customers. We compete to various degrees on the basis of price, technical performance, product features, system compatibility, quality and sales and technical support. These competitors may decide to stop buying our products, compete more aggressively with us, use technical capabilities to hinder the performance of our products, or use our products or the information they obtain about or derived from our products and technology to develop or improve their own competing solutions, which could materially and adversely affect our business, financial condition and results of operations.

If we are unable to compete successfully against our current or future competitors, it could result in the failure of our platform and products to continue to achieve or maintain market acceptance, which would harm our business, financial condition, and results of operations.

If we are unable to further expand into adjacent business areas or new industries, or if our solutions for any new business area or industry fail to achieve market acceptance, our growth and operating results could be adversely affected, and we may be required to reconsider our growth strategy.

Our growth strategy is based, in part, on expanding into new industries beyond gaming and adjacent product expansion. For example, the market for interactive RT3D and 2D content in industries beyond gaming is still developing, and it is uncertain whether this market will develop as we expect, how rapidly it will develop and how much it will grow. Our success in these markets will depend, to a substantial extent, on the widespread adoption of our products as an alternative to existing solutions, such as traditional 2D and 3D modeling and rendering tools, or adoption by customers that are not currently using any software solutions. Market acceptance of our platform in industries beyond gaming may not grow as we expect and if our platform does not achieve widespread adoption in these other markets, our ability to grow our revenue may suffer.

Similarly, the market for programmatic advertising and Connected TV ("CTV") solutions is highly competitive and evolving, and it is uncertain whether our expansion into these gaming-adjacent verticals will develop as we expect. Our success will depend on our ability to compete with incumbent demand-side and supply-side advertising platforms, as well as the widespread adoption of our advertising technology by agencies and brands that have historically relied on traditional media or closed digital ecosystems. Market acceptance of our solutions in these areas may be hindered by our ability to provide comparable scale, targeting, and transparent measurement relative to established competitors. If our programmatic and CTV offerings do not achieve widespread adoption, or if we are unable to effectively capture advertising spend from outside of our core gaming audience, our ability to grow our revenue and diversify our business may suffer.

We are also expanding our In-App Purchase ("IAP") solutions, designed to support developers across a variety of alternative payment processing and monetization platforms. The success of these offerings depends on our ability to maintain seamless technical integration with a variety of third-party payment service providers while ensuring compliance with the evolving requirements of major platform providers and complex regulatory requirements. Platform providers may introduce new fee structures or technical hurdles relating to external payment flows that increase friction for users, reduce conversion rates, and diminish the economic benefit of our IAP offering to our customers. If we cannot effectively manage these complexities, our ability to grow our payment processing-related revenue could be adversely affected.

The investments we make to expand into new or adjacent industries will continue to increase our costs and operating expenses on an absolute basis. We expect to invest in sales and marketing resources to develop and expand the use of our solutions by customers in these industries, and we will need to increase our sales and marketing, legal and compliance and other efforts as we seek to expand into additional industries that often require a different go-to-market strategy than the gaming industry. These investments may occur in advance of our realization of significant revenue from such industries, particularly in industries characterized by enterprise customers with long contracting cycles, which will make it difficult to determine if we are allocating our resources effectively and efficiently. If the revenue we

derive from these investments is not sufficient to achieve a return on investment, our business and results of operations would suffer.

Our business relies in part on strategic relationships. If we are unable to maintain favorable terms and conditions and business relations with respect to our strategic relationships, our business could be harmed.

We rely in part on strategic partnerships and other strategic relationships with hardware, operating system, device, game console, and other technology providers in order to be able to offer our customers the ability to deploy their content on a variety of third-party platforms. If any of these third parties were to suspend, limit or cease their operations or otherwise terminate their relationships with us, our results of operations could be adversely affected. Our agreements with our strategic partners are non-exclusive and typically have multi-year terms. We may have disagreements or disputes with these parties that could negatively impact or threaten our relationship with them. We may not be successful in sourcing additional strategic partnerships or relationships or in retaining or extending our existing relationships with the parties with whom we currently have relationships, including as a result of acquisitions by competitors of our strategic partners or strategic partners themselves becoming competitors. If we are unable to source additional strategic relationships or the parties with whom we currently have strategic relationships were to terminate their relationship with us, our revenue could decline and our business could be adversely affected.

We are dependent on the success of our customers in the gaming market. Adverse events relating to our customers or their games could have a negative impact on our business.

Our gaming customers use our platform and solutions to create and/or operate their games, which are ultimately sold or distributed to an end user. As a result, our success depends in part on the ability of our customers to market and sell games that are created or operated with our solutions. If our customers' marketing efforts for their games are unsuccessful or if our customers experience a decrease in demand for their games, sales of our Create Solutions and our Grow Solutions could be reduced. The gaming market is characterized by intense competition, rapid technological change, increased focus by regulators, and economic uncertainty, and there is no guarantee that any of our customers' games will gain any meaningful traction with end users. While our large and diverse customer portfolio has helped to reduce the fluctuations in our Grow Solutions revenue as a whole resulting from the success of customers' games and the timing of game releases, we cannot assure you that the size and diversification of our customer portfolio will sufficiently mitigate this risk.

We may fail to realize the possible platform advantages between our Create and Grow Solutions, or those advantages may take longer to realize than expected.

We believe that there are significant benefits and advantages that may be realized through leveraging our Create and Grow Solutions. However, the efforts to realize these benefits and advantages is a complex process. The full benefits of these advantages may not be realized as expected or may not be achieved within the anticipated time frame, or at all. In addition, we may incur additional or unexpected costs in order to leverage the advantages of being a single platform designed to deliver value to developers across the entire lifecycle. Failure to achieve these platform advantages could adversely affect our results of operations or cash flows, cause dilution to our earnings per share, and negatively impact our stock price.

Our results of operations have fluctuated in the past and are expected to fluctuate in the future, making it difficult to project future results, and if we fail to meet the expectations of securities analysts or investors with respect to our results of operations, our stock price, and the value of your investment could decline.

Our results of operations have fluctuated in the past and are expected to fluctuate in the future due to a variety of factors, many of which are outside of our control. As a result, our past results may not be

indicative of our future performance. In addition to the other risks described herein, factors that may affect our results of operations include the following:

- fluctuations in demand for, usage of, or pricing of our solutions;
- changes in the mix of solutions purchased by our customers;
- demand for our gaming customers' products and their ability to monetize those products, which in turn can have a significant impact on our revenue-share and consumption-based solutions;
- timing and amount of our investments to expand the capacity of our third-party cloud hosting providers;
- seasonality, especially with respect to our Grow Solutions, which tend to generate higher revenue during periods of increased time spent on entertainment, such as holidays;
- downturns or upturns in our sales which may not be immediately reflected in our financial position and results of operations;
- timing of customer budget cycles, purchases--including longer sales cycles for enterprise customers--and usage of our platform;
- market conditions and risks associated with the gaming industry, including the popularity, price and timing of release of games, changes in consumer demographics, the availability and popularity of other forms of entertainment, public tastes and preferences;
- timing of updates and new features on our platform, or the release of new product offerings and our investments to support these features and offerings;
- fluctuations or delays in purchasing decisions by customers in anticipation of new solutions or enhancements by us or our competitors;
- amount and timing of payment for operating expenses, particularly research and development and sales and marketing expenses, including commissions, many of which occur in advance of the anticipated benefits resulting from such expenses;
- amount and timing of non-cash expenses, including stock-based compensation, amortization of acquired intangibles and acquisition-related expenses;
- amount and timing of costs associated with recruiting, training and integrating new employees and retaining and motivating existing employees;
- timing of acquisitions and costs associated with integrating acquired companies;
- uncertain macroeconomic conditions, including changing international trade relations, as well as conditions specifically affecting industries in which our customers operate, which can impact customer spending and result in longer deal cycles;
- incorrect estimates or judgments relating to our critical accounting policies;
- impact of new accounting pronouncements or changes in accounting principles;
- costs that we incur in order to comply with changing regulatory, tax or legal requirements, especially with respect to AI, privacy and security matters; and
- significant security breaches of, technical difficulties with or interruptions to the delivery and use of our platform.

Any of these and other factors, or the cumulative effect of some of these factors, may cause our results of operations to vary significantly. If our quarterly results of operations fall below the expectations of investors and securities analysts who follow our stock, the price of our common stock could decline substantially, and we could face costly lawsuits, including securities class action suits.

Operating system platform providers or application stores may change terms of service, policies or technical requirements applicable to us or our customers, which could adversely impact our business.

We and our customers are subject to the standard policies and terms of service of the operating system platforms on which we create, run and monetize applications and content, as well as policies and terms of service of the various application stores, such as the Apple App Store or Google Play Store, which make our customers' applications and content available to end users. Each of these operating system platforms and stores has broad discretion to change and interpret its terms of service and policies. Each may also change its fee structure, add fees associated with access to and use of its platform, alter how customers are able to advertise or monetize on their platform, change how the personal or other user information is made available to application developers on their platform, limit the use of personal information for advertising purposes or restrict how end users can share information on their platform or across other platforms.

In particular, operating system platform providers or application stores such as Apple or Google have in the past and may in the future change their technical requirements or policies in a manner that adversely impacts the way in which we or our customers offer solutions or collect, use, and share data from end-user devices. Restrictions on our ability to offer solutions or collect and use data as desired could negatively impact our Create Solutions and Grow Solutions as well as our resource planning and feature development planning for our software. Changes to their technical requirements or policies may adversely impact solutions that we may offer including, for example, our IAP solution, and could lead to increased compliance costs, higher effective fee structures for our clients, or increased technical friction that could degrade the user experience and efficacy of our offerings, and ultimately harm our business.

If we or our customers violate, or are accused of violating, these terms of service or policies—which are frequently subject to change and lack clear or consistent interpretation by the platform providers—an operating system platform provider or application store could limit or discontinue our or our customers' access to its platform or store. Our business may also be harmed by inconsistent or non-uniform enforcement of these policies across our industry, which can create an unlevel playing field or sudden disruptions to our operations. Any limitation on or discontinuation of our or our customers' access to any third-party platform or application store could adversely affect our business, financial condition, or results of operations.

Furthermore, increased scrutiny of the industry by regulatory bodies may ultimately lead to more onerous regulatory frameworks (e.g., various upcoming application store accountability regulations) or fundamental shifts in how platform providers enforce their policies. For example, regulatory actions involving competitors regarding potential policy violations may increase the likelihood of platform-wide crackdowns or more restrictive terms of service that could adversely affect our business, financial condition, or results of operations.

The actions of third parties with whom we do business may put our business and results of operations at risk.

We rely on third parties, including our strategic partners, for various aspects of our business, including deep technology collaborations, co-marketing, advertising partners, ad mediation services, ad attribution partners, development services agreements, and revenue share arrangements. Their actions may put our business, reputation, and brand at risk. In many cases, third parties may be given access to sensitive and proprietary information or personal information in order to provide services and support to our teams or customers, and they may misappropriate and engage in unauthorized use of our information, technology or customers' data. In addition, the failure of these third parties to provide adequate services and technologies, or the failure of the third parties to adequately maintain or update their services and technologies, could result in a disruption to our business operations. For example, we rely on ad attribution partners to accurately and reliably perform mobile measurement and attribute ad impressions. Any failure of those services may result in a reduction in the number of ads attributed to our ad platform and a resulting reduction in our revenue and the revenue realized by our ad publishers. Further, disruptions in the mobile application industry, financial markets, economic downturns, poor

business decisions, or reputational harm may adversely affect our partners and may increase their propensity to engage in fraud or otherwise illegal or improper activity which could harm our business reputation, and they may not be able to continue honoring their obligations to us, or we may cease our arrangements with them. Similarly, we rely on third-party mediation platforms, some of which operate or are affiliated with competing advertising networks, to access a significant amount of our advertising inventory. Alternative arrangements and services may not be available to us on commercially reasonable terms or at all and we may experience business interruptions upon a transition to an alternative partner or vendor. If we lose one or more business relationships, or experience a degradation of services, our business could be harmed and our financial results could be adversely affected.

We use resellers and other third parties to sell, market, and deploy our solutions to a variety of customers, and our failure to effectively develop, manage, and maintain our indirect sales channels would harm our business.

We use resellers and other third parties to sell, market, and deploy our Create Solutions to a variety of customers, particularly in industries beyond gaming. For example, we currently leverage an indirect value-added reseller network to cost effectively service our mid-sized, small and independent Create Solutions customers and we engage in cooperative marketing efforts with strategic partners. Loss of or reduction in sales through these third parties could reduce our revenue. Identifying and retaining resellers and strategic partners, training them in our technology and solutions, and negotiating and documenting relationships with them, requires significant time and resources. We cannot assure you that we will be able to maintain our relationships with our resellers or strategic partners on favorable terms or at all.

Our resellers may cease marketing or reselling our platform with limited or no notice and without penalty. Further, a substantial number of our agreements with resellers are non-exclusive such that those resellers may offer customers the solutions of several different companies, including solutions that compete with ours. Our resellers may favor our competitors' solutions or services over ours, including due to incentives that our competitors provide to resellers. One or more of our resellers could be acquired by one of our competitors, which could adversely affect our ability to sell through that reseller. If our resellers do not effectively sell, market or deploy our solutions, choose to promote our competitors' solutions, or otherwise fail to meet the needs of our customers, our ability to sell our solutions could be adversely affected.

Our direct sales force targets larger customers, and sales to these customers involve risks that may not be present or that are present to a lesser extent with respect to sales to smaller customers.

We utilize a direct sales organization to increase adoption within larger enterprise customers and to expand into new industries, where potential customers are typically larger organizations. The success of our Grow Solutions also depends in part on larger enterprise customers. Sales to larger customers involve risks that may not be present or that are present to a lesser extent with sales to smaller customers, such as longer sales cycles, more complex customer requirements, substantial upfront sales costs, and less predictability in completing some of our sales. If we do not effectively expand our direct sales or technical capabilities to address these industries effectively or develop effective sales and marketing strategies for those industries, or if we focus our efforts on non-gaming industries that end up being slow adopters of our platform and solutions, our ability to increase sales of our platform and solutions to industries and for use cases outside gaming will be adversely affected.

We provide service-level agreement commitments related to certain of our customers. If we fail to meet these contractual commitments, our business could be harmed.

Certain of our customers are entitled to service-level agreements commitments. If we are unable to meet the stated service-level commitments, including failure to meet the uptime and response time requirements under our customer agreements, we may be subject to significant financial and operational liabilities. Beyond the risk of contract terminations or suspensions, failures to meet these obligations may require us to provide service credits, refunds, or other remediation. In some instances, the cumulative cost of these remedies, combined with the operational resources required to remediate any underlying

technical issues, could render specific customer deals or broader service offerings unprofitable. Any service-level failures could also damage our reputation, which could also adversely affect our business, financial condition and results of operations.

If we fail to offer high-quality support, our ability to retain and attract customers could suffer.

Our customers rely on our sales, customer success and customer support personnel and tools to resolve issues and realize the full benefits that our platform provides. High-quality support is important for the retention of our existing customers and expanding their use of our platform. The importance of these functions will increase as we expand our business, pursue new customers, offer new products and seek to expand the use of our platform and solutions, including by enterprise customers in new industries outside of gaming. If we do not help our customers quickly resolve issues and provide effective ongoing support, our ability to maintain and expand our solution to existing and new customers could suffer, and our reputation with existing or potential customers could suffer.

Our business could be disrupted by catastrophic events, including natural disasters, health pandemics, militarization, or war.

Any catastrophic event, including earthquake, fire, flood, tsunami or other weather event, power loss, telecommunications failure, software or hardware malfunction, cyber-attack, war or terrorist attack, explosion, or pandemic could impact our business. In particular, our corporate headquarters are located in the San Francisco Bay Area, a region known for seismic activity, and are thus vulnerable to damage in an earthquake. Our insurance coverage may not compensate us for losses that may occur in the event of an earthquake or other significant natural disaster. If any disaster were to occur, our ability to operate our business at our facilities could be impaired and we could incur significant losses, require substantial recovery time and experience significant expenditures in order to resume operations. If we are unable to develop adequate plans to ensure that our business functions continue to operate during and after a disaster and to execute successfully on those plans in the event of a disaster or emergency, our business would be harmed. In addition, certain of our operations or those of our customers could be impacted by militarization, war and other geopolitical disputes, including any renewal of the recent conflict in and around Israel, where we have a significant number of employees, any escalation of hostilities or conflict between China and Taiwan, which could adversely impact availability of computing components and resources, any of which could adversely affect our results of operations and business condition.

Our current operations are and will continue to be global in scope, creating a variety of operational challenges.

We currently have operations and customers across all major global markets. We also have a sales presence in multiple countries. We expect that our global activities will continue to grow for the foreseeable future as we continue to pursue growth opportunities, which will require significant dedication of management attention and financial resources.

Our current and future global business and operations involve a variety of risks, including:

- slower than anticipated availability and adoption of our platform by creators outside the U.S., for example, in China where we experienced softness throughout 2023 and 2024;
- the need to adapt and localize our platform for specific countries;
- maintaining our company culture, which emphasizes developing and launching new and innovative solutions and which we believe is essential to our business, across all of our offices globally and requires aligning our values across cultures and viewpoints;
- difficulty collecting accounts receivable and potential for longer payment cycles, including due to disruptions or delays in global payment operations, and international payments or money transfers resulting from trade restrictions or sanctions or banking processes and procedures adopted in response;
- increased reliance on resellers and other third parties for our global expansion;

- burdens of complying with a variety of foreign laws, including costs associated with legal structures, accounting, statutory filings and tax liabilities;
- stringent and evolving regulations relating to privacy and data security and the unauthorized use of, or access to, commercial and personal information, particularly in Europe and China and certain U.S. states;
- differing and potentially more onerous labor regulations and practices, especially in Europe;
- challenges inherent in efficiently managing, and the increased costs associated with, having a geographically diverse workforce, including the need to implement appropriate systems, policies, benefits, statutory equity requirements and compliance programs that are specific to each jurisdiction;
- changes in trade relations, particularly between the U.S. and China, regulations, laws or enforcement, including changes to export control restrictions, economic sanctions, and trade embargoes;
- difficulties in managing a business in new markets with diverse cultures, languages, customs, legal systems, alternative dispute systems, and regulatory systems;
- increased travel, real estate, infrastructure and legal compliance costs associated with multiple global locations and subsidiaries;
- currency exchange rate fluctuations and the resulting effect on our revenue and expenses, and the cost and risk of hedging transactions;
- higher levels of credit risk and payment fraud, particularly the risk that excessive fraudulent activity could harm our ability to meet credit card association merchant standards and our right to accept credit cards for payment;
- restrictions on the transfer of funds, such as limitations on our ability to reinvest earnings from operations in one country to fund the capital needs of our operations in other countries;
- laws and business practices favoring local competitors or general market preferences for local vendors;
- reduced or uncertain intellectual property protection or difficulties obtaining, maintaining, protecting or enforcing our intellectual property rights, including foreign government interference with our intellectual property that resides outside of the U.S.;
- political instability, societal unrest, hostilities, war, or terrorist activities, including in Israel or the surrounding region where a significant portion of our Grow Solutions team is located; and subsequent retaliatory measures and sanctions;
- exposure to liabilities under anti-corruption and anti-money laundering laws, including the U.S. Foreign Corrupt Practices Act ("FCPA"), U.S. bribery laws, the United Kingdom ("UK") Bribery Act, and similar laws and regulations in other jurisdictions; and
- adverse tax burdens and foreign exchange controls that could make it difficult to repatriate earnings and cash.

We invest substantial time and resources to grow our business in markets outside the U.S. and if we are unable to do so successfully and in a timely manner, our business and results of operations will suffer.

Indemnity provisions in various agreements to which we are a party potentially expose us to substantial liability for infringement, misappropriation or other violation of intellectual property rights, data protection and other losses.

Our agreements with our customers and other third parties may include indemnification provisions under which we agree to indemnify or otherwise be liable for losses suffered or incurred as a result of

certain claims relating to or arising from our software, services, platform, our acts or omissions under such agreements or other contractual obligations. In some cases, the liability is not limited and we may still incur substantial liability related to such agreements, and we may be required to cease providing certain functions or features on our platform as a result of any such claims. Even if we succeed in contractually limiting our liability, such limitations may not be enforceable. Any dispute with a customer or other third party with respect to such obligations could have adverse effects on our relationship with such customer or other third party and other existing or prospective customers, reduce demand for our platform and adversely affect our business, financial conditions and results of operations. In addition, our insurance may not be adequate to indemnify us for all liability that may be imposed on us or otherwise protect us from liabilities or damages with respect to claims, including claims on such matters as alleged compromises of customer data, which may be substantial. Any such coverage may not continue to be available to us on acceptable terms or at all.

We are exposed to collection and credit risks, which could impact our operating results.

Our accounts receivable are subject to collection and credit risks, which could impact our operating results. Our Create Solutions typically include purchase commitments for a one- to three-year subscription, which may be invoiced over multiple reporting periods, increasing these risks. We rely on payments from advertisers in order to pay our Grow Solutions customers their revenue earned from our monetization solutions. We are generally obligated to pay our customers for revenue earned within a negotiated period of time, regardless of whether or not our advertisers have paid us on time, or at all. As a result, we can face a timing issue with our accounts payable on shorter cycles than our accounts receivable, requiring us to remit payments from our own funds, and accept the risk of bad debt. Businesses that are good credit risks at the time of sale may become bad credit risks over time. In times of economic recession, the number of our customers who default on payments owed to us tends to increase. Our operating results may be impacted by significant bankruptcies among customers, which could negatively impact our revenue and cash flows. We cannot assure you that our processes to monitor and mitigate these risks will be effective. If we fail to adequately assess and monitor our credit risks, we could experience longer payment cycles, increased collection costs and higher bad debt expense, and our business, operating results and financial condition could be harmed.

Fluctuations in currency exchange rates could harm our operating results and financial condition.

We offer our solutions to customers globally and have operations globally. Although the majority of our cash generated from revenue is denominated in U.S. dollars, revenue generated and expenses incurred by our subsidiaries outside of the U.S. are often denominated in the currencies of the local countries. As a result, our consolidated U.S. dollar financial statements have been and will continue to be subject to fluctuations due to changes in exchange rates as the financial results of our non-U.S. subsidiaries are translated from local currencies into U.S. dollars. In particular, the strengthening of the U.S. dollar could continue to negatively impact our business. Our financial results are also subject to changes in exchange rates that impact the settlement of transactions in non-local currencies. Because we conduct business in currencies other than U.S. dollars but report our results of operations in U.S. dollars, we also face remeasurement exposure to fluctuations in currency exchange rates, which could hinder our ability to predict our future results and earnings and could materially impact our results of operations. We do not currently engage in currency hedging activities to limit the risk of exchange fluctuations and, as a result, our financial condition and operating results have been and could continue to be adversely affected by such fluctuations.

We may require additional capital to support the growth of our business, and this capital might not be available on acceptable terms, if at all.

We cannot be certain when or if our operations will generate sufficient cash to fully fund our ongoing operations or the growth of our business. We intend to continue to make investments to support our business and may require additional funds to do so, including the need to develop new solutions, products, services or enhance our existing solutions, products or services, enhance our operating infrastructure, expand globally and acquire complementary businesses and technologies. In addition, we may need to take other measures that would impact our liquidity. For example, under certain conditions

we may be required to repurchase the third-party interest in our Unity China venture, which would impact our liquidity. If we incur additional debt, new debt holders would have rights senior to holders of common stock to make claims on our assets, along with our existing creditors, and the terms of any such debt could significantly restrict our operations and other activities, including our ability to make investments, and repurchase our securities. Furthermore, if we issue additional equity or convertible securities, existing stockholders will experience dilution, and the new securities could have rights senior to those of holders of our common stock. Our inability to obtain adequate financing on terms satisfactory to us, or at all, when we require it, could significantly limit our ability to continue to support our business growth, respond to business challenges, expand our operations or otherwise capitalize on our business opportunities due to lack of sufficient capital, which could harm our business, operating results, and financial condition. Even if we are able to raise such capital, it may not enable us to achieve better operating results or grow our business.

Risks Related to Our Platform and Technology

If we do not make our platform, including new versions or technology advancements, easier to use or properly train customers on how to use our platform, our ability to broaden the appeal of our platform and solutions and to increase our revenue could suffer.

Our platform can be complex to use, and our ability to expand the appeal of our platform depends in part on ensuring that it can be used by a variety of creators. While certain features of our solutions are designed to address the needs of professional developers, we believe that our ability to expand adoption of our platform will depend in part on our ability to address the needs of creators with varied needs, preferences, and levels of expertise, as well as new categories of creators and end users in industries beyond gaming such as automotive, retail, manufacturing, healthcare, public sector, and robotics, architecture, civil and mechanical engineering, and design and construction. If we fail to effectively integrate AI and advanced technologies to simplify our user experience and broaden our appeal to creators of varying expertise—including those in non-gaming industries—users may migrate to or adopt in the first instance more accessible solutions, and our business may be harmed. Accordingly, it is important to our future success that we continue to increase the accessibility of our platform.

In order to get full use of our platform, users generally need training. We provide a variety of training resources to our customers, and we will need to continue to maintain and enhance the breadth and effectiveness of our training resources as the scope and complexity of our platform increase. Historically, most of our developers have been software engineers or have coding experience. As we expand into other industries, we must successfully make our tools and training accessible to creators and users who may not have significant software engineering or coding experience, which means that we must adapt our training accordingly, to drive adoption of our products in these industries. If we do not provide effective training resources for our customers on how to efficiently and effectively use our platform, our ability to grow our business will suffer, and our business and results of operations may be adversely affected. Additionally, when we announce or release new versions of our platform or advancements in our technology, we could fail to sufficiently explain or train our customers on how to use such new versions or advancements or we may announce or release such versions prematurely. These failures may lead to our customers being confused about use of our offerings or expected technology releases, and our ability to grow our business, results of operations, brand and reputation may be adversely affected. Such failures have in the past led to customers expressing frustration with our platform on social media and other internet sites.

If we or the third parties with whom we work experience a security breach or unauthorized parties otherwise obtain access to our customers' data, our data, or our platform, our platform may be perceived as not secure, our reputation may be harmed, our business operations may be disrupted, demand for our solutions may be reduced, and we may incur significant liabilities.

Operating our business and platform involves the collection, processing, storage and transmission of sensitive, proprietary and confidential information, including personal information of our personnel,

customers and their end users, our proprietary and confidential information and the confidential information and confidential intellectual property we collect from our partners, customers and creators.

Cyber-attacks, malicious internet-based activity, online and offline fraud, and other similar activities threaten the confidentiality, integrity, and availability of our sensitive information and information technology systems, and those of the third parties with whom we work. Such threats are prevalent and continue to rise, are increasingly difficult to detect, and come from a variety of sources, including traditional computer "hackers," threat actors, "hacktivists" organized criminal threat actors, personnel (such as through theft, misuse, or accident), sophisticated nation states, and nation-state-supported actors.

During times of war and other major conflicts, we, the third parties with whom we work, and our customers may be vulnerable to a heightened risk of these attacks, including retaliatory cyber-attacks, that could materially disrupt our systems and operations, supply chain, and ability to produce, sell and distribute our services. For example, the increased hostilities and militarization in and around Israel, where a significant part of our Grow Solutions operations is based, may lead to an increase in politically motivated cyber-attacks which could impact our operations and harm our business.

We and the third parties with whom we work are subject to a variety of constantly evolving threats, including but not limited to, computer malware (including as a result of advanced persistent threat intrusions), software bugs and vulnerabilities, malicious code, viruses and worms, social engineering (including through deep fakes, which are increasingly more difficult to identify as fake, spear phishing and ransomware attacks), denial-of-service attacks, credential stuffing attacks, credential harvesting, personnel misconduct or error, supply chain attacks, server malfunctions, software or hardware failures, loss of data or other information technology assets, adware, telecommunications failures, attacks enhanced or facilitated by AI and other similar threats.

Such threats have become more prevalent in our industry in recent years and the emergence of new AI technologies presents risks of further vulnerabilities. For example, attempts by malicious actors to fraudulently induce our personnel into disclosing usernames, passwords or other information that can be used to access our systems have increased and could be successful. Ransomware attacks are becoming increasingly prevalent and severe and can lead to significant interruptions, delays, or outages in our operations, loss of data, loss of income, significant extra expenses and resources to restore data or systems, reputational harm, and the diversion of funds. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting payments. Our security measures could also be compromised by personnel, theft or errors, and have been in the past and may in the future be insufficient to prevent harm resulting from security vulnerabilities in our platform or the software or systems on which we rely. Additionally, our remote workforce poses increased risks to our IT assets and data. Future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities' systems and technologies. Furthermore, we may discover security issues that were not found during due diligence of such acquired or integrated entities, and it may be difficult to integrate companies into our information technology environment and security program.

We take steps designed to detect, mitigate, and remediate vulnerabilities in our information security systems, platform, and solutions. Investigations into potential incidents and insecure configurations of our services and the software we use are also an integral part of our security program. For example, we detected through our bug bounty program a vulnerability in our product that we released patched versions for in October 2025. However we have not always been, and may in the future not be, able to detect, mitigate, and remediate all such vulnerabilities. Moreover, we have experienced and may in the future experience delays in developing and deploying remedial measures and patches designed to address any identified vulnerabilities. Any such remediation or patching may also be costly, difficult or impractical to implement. This is especially the case where there are multiple platforms or third-party partners involved and/or there is a lack of cooperation from other parties necessary for remediation. Security incidents could also damage our IT systems, our ability to provide our products and services, and our ability to

make the financial reports and other public disclosures required of public companies. Additionally, vulnerabilities in our products may cause reputational harm resulting in customer loss, and it also may lead to legal liability if such vulnerabilities are exploited before we are able to release patches. Threat actors have used, and may in the future use, an initial compromise of one part of our environment to gain access to other parts of our environment, or to try to leverage a compromise of our networks or systems to gain access to the networks or systems of third parties with whom we work. They may also try to leverage potential vulnerabilities or other information in our platform or code for future attacks.

We rely on third parties to provide critical services that help us deliver our solutions and operate our business. In the course of providing their services, these third parties may support or operate critical business systems for us or store or process personal, sensitive, proprietary and/or confidential information on our behalf. Our ability to monitor these third parties' information security practices is limited and these third-party providers may not have adequate security measures, and have experienced and could experience in the future security incidents that compromise the confidentiality, integrity or availability of the systems they operate for us or the information they process on our behalf. Supply chain attacks are increasing in frequency, and we cannot guarantee that third parties' infrastructure in our supply chain or that of the third parties with whom we work have not been compromised. Certain of our third party suppliers have experienced and may in the future experience attacks that could impact us. Such occurrences could adversely affect our business to the same degree as if we had experienced these occurrences directly and we may not have recourse to the responsible third parties for the resulting liability we incur.

We employ a shared responsibility model where our customers are responsible for using, configuring and otherwise implementing security measures related to our platform, services and products in a manner that meets applicable cybersecurity standards, complies with laws, and addresses their information security risk. As part of this shared responsibility security model, we make certain security features available to our customers that can be implemented at our customers' discretion, or identify security areas or measures for which our customers are responsible. For example, our customers are responsible for implementing multi-factor authentication to access their accounts. In certain cases where our customers choose not to implement, or incorrectly implement, those features or measures, misuse our services, or otherwise experience their own vulnerabilities, policy violations, credential exposure or security breaches, even if we are not the cause of a resulting customer security issue or incident, our customer relationships reputation, and revenue may be adversely impacted.

Because there are many different cybercrime and hacking techniques and such techniques continue to evolve, we have in the past been and may in the future be unable to anticipate attempted security breaches, react in a timely or effective manner or implement adequate preventative measures. While we have developed systems and processes designed to protect the integrity, confidentiality and security of our and our customers' confidential, proprietary, and personal information under our control or under the control of third parties with whom we work, we cannot assure you that any security measures that we or our third-party service providers have implemented has been or will in the future be effective against current or future security threats. Security breaches and other incidents have occurred in the past, and may occur in the future, resulting in unauthorized, unlawful or inappropriate access to, inability to access, disclosure of or loss of sensitive, proprietary or confidential information.

A security breach or other security incident, or the perception that one has occurred, could result in a loss of customer confidence in the security of our platform and damage to our reputation and brand, reduce demand for our solutions, disrupt normal business operations, require us to incur material costs to investigate and remedy the incident and prevent recurrence, expose us to litigation, regulatory enforcement action, fines, penalties and damages and adversely affect our business, financial condition and results of operations. These risks are likely to increase as we continue to grow and process, store and transmit an increasingly large volume of data.

We have contractual and legal obligations to notify relevant stakeholders of security breaches or to take other actions, such as providing credit monitoring and identifying theft protection services. Most jurisdictions have enacted laws requiring companies to notify individuals, regulatory authorities and others

of security breaches involving certain types of data. In addition, our agreements with certain customers and partners may require us to notify them in the event of a security breach. Such mandatory disclosures are costly, could lead to negative publicity and may cause our customers to lose confidence in the effectiveness of our security measures.

A security breach could lead to claims by our customers, their end users or other relevant parties that we have failed to comply with contractual obligations to implement specified security measures. As a result, we could be subject to legal action or our customers could end their relationships with us. We cannot assure you that the limitations of liability in our contracts would be enforceable or adequate or would otherwise protect us from liabilities or damages. Security breaches could similarly result in enforcement actions by government authorities alleging that we have violated laws requiring us to maintain reasonable security measures.

Additionally, we cannot be certain that our insurance coverage will be adequate for data security liabilities actually incurred, will cover any indemnification claims against us relating to any incident, will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that 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 adversely affect our reputation, business, financial condition and results of operations.

In addition, we continue to expend significant costs to seek to protect our platform and solutions and to introduce additional security features for our customers, and we expect to continue to have to expend significant costs in the future. Any increase in these costs will adversely affect our business, financial condition and results of operations.

Interruptions, performance problems, or defects associated with our platform may adversely affect our business, financial condition, and results of operations.

Our reputation and ability to attract and retain customers and grow our business depend in part on our ability to operate our platform at high levels of reliability, scalability and performance, including the ability of our existing and potential customers to access our platform at any time and within an acceptable amount of time. Interruptions in the performance of our platform and solutions, whether due to system failures, computer viruses or physical or electronic break-ins, could affect the availability of our platform. We have experienced, and may in the future experience, disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, capacity constraints due to an overwhelming number of customers accessing our platform simultaneously, denial-of-service attacks or other security-related incidents.

It may become increasingly difficult to maintain and improve our performance, especially during peak usage times and as our customer base grows and our platform becomes more complex. If our platform is unavailable or difficult to update, or our solutions are difficult or time-consuming to update or if our customers are unable to access our platform within a reasonable amount of time or at all, we may experience a loss of customers, lost or delayed market acceptance of our platform, delays in payment to us by customers, injury to our reputation and brand, legal claims against us, significant costs of remedying these problems and the diversion of our resources. In addition, to the extent that we do not effectively address capacity constraints, upgrade our systems as needed and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business, financial condition and results of operations, as well as our reputation, may be adversely affected. For example, due to heightened concerns about the regulatory environment with respect to privacy and security matters, our customers are increasingly requesting audit certifications, such as SOC 2, Type II, that we have not yet achieved with respect to some of our offerings. Failure to achieve these certifications may adversely impact our ability to grow our business at the pace that may be expected by our investors. Additionally, material interruptions to our service due to security-related incidents may expose us to regulatory fines in certain jurisdictions where we operate even in the absence of data loss.

Further, the software technology underlying our platform is inherently complex and may contain material defects or errors, particularly when new solutions are first introduced or when new features or capabilities are released. We have from time to time found defects, errors or vulnerabilities in our platform and solutions, and new ones may be detected in the future by us or our users. For example, we announced and remediated a vulnerability in our platform in October 2025.

We cannot assure you that our existing platform and new offerings will not contain defects or vulnerabilities or that they will not be exploited. Any real or perceived errors, failures, vulnerabilities, or bugs in our platform could result in negative publicity or lead to data security, access, retention or other performance issues, all of which could harm our business. The costs incurred in correcting such defects, errors or vulnerabilities may be substantial and could harm our business. Such errors, defects and vulnerabilities often also require remediation efforts by our customers and other partners. Moreover, the harm to our reputation and legal liability we may incur related to such occurrences may be substantial and could similarly harm our business and adversely affect our results of operations and financial condition.

Any failure to obtain, maintain, protect or enforce our intellectual property and proprietary rights could impair our ability to protect our proprietary technology and our brand.

Our success depends to a significant degree on our ability to obtain, maintain, protect and enforce our intellectual property rights, including our proprietary technology, know-how and our brand, and we may not be able to adequately do so. 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, or fail to continuously innovate and advance our technology, our competitors could gain access to our proprietary technology and develop and commercialize substantially identical products, services or technologies. 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 or circumvented by others or invalidated or held unenforceable through administrative processes. In addition, we cannot assure you that our patent applications will result in issued patents, and we may be unable to obtain or maintain patent protection for our technology. In addition, any patents issued from pending or future patent applications or licensed to us 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 solutions and use information that we regard as proprietary to create products that compete with ours. Patent, trademark, copyright and trade secret protection may not be available to us in every country in which our solutions are available. The value of our intellectual property could diminish if others assert rights in or ownership of our trademarks and other intellectual property rights, or trademarks that are similar to our trademarks. We may be unable to successfully resolve these types of conflicts to our satisfaction. In some cases, litigation or other actions may be necessary to protect or enforce our trademarks and other intellectual property rights. Furthermore, third parties may assert intellectual property claims against us, and we may be subject to liability, required to enter into costly license agreements, required to rebrand our solutions or prevented from selling some of our solutions if third parties successfully oppose or challenge our trademarks or successfully claim that we infringe, misappropriate or otherwise violate their trademarks or other intellectual property rights. In addition, the laws of some foreign 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 expand our global activities, our exposure to unauthorized copying and use of our platform and proprietary information will likely increase. Moreover, policing unauthorized use of our technologies, trade secrets and intellectual property may be difficult, expensive and time-consuming, particularly in foreign countries where the laws may not be as protective of intellectual property rights as those in the U.S. and where mechanisms for enforcement of intellectual property rights may be weak. Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon, misappropriating or otherwise violating our intellectual property rights.

We enter into confidentiality and invention assignment agreements with our employees and consultants and enter into confidentiality agreements with other third parties, including suppliers and other

partners. However, we cannot guarantee that we have entered into such agreements with each party that has or may have had access to our proprietary information, know-how and trade secrets or that has or may have developed intellectual property in connection with their engagement with us. Moreover, we cannot assure you that these agreements will be effective in controlling access to, distribution, use, misuse, misappropriation, reverse engineering or disclosure of our proprietary information, know-how and trade secrets. Further, these agreements may not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our platform. These agreements may be breached, and we may not have adequate remedies for any such breach.

In order to protect our intellectual property rights, we may be required to spend significant resources to monitor and protect our intellectual property rights. For example, we have commenced in the past and may in the future commence litigation proceedings to enforce our intellectual property rights, such as rights under our software licenses, 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, and if such defenses, counterclaims or countersuits are successful, we could lose valuable intellectual property rights. Our inability to enforce our unique licensing structure, including financial eligibility tiers, and our inability to protect our proprietary technology against unauthorized copying or use, including circumvention of licensing or usage restrictions as well as any costly litigation or diversion of our management's attention and resources, could delay further sales or the implementation of our solutions, impair the functionality of our platform, delay introductions of new solutions, result in our substituting inferior or more costly technologies into our offerings, or injure our reputation.

We license and make available software and source code to customers. Although those customers are restricted in the manner in which they can use and share our software, we cannot assure you that unauthorized use or copying of our software or source code will not occur. Such copying and use has occurred in the past, and while we actively take steps to stop this activity, we may not always be successful. We also rely on periodic significant updates to our software to encourage our customers to access our software through us on a paying or, for qualified users, non-paying, basis. However, we cannot assure you that this strategy will be effective in ensuring that users are not circumventing licensing or usage restrictions or otherwise misusing or accessing our software on an unauthorized basis.

Our ability to acquire and maintain licenses to intellectual property may affect our revenue and profitability. These licenses may become more expensive and increase our costs.

While most of the intellectual property we use is created by us, we have also acquired rights to proprietary intellectual property that provide key features and functionality in our solutions. We have also obtained rights to use intellectual property through licenses and service agreements with third parties.

Proprietary licenses typically limit our use of intellectual property to specific uses and for specific time periods. If we are unable to maintain these licenses or obtain additional licenses on reasonable economic terms or with significant commercial value, our revenue and profitability may be adversely impacted. These licenses may become more expensive and increase the advances, guarantees and royalties that we may pay to the licensor, which could significantly increase our costs and adversely affect our profitability.

We have been and may in the future become subject to intellectual property disputes, which are costly and may subject us to significant liability and increased costs of doing business.

We have faced and may in the future, face intellectual property disputes. Such disputes and intellectual property litigation can be time-consuming and expensive to resolve and they divert management's time and attention. Companies in the internet, technology and gaming industries own large numbers of patents, copyrights, trademarks, domain names and trade secrets and frequently litigate allegations of infringement, misappropriation or other violations of intellectual property or other rights. Our technologies may not be able to withstand any third-party claims against their use. In addition, many

companies have the capability to dedicate substantially greater resources to enforce their intellectual property rights and to defend against claims that may be brought against them. Any litigation may also involve patent holding companies or other adverse patent owners that have no relevant product revenue, and therefore, our patents and patent applications may provide little or no deterrence as we would not be able to assert them against such entities or individuals. If a third party is able to obtain an injunction as a remedy for infringement of third-party intellectual property rights and if we cannot license or develop alternative technology, we may be forced to limit or stop sales of our solutions or cease business activities related to such intellectual property. In addition, we may need to settle litigation and disputes on terms that are unfavorable to us. Although we carry general liability insurance, our insurance may not cover potential claims of this type or may not be adequate to indemnify us for all liability that may be imposed. We cannot predict the outcome of lawsuits and cannot ensure that the results of any such actions will not have an adverse effect on our business, financial condition or results of operations. Any intellectual property claim asserted against us, or for which we are required to provide indemnification, may require us to do one or more of the following:

- cease selling or using solutions that incorporate 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 or rebrand the allegedly infringing solutions to avoid infringement, misappropriation or violation, which could be costly, time-consuming or impossible.

Even if the claims do not result in litigation or are resolved in our favor, there could be public announcements of the results of hearings, motions or other interim proceedings or developments and if securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. We expect that the occurrence of infringement claims is likely to grow as the market for our solutions grows. Accordingly, our exposure to damages resulting from infringement claims could increase, and this could further exhaust our financial and management resources.

We use open source software in our solutions, which could negatively affect our ability to sell our services or subject us to litigation or other actions.

We use open source software in our solutions, and we expect to continue to incorporate open source software in our solutions in the future. Few of the licenses applicable to open source software have been interpreted by courts, and these licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our products. Moreover, we cannot ensure that we have not incorporated open source software in our software in a manner that is inconsistent with the terms of the applicable license. Depending on the terms of certain of these licenses, we may be subject to certain requirements, including that we make source code available for modifications or derivative works we create based upon, incorporating or using the open source software and that we license such modifications or derivative works under the terms of applicable open source licenses. 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 solutions that contained the open source software and required to comply with onerous conditions or restrictions on these solutions, which could disrupt the distribution and sale of these solutions. From time to time, there have been claims challenging the ownership rights in open source software against companies that incorporate it into their products, and the licensors of such open source software provide no warranties or indemnities with respect to such claims. As a result, we and our customers could be subject to lawsuits by parties claiming ownership of what we believe to be open source software. Litigation could be costly for us to defend, or require us to devote additional research and development resources to change our solutions, either of which could harm our business. In

addition, although we employ open source software license screening measures, if we were to combine our proprietary software solutions with certain open source software in a particular manner we could, under certain open source licenses, be required to release the source code of our proprietary software solutions. Some open source projects have known vulnerabilities and architectural instabilities and are provided on an "as-is" basis which, if not properly addressed, could negatively affect the performance of our solution or lead to security incidents. If we inappropriately use or incorporate open source software subject to certain types of open source licenses that challenge the proprietary nature of our solutions, we may be required to re-engineer such solutions, discontinue the sale of such solutions or take other remedial actions.

Our business depends on the interoperability of our solutions across third-party platforms, operating systems, and applications, and on our ability to ensure our platform and solutions operate effectively on those platforms. If we are not able to integrate our solutions with third-party platforms in a timely manner, our business may be harmed.

One of the most important features of our platform and solutions is broad interoperability with a range of diverse devices, operating systems and third-party applications. Our customers rely on our solutions to create and simultaneously deploy content to a variety of third-party platforms. Similarly, we and our customers also rely on our solutions' interoperability with third-party platforms in order to deliver services. Currently, we support over 25 such platforms. Third-party platforms are constantly evolving, and we may not be able to modify our solutions to assure compatibility with that of other third parties following development changes within a timely manner. For example, third-party platforms frequently deploy updates to their hardware or software and modify their system requirements. The success of our business depends on our ability to incorporate these updates to third-party licensed software into our technology, effectively respond to changes to device and operating system platform requirements, and maintain our relationships with third-party platform owners. Our success also depends on our ability to simultaneously manage solutions on multiple platforms and our ability to effectively deploy our solutions to an increasing number of new platforms. Given the number of platforms we support, it can be difficult to keep pace with the number of third-party updates that are required in order to provide the interoperability our customers demand. If we fail to effectively respond to changes or updates to third-party platforms that we support, our business, financial condition, and results of operations could be harmed.

We rely upon third-party data centers and providers of cloud-based infrastructure to host our platform. Any disruption in the operations of these third-party providers, limitations on capacity or interference with our use could adversely affect our business, financial condition, and results of operations.

We currently serve our users from co-located data centers in the U.S. We also use various third-party cloud hosting providers such as Google Cloud, AWS, Azure, and Tencent to provide cloud infrastructure for our platform. Our Create Solutions and Grow Solutions rely on the operations of this infrastructure. Customers need to be able to access our platform at any time, without interruption or degradation of performance, and we provide some customers with service-level commitments with respect to uptime. In addition, our Grow Solutions and enterprise game server hosting depend on the ability of these data centers and cloud infrastructure to allow for our customers' configuration, architecture, features and interconnection specifications and to secure the information stored in these data centers. Any limitation on the capacity of our data centers or cloud infrastructure could impede our ability to onboard new customers or expand the usage of our existing customers, host our solutions or serve our customers, which could adversely affect our business, financial condition and results of operations. In addition, any incident affecting our data centers or cloud infrastructure that may be caused by cyber-attacks, natural disasters, fire, flood, severe storm, earthquake, power loss, outbreaks of contagious diseases, telecommunications failures, terrorist or other attacks and other similar events beyond our control could negatively affect the cloud-based portion of our platform. A prolonged service disruption affecting our data centers or cloud-based services for any of the foregoing reasons would negatively impact our ability to serve our customers and could damage our reputation with current and potential customers, expose us to liability, cause us to lose customers or otherwise harm our business.

We may also incur significant costs for using alternative providers or taking other actions in preparation for, or in response to, events that damage the third-party hosting services we use.

In the event that our service agreements relating to our data centers or cloud infrastructure 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, loss of revenue from revenue-share and consumption-based solutions, as well as significant delays and additional expense in arranging or creating new facilities and services or re-architecting our platform for deployment on a different data center provider or cloud infrastructure service provider, which could adversely affect our business, financial condition and results of operations.

Risks Related to Our Management, Talent, and Brand

Attracting, managing, and retaining our talent is critical to our success.

Our success and future growth depend upon the continued services of our management team and other key employees. Changes in our management team could disrupt our business. We have experienced significant management turnover in the last two years and any inability to successfully manage executive transitions, or to retain senior executives or key employees, or find adequate replacements, could disrupt our operations and harm our business.

In addition, we must attract and retain highly qualified personnel, such as software engineers because of the complexity of our solutions. We have had difficulty quickly filling certain open positions in the past, and we expect to have future hiring needs. Competition is intense, particularly in the San Francisco Bay Area and other areas in which we have offices, for engineers experienced in designing and developing cloud-based platform solutions, data scientists and engineers with experience in AI and ML, as well as experienced sales professionals. The market for AI and ML engineers and data scientists is extremely competitive and expensive and we have in the past faced, and continue to face, challenges in hiring and subsequently retaining such personnel. Failure to secure or retain adequate AI/ML talent could put us at a competitive disadvantage and result in slower product development. Failure to retain such talent could also result in the potential loss of valuable skills, know-how and intellectual property to competitors. New employees may not become as productive as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals. As a global workforce, we must align our company values across employees from different cultures and value systems, and often with employees who are geographically remote from one another. Failure to successfully create a cohesive company culture could harm our ability to attract and retain talent.

In addition, prospective and existing employees often consider the value of the equity awards they receive in connection with their employment. If the perceived or actual value of our equity awards declines, it may not be as effective an incentive for attracting, retaining, and motivating employees. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects would be harmed.

If we fail to maintain and enhance our brand, our ability to expand our customer base will be impaired and our business, financial condition, and results of operations may suffer.

We believe that maintaining and enhancing our brand reputation is important to our ability to compete and to support the marketing and sale of our platforms and products to new and existing customers and grow our strategic partnerships. Successfully maintaining and enhancing our brand will depend largely on the effectiveness of our marketing efforts, our ability to offer a reliable platform that continues to meet the needs and preferences of our customers at competitive prices, our ability to maintain our customers' trust, our ability to continue to develop new functionality to address a wide variety of use cases and our ability to successfully differentiate our platform from competitors. We have in the past and may in the future experience public scrutiny of our business decisions and announcements.

Our ability to manage potential social and ethical issues arising out of emerging technologies, including AI, could impact our brand and customer adoption of our solutions. Our brand promotion activities may not generate customer awareness or yield increased revenue, and even if they do, any

increased revenue may not offset the expenses we incur in building our brand. If we fail to successfully promote and maintain our brand, our business, financial condition and results of operations may suffer.

Risks Related to Laws, Regulations, and the Global Economy

We and the third parties with whom we work are subject to rapidly changing and increasingly stringent laws, regulations, contractual obligations, industry standards and other obligations relating to privacy, data security, and the protection of children. The restrictions and costs imposed by these requirements, or our actual or perceived failure to comply with them, could harm our business.

Our offerings, and particularly our Grow Solutions and their access to unique runtime data through our Developer Data Framework, rely on our ability to process sensitive, proprietary, confidential, and regulated information, including personal information, that belongs to us or that we, or the third parties with whom we work, handle on behalf of others such as our customers. These activities are regulated by an increasing number of federal, state, local, and foreign privacy and data security laws and regulations. These laws have become increasingly stringent and continue to evolve, requiring significant resources for compliance. Any actual or perceived noncompliance could result in litigation, regulatory proceedings, fines and civil or criminal penalties, obligations to cease offerings or to substantially modify our Grow Solutions in ways that make them less effective in certain jurisdictions, negative publicity, reduced overall demand for our platform and reduced returns on our Grow Solutions. As we continue to rebuild and enhance our ML stack and data infrastructure, we may encounter challenges in complying with data privacy and similar laws aimed at regulating technology.

Most jurisdictions in which we or our customers operate have adopted privacy and data security laws. For example, European privacy and data security laws, including the European Union's General Data Protection Regulation ("EU GDPR"), the European Union's Digital Services Act, the United Kingdom's GDPR ("U.K. GDPR") and others, impose significant and complex burdens on the processing of personal information and provide for robust regulatory enforcement and significant penalties for noncompliance. Regulators, courts, and platforms have increasingly interpreted privacy and data security laws to require opt-in consent to use cookies and similar technologies for personalization, advertising, and analytics. Any of these could increase our exposure to litigation or regulatory enforcement actions, increase our compliance costs, and adversely affect our business.

In addition, jurisdictions may enact or have already enacted data localization and cross-border data transfer laws. Certain countries have enacted or are considering enacting cross-border data transfer restrictions and laws requiring data residency. The EU GDPR, U.K. GDPR, and other European privacy and data security laws generally prohibit the transfer of personal information to countries outside the European Economic Area ("EEA"), such as the U.S., that are not considered by some authorities as generally providing an adequate level of data protection.

The various mechanisms that may be used to comply with these data localization and other requirements are subject to legal challenges, and the future of cross-border data transfers remains uncertain, which could increase the cost and complexity of doing business. If we cannot maintain a valid mechanism for cross-border personal information transfers, we may face increased exposure to regulatory actions, litigation, penalties, data processing restrictions or bans, and reduced demand for our services. Loss of our ability to import personal information from Europe and elsewhere may also require us to increase our data processing capabilities outside the U.S. at significant expense.

Similarly, China's Personal Information Protection Law and Data Security Law, Canada's Personal Information Protection and Electronic Documents Act, related provincial laws, and Canada's Anti-Spam Legislation, Israel's Privacy Protection Law 5741-1981, and new and emerging privacy and data security regimes in other jurisdictions in which we operate, broadly regulate the processing of personal information and impose comprehensive compliance obligations and penalties.

In the U.S., federal, state, and local governments have enacted numerous privacy and data security laws, such as, the Telephone Consumer Protection Act ("TCPA"), which imposes various consumer

consent requirements and other restrictions on telemarketing activity and violations of which, or similar laws enacted by states, can result in significant financial penalties. In addition, the CCPA, which applies to personal information of consumers, business representatives, employees, and other individuals with whom we interact, imposes a number of obligations on covered businesses, including requirements to respond to requests from California residents related to their personal information and contains significant potential penalties for noncompliance.

Other states have enacted or are considering enacting privacy and data security laws, and our actual or perceived noncompliance with these and other emerging state laws could harm our business. The U.S. Department of Justice has also adopted a new rule entitled Preventing Access to U.S. Sensitive Personal Data and Government-Related Data by Countries of Concern or Covered Persons, which limits our ability to provide access to certain US personal information to entities or employees located in certain countries of concern, thereby impacting usage of data by us and certain partners, impacting our ability to enter into certain investment agreements, and potentially limiting our ability to utilize employees in certain locations. Violations of the rule could lead to significant civil and criminal fines and penalties.

In addition, some of our solutions employ technology to help creators build augmented and virtual reality applications, and their use to recognize and collect information about individuals could be perceived as subject to emerging regulations relating to biometric privacy laws. Actual or perceived violations of the foregoing laws and regulations can lead to significant civil and/or criminal fines and penalties, and expose us to litigation and regulatory risks.

Another area of increasing focus by regulators is children's privacy. Enforcement of longstanding privacy laws, such as the Children's Online Privacy Protection Act ("COPPA"), has increased and may continue under the new generation of privacy and data security laws and regulations, such as the GDPR, CCPA, the UK's Information Commissioner's Office Age-Appropriate Design Code ("Children's Code"), and the California Age-Appropriate Design Code Act ("Design Code"), and similar laws enacted by other U.S. states. European regulators are expected to introduce guidance for age-appropriate design across all countries implementing the GDPR as well. We have previously been subject to claims related to the privacy of minors predicated on COPPA and other privacy and data security laws, and we may in the future face claims.

In addition to increasing government regulation, we have obligations relating to privacy and data security under our published policies and documentation, contracts and applicable industry standards. For example, we are subject to the Payment Card Industry Data Security Standard ("PCI DSS"), which requires companies to adopt certain measures to ensure the security of cardholder information, including using and maintaining firewalls, adopting proper password protections for certain devices and software, and restricting data access, and noncompliance which can result in significant penalties (up to \$100,000 per month imposed by credit card companies), litigation, damage to our reputation, and revenue losses.

We and our customers are increasingly subject to specialized regulations governing digital storefronts and in-app purchasing, particularly those focused on the protection of minors. For example, the Texas App Store Accountability Act and similar statutes enacted or proposed in other states and territories impose new obligations on both application store operators and developers. These laws may require us to implement age-verification and parental consent workflows, including the ability to act upon age-category signals from third-party platforms, for ourselves or on behalf of our developers. Complying with these evolving and fragmented requirements could result in significant operational costs, necessitate substantial changes to our user interfaces and flows, and increase our exposure to enforcement actions. Any failure, or perceived failure, to satisfy these shifting in-app purchasing and age-assurance standards could lead to platform-wide penalties and other enforcement actions against Unity and the developers or third parties who may rely on our compliance mechanisms, reduce scale and usage of our monetization solutions, and materially harm our business.

Our business is materially reliant on revenue from behavioral, interest-based, or tailored advertising (collectively, "targeted advertising"), but delivering targeted advertisements is becoming increasingly difficult due to changes to our ability to gather information about user behavior through third-party platforms, new laws and regulations, and consumer resistance. Major technology platforms on which we

rely to gather information about consumers have adopted or proposed measures to provide consumers with additional control over the collection, use, and sharing of their personal data for targeted advertising purposes. For example, Apple allows users to easily opt-out of activity tracking across devices, which has impacted and may continue to impact our business. Similarly, Google has plans to adopt additional privacy controls on its Android devices to allow users to limit sharing of their data with third parties and reduce cross-device tracking for advertising purposes.

In addition, legislative proposals and existing laws and regulations regulate the use of cookies and other tracking technologies, electronic communications, and marketing. European regulators have issued significant fines in certain circumstances where they alleged that appropriate consent was not obtained. In the EU, there are additional laws under consideration that may impact the gaming ecosystem, including demand for our products and services. For example, the Digital Omnibus Act, if adopted, may introduce uncertainty as to whether current interpretations of the e-Privacy Directive and GDPR, against which our products are designed, will remain viable, and may negatively impact our operations. Additionally, the Digital Fairness Act, if adopted, may place limits on way game developers can design and monetize their games through our platform. In addition, individuals are becoming increasingly resistant to the collection, use, and sharing of personal data to deliver targeted advertising. As a result, we have been and may be required to change the way we market our offerings, and any of these developments or changes could materially impair our ability to reach new or existing customers or otherwise negatively affect our operations. An additional concern is increasing litigation under novel interpretations of state and federal wiretapping laws. Such claims and demands are regularly received by businesses throughout the United States, including by Unity.

Regulation of data security programs is creating new and additional audit and operational burdens. Laws such as the Cyber Resilience Act in the EU and audit requirements found in California's CCPA regulations may increase our costs of compliance.

Although we endeavor to comply with these obligations, we may have actually or allegedly failed to do so or have otherwise processed data improperly. The requirements imposed by rapidly changing privacy and data security laws, platform providers, and application stores require us to dedicate significant resources to compliance, and could also limit our ability to operate, harm our reputation, reduce demand for our solutions, and subject us to regulatory enforcement action, private litigation, and other liability. Such occurrences could adversely affect our business, financial condition, and results of operations.

Our customers have sought increasingly stringent contractual obligations regarding privacy and data security. These contractual obligations, and our efforts to comply with them, could be costly and harm our business.

In response to the increasing restrictions of global privacy and data security laws, our customers have sought and may continue to seek increasingly stringent contractual assurances regarding our handling of personal information and may adopt internal policies that limit their use of our Grow Solutions. In addition, privacy advocates and industry groups have regularly proposed, and may propose in the future, self-regulatory standards by which we are legally or contractually bound. If we fail to comply with these contractual obligations or standards, we may face substantial contractual liability or fines.

Adverse changes in the geopolitical relationship between the U.S. and China or changes in China's economic and regulatory landscape could have an adverse effect on business conditions.

Because our continued business operations in China, including our joint venture in China, constitute a significant part of our current and future revenue growth plans, adverse changes in economic and political policies relating to China could have an adverse effect on our business. An escalation of trade tensions in recent years between the U.S. and China has resulted in trade restrictions that harm our ability to participate in Chinese markets. For example, U.S. export control regulations relating to China have created restrictions with respect to the sale of our solutions to various Chinese customers and further changes to regulations have occurred in 2025 that could result in additional restrictions on our sales when effective in October 2026. China also regulates the gaming industry, including content distribution restrictions and other regulations which has impacted our growth rates in the past and any

changes by the Chinese government with respect to the gaming industry could have a negative impact on our business. Sustained uncertainty about, or worsening of, current global economic conditions and further escalation of trade tensions between the U.S. and its trading partners, especially China, could result in a global economic slowdown and long-term changes to global trade, including retaliatory trade restrictions that further restrict our ability to operate in China.

Any actions and policies adopted by the government of the People's Republic of China ("PRC"), particularly with regard to intellectual property rights and existing cloud-based and Internet restrictions for non-Chinese businesses, or any prolonged slowdown in China's economy, could have an adverse effect on our business, results of operations and financial condition.

In particular, PRC laws and regulations impose restrictions on foreign ownership of companies that engage in internet, market survey, game publishing, cloud-based services and other related businesses from time to time. Accordingly, our ability to offer game publishing and cloud-based services in China depends on our ability to implement and maintain structures that are acceptable under PRC laws. Our failure to do so could harm our business, financial condition, and operating results.

International trade policies, including tariffs, sanctions and trade barriers may adversely affect our business, financial condition, results of operations and prospects.

Volatile international trade policies have created a dynamic and unpredictable trade landscape, which may adversely impact our business. Although our current business model is not directly reliant on the import or export of physical goods, trade policies may indirectly adversely impact our business and operations. For example, current and future tariffs on hardware, networking infrastructure or other technology infrastructure used by us or our third-party vendors could raise costs, constrain supply or affect service reliability, which could harm our competitive position, reduce customer demand and damage customer relationships. In addition, many of our customers operate businesses that may be impacted by trade policies, which may result in decreased demand for our services or extended sales cycles as customers assess the impact of evolving trade policies on their operations and face increased costs or decreased revenue due to tariffs and trade restrictions. Trade disputes, trade restrictions, tariffs, and other political tensions between the U.S. and other countries may also exacerbate unfavorable macroeconomic conditions including inflationary pressures, foreign exchange volatility, financial market instability, and economic recessions or downturns, which may also negatively impact customer demand for our services, delay renewals or limit expansion opportunities with existing customers, limit our access to capital, or otherwise negatively impact our business and operations. Ongoing tariff and macroeconomic uncertainty has and may continue to contribute to volatility in the price of our common stock. In addition, retaliatory trade policies or anti-U.S. sentiment in certain regions, whether driven by trade tensions, political disagreements, or regulatory concerns, may make customers and governments more hesitant to adopt solutions offered by U.S.-based providers. This may lead to increased preference for local competitors, changes to government procurement policies, heightened regulatory scrutiny, decreased intellectual property protections, delays in regulatory approvals or other retaliatory regulatory non-tariff policies, the introduction of trade barriers applicable to digital services, which may result in heightened international legal and operational risks and difficulties in attracting and retaining non-U.S. customers, suppliers, employees, partners and investors. While we continue to monitor trade developments, the ultimate impact of these risks remains uncertain and any prolonged economic downturn, escalation in trade tensions, or deterioration in international perception of U.S.-based companies could materially and adversely affect our business, results of operations, financial condition and prospects. In addition, tariffs and other trade developments have and may continue to heighten the risks related to the other risk factors described elsewhere in this report.

We are subject to anti-corruption, anti-bribery, anti-money laundering, and similar laws, and non-compliance with such laws can subject us to criminal or civil liability and harm our business, financial condition and results of operations.

We are subject to the FCPA, U.S. domestic bribery laws, the U.K. Bribery Act and other anti-corruption and anti-money laundering laws in the countries in which we conduct activities. As we increase our global sales and business to the public sector and further develop our reseller channel, we may

engage with business partners and third-party intermediaries to market our solutions and obtain necessary permits, licenses and other regulatory approvals. In addition, we or our third-party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities. We can be held liable for the corrupt or other illegal activities of these third-party intermediaries, our employees, representatives, contractors, partners and agents, even if we do not authorize such activities.

Compliance with such laws is costly, we cannot assure you that none of our employees and agents will take actions in violation of our policies and applicable law, for which we may be ultimately held responsible.

In addition, noncompliance with these laws could subject us to whistleblower complaints, investigations, civil or criminal penalties, reputational harm, and adverse media coverage any of which could harm our business.

We are subject to governmental export and import controls and economic sanctions laws that could impair our ability to compete in global markets or subject us to liability if we violate the controls.

Various countries in which we operate regulate the import and export of certain encryption and other technology, including import and export licensing requirements, and have enacted laws that could limit our ability to distribute our solutions or could limit our customers' ability to implement our solutions in those countries. Our products and services are subject to export controls and economic sanctions laws and regulations of the United States and potentially other jurisdictions in which we have operations. Compliance with such laws and regulations can be time-consuming and may result in the delay or loss of sales opportunities.

If we, or our resellers, are found to be in violation of U.S. sanctions or export control regulations, significant fines or penalties and possible incarceration for responsible employees and managers, as well as reputational harm and loss of business, could result.

Any change in export or import regulations—including proposed additional regulation of encryption technology—economic sanctions or related legislation, increased export and import controls, or change in the countries, governments, persons or technologies targeted by such regulations, could result in decreased use of our platform by, or in our decreased ability to export or sell our solutions to, existing or potential customers with global operations which would adversely affect our business, results of operations, and growth prospects.

Companies and governmental agencies may restrict access to our platforms, website, mobile applications, application stores or the Internet generally, which could lead to the loss or slower growth of our customers' end users and negatively impact our operations.

Governmental agencies in any of the countries in which we, our customers or end users are located, such as China, could block access to or require a license for our platform, our website, mobile applications, operating system platforms, application stores or the Internet generally for a number of reasons, including security, confidentiality or regulatory concerns. If companies or governmental entities block, limit or otherwise restrict customers from accessing our platform, or end users from playing games developed or operated on our platform, our business could be harmed.

Further, some countries may block data transfers as a result of businesses collecting data within a country's borders as part of broader privacy-related concerns, which could affect our business. For example, the Indian government blocked the distribution of several applications of Chinese origin in the interest of sovereignty and integrity of India, defense of India, and security of the Indian state. In undertaking this action, the Indian government temporarily and partially blocked some of Unity's services. More recently, the U.S. Department of Justice's implementation of bulk transfer restrictions to certain countries of concern has necessitated product and operational changes in order to maintain compliance. If additional or more severe data transfer restrictions are implemented, or if other countries block our data

transfers or services or take similar action against us, our customers, our services, and our business could be harmed.

Sales to government entities and highly regulated organizations are subject to a number of challenges and risks.

We sell our offerings, particularly within our Create Solutions, to a variety of domestic and foreign governmental agency customers, as well as to customers in highly regulated industries. Selling to such entities can be highly competitive, expensive and time-consuming, often requiring significant upfront time and expense without any assurance that these efforts will generate a sale. Government demand and payment for solutions are affected by public sector budgetary cycles and funding authorizations, funding reductions, shutdowns by the federal government or other delays that have affected and may affect public sector demand that could develop for our solutions.

Further, these entities may demand or require contract terms and product features or certifications that differ from our standard arrangements and are less favorable or more difficult to maintain than our standard terms or product features. If we are unable to agree to contracting requirements of governmental or regulated entities, we may be limited in our ability to sell our solutions to these customers. Such entities may have statutory, contractual or other legal rights to terminate contracts with us or our partners for convenience or for other reasons. Any such termination may adversely affect our ability to provide our platform to other government customers and could adversely impact our reputation, business, financial condition and results of operations.

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

We collect sales, value added or similar indirect taxes in a number of jurisdictions. An increasing number of states have considered or adopted laws that attempt to impose sales tax collection obligations on out-of-state companies. Similarly, many foreign jurisdictions have considered or adopted laws that impose taxes on companies despite not having a physical presence in the foreign jurisdiction, including digital service taxes. A successful assertion by one or more states, or foreign jurisdictions, 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 tax liabilities, including taxes on past sales, as well as penalties and interest. This could also create additional administrative burdens for us, put us at a competitive disadvantage if they do not impose similar obligations on our competitors, and decrease our future sales, which could harm our business and results of operations.

Changes in our effective tax rate or tax liability may have an adverse effect on our results of operations.

Our effective tax rate could increase due to several factors, including:

- changes in the relative amounts of income before taxes in the various jurisdictions in which we operate that have differing statutory tax rates;
- changes in tax laws, tax treaties, and regulations or the interpretation of them, including Pillar One and Pillar Two related taxes as proposed by the Organization for Economic Co-operation and Development (the "OECD") and which began to be implemented by many jurisdictions in which we operate in 2024. At this time, we do not expect Pillar Two legislation to have a material impact to our consolidated financial statements;
- changes to our assessment of our ability to realize our deferred tax assets that are based on estimates of our future results, the feasibility of possible tax planning strategies, and the economic and political environments in which we do business;
- the outcome of current and future tax audits, examinations or administrative appeals; and
- limitations or adverse findings regarding our ability to do business in some jurisdictions.

Any of these developments could adversely affect our results of operations.

Uncertainties in the interpretation and application of existing, new and proposed tax laws and regulations could materially affect our tax obligations and effective tax rate.

The tax regimes to which we are subject or under which we operate are unsettled and may be subject to significant change. The issuance of additional guidance related to existing or future tax laws, or changes to tax laws, tax treaties or regulations proposed or implemented by the current or a future U.S. presidential administration, Congress, or taxing authorities in other jurisdictions, including jurisdictions outside of the United States, could materially affect our tax obligations and effective tax rate. To the extent that such changes have a negative impact on us, including as a result of related uncertainty, these changes may adversely impact our business, financial condition, results of operations, and cash flows.

The amount of taxes we pay in different jurisdictions depends on the application of the tax laws of various jurisdictions, including the United States, to our international business activities, the relative amounts of income before taxes in the various jurisdictions in which we operate, new or revised tax laws, or interpretations of tax laws and policies, the outcome of current and future tax audits, examinations or administrative appeals, our ability to realize our deferred tax assets, and our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements.

Our ability to use our net operating losses, credits, and certain other tax attributes to offset future taxable income or taxes may be subject to certain limitations.

As of December 31, 2025, we had net operating loss ("NOL") carryforwards for U.S. federal, state, and foreign purposes of \$685 million, \$477 million, and \$1.1 billion, respectively, which may be available to offset taxable income in the future, and portions of which expire in various years beginning in 2026. A lack of future taxable income would adversely affect our ability to utilize a portion of these NOL carryforwards before they expire. U.S. federal NOLs incurred in tax years beginning after December 31, 2017, may be carried forward indefinitely, but such federal NOL carryforwards are permitted to be used in any taxable year to offset only up to 80% of taxable income in such year. In addition, under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the "Code"), a corporation that undergoes an "ownership change" (as defined under Section 382 of the Code and applicable Treasury Regulations) is subject to limitations on its ability to utilize its pre-change NOL carryforwards and certain other tax attributes to offset post-change taxable income or taxes. We may experience future ownership changes that could affect our ability to utilize our NOL carryforwards to offset our income. Furthermore, our ability to utilize NOL carryforwards of companies that we have acquired or may acquire in the future may be subject to limitations. In addition, at the state level, there may be periods during which the use of NOL carryforwards is suspended or otherwise limited, which could accelerate or permanently increase state taxes owed. For these reasons, we may not be able to utilize all of our NOL carryforwards, even if we attain profitability, which could potentially result in increased future tax liability to us and could adversely affect our operating results and financial condition.

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 believe that our main Israeli subsidiaries acquired as part of the ironSource Merger are eligible for certain tax benefits provided to a "Preferred Technological Enterprise" under the Israeli Law for the Encouragement of Capital Investments, 5719-1959 (the "Investment Law"). In order to remain eligible for the tax benefits provided to a "Preferred Technological 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 Technological Enterprise would be subject to a higher corporate tax rate in Israel. The standard corporate tax rate for Israeli companies has been 23% since 2018.

Any legal proceedings, claims against us, or other disputes could be costly and time-consuming to defend and could harm our reputation regardless of the outcome.

We have been and may in the future become subject to legal proceedings and claims that arise from time to time, such as claims brought by our customers in connection with commercial disputes, employment claims made by our current or former employees, or securities class action litigation suits. Any litigation or dispute, whether meritorious or not, and whether or not covered by insurance, could harm our reputation, will increase our costs and may divert management's attention, time and resources, which may in turn harm our business, financial condition and results of operations.

We are subject to laws and regulations worldwide, many of which are unsettled and still developing and which could increase our costs or adversely affect our business.

We are subject to a variety of laws in the U.S. and abroad that affect our business, including state and federal laws regarding consumer protection, advertising, electronic marketing, protection of minors, AI, privacy and data security, data localization requirements, online services, anti-competition, labor, real estate, taxation, intellectual property ownership and infringement, export and national security, tariffs, anti-corruption and telecommunications, all of which are continuously evolving and developing, many of which are discussed in greater detail above. The scope and interpretation of the laws that are or may be applicable to us are often uncertain and may be conflicting, particularly laws outside the U.S., and compliance with laws, regulations and similar requirements may be burdensome and expensive. Laws and regulations may be inconsistent from jurisdiction to jurisdiction, which may increase the cost of compliance and doing business. Any such costs, which may rise in the future as a result of changes in these laws and regulations or in their interpretation, could make our platform less attractive to our customers or cause us to change or limit our ability to sell our platform. Our employees, contractors, or agents may violate such laws and regulations or our policies and procedures, which could harm our business.

For example, as a result of our Grow Solutions, we are potentially subject to a number of foreign and domestic laws and regulations that affect the offering of certain types of content, such as that which depicts violence, many of which are ambiguous, still evolving and could be interpreted in ways that could harm our business or expose us to liability. In addition, there are ongoing academic, political and regulatory discussions in various jurisdictions regarding whether certain game mechanisms, such as loot boxes, and game genres, such as social casino, rewarded gaming and gambling, should be subject to a higher level or different type of regulation than other game genres or mechanics to protect consumers, in particular minors and persons susceptible to addiction, and, if so, what such regulation should include. New regulation by the U.S. federal government and its agencies, such as the FTC, U.S. states and state agencies or foreign jurisdictions, which may vary significantly across jurisdictions, could require that certain game content be modified or removed from games, increase the costs of operating our customer's games, impact player engagement and thus the functionality and effectiveness of our Grow Solutions or otherwise harm our business performance. For example, one of our acquired products within our Grow Solutions, Tapjoy's Offerwall, is subject to certain obligations under a consent order which resulted from an FTC investigation. Noncompliance with this consent order, or other future orders, may result in the imposition of substantial fines, penalties and costs that would adversely impact our financial condition and operating results. It is difficult to predict how existing or new laws may be applied. If we become liable, directly or indirectly, under these laws or regulations, we could be harmed, and we may be forced to implement new measures to reduce our exposure to this liability. This may require us to expend substantial resources or to modify our Grow Solutions, which would harm our business, financial condition and results of operations. In addition, the increased attention focused upon liability issues as a result of lawsuits and legislative proposals could harm our reputation or otherwise impact the growth of our business. Any costs incurred as a result of this potential liability could harm our business, financial condition, or results of operations.

It is possible that a number of laws and regulations may be adopted or construed to apply to us or our customers in the U.S. and elsewhere that could restrict the online and mobile industries, including player privacy, advertising, taxation, content suitability, copyright, distribution, antitrust, and the use of

artificial intelligence, and therefore our solutions or components may be deemed or perceived illegal or unfair practices. Furthermore, the growth and development of electronic commerce and virtual items may prompt calls for more stringent consumer protection laws that may impose additional burdens on companies such as us and our customers conducting business through the Internet and mobile devices. We anticipate that scrutiny and regulation of our industry will increase, and we will be required to devote legal and other resources to addressing such regulation. For example, existing laws or new laws regarding the marketing or the use of in-app purchasing or such enabling technology, labeling of free-to-play games or regulation of currency, banking institutions, unclaimed property or money transmission may be interpreted to cover games made with our solutions and the revenue that we receive from our Grow Solutions. If that were to occur, we may be required to seek licenses, authorizations or approvals from relevant regulators, the granting of which may be dependent on us meeting certain capital and other requirements and we may be subject to additional regulation and oversight, all of which could significantly increase our operating costs. Changes in current laws or regulations or the imposition of new laws and regulations in the U.S. or elsewhere regarding these activities may lessen the growth of mobile gaming and impair our business, financial condition or results of operations.

Risks Related to Our Convertible Notes

Our Notes and the issuance of shares of our common stock upon conversion of the Notes, if any, may impact our financial results, result in dilution to our stockholders, create downward pressure on the price of our common stock, and restrict our ability to raise additional capital or to engage in a beneficial takeover.

In February 2025, we issued approximately \$690 million in aggregate principal amount of 0% convertible senior notes due 2030 (the "2030 Notes"), in November 2022, we issued \$1.0 billion in aggregate principal amount of 2.0% convertible senior notes due 2027 (the "2027 Notes"), and in November 2021, we issued approximately \$1.7 billion in aggregate principal amount of 0% convertible senior notes due 2026 (the "2026 Notes," together with the 2030 Notes and 2027 Notes, the "Notes"). In the first quarter of 2025 and first quarter of 2024, we repurchased approximately \$688 million and \$480 million, respectively, aggregate principal amount of our 2026 Notes in privately negotiated transactions with holders of the 2026 Notes and as of December 31, 2025, we had approximately \$558 million aggregate principal amount of 2026 Notes outstanding. We are subject to a variety of risks related to the Notes, such as:

- servicing our debt requires a significant amount of cash, and we may not have sufficient cash flow from our business to pay our substantial debt, and our ability to make scheduled payments of the principal and interest, or to refinance or repurchase our Notes depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control;
- our ability to refinance or repurchase our indebtedness will depend on the capital markets and our financial condition at such time, and if we are unable to engage in any of these activities or engage in these activities on desirable terms, we may be unable to meet the obligations of our Notes;
- if shares of our common stock are issued to the holders of the Notes upon conversion, there will be dilution to our stockholders' equity and the market price of our common stock may decrease due to the additional selling pressure in the market. Any such downward pressure on the price of our common stock could also encourage short sales by third parties, creating additional downward pressure on our share price;
- certain provisions in the indentures governing the Notes may delay or prevent an otherwise beneficial takeover attempt of us;
- we may from time to time seek to retire or purchase our outstanding debt, including the Notes, through cash purchases and/or exchanges for other securities, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if

any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions, and other factors. The amounts involved in any such transactions, individually or in the aggregate, may be material. Further, any such purchases or exchanges may result in us acquiring and retiring a substantial amount of such indebtedness, which could impact the trading liquidity of such indebtedness; and

- the conditional conversion features of the 2030 Notes and the 2026 Notes, if triggered, and the conversion feature of the 2027 Notes may adversely affect our liquidity if we elect or are required to settle a portion or all of our conversion obligation through the payment of cash.

The conditional conversion features of the 2030 Notes and 2026 Notes, if triggered, and the conversion feature of the 2027 Notes may adversely affect our financial condition and operating results.

In the event the conditional conversion features of the 2030 Notes or 2026 Notes is triggered, holders of the 2030 Notes or 2026 Notes will be entitled under the indenture governing the 2030 Notes or 2026 Notes to convert their 2030 Notes or 2026 Notes, as applicable, at any time during specified periods at their option. Holders of the 2027 Notes are entitled under the indenture governing the 2027 Notes to convert their 2027 Notes at any time prior to maturity. If one or more holders elect to convert their 2030 Notes or 2026 Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders are not able or do not elect to convert their 2030 Notes or 2026 Notes, we could be required under applicable accounting rules to classify or reclassify all or a portion of the outstanding principal of the 2030 Notes or 2026 Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

The capped call transactions may affect the value of the 2030 Notes or 2026 Notes and our common stock.

In addition, in connection with the issuance of the 2030 Notes and the 2026 Notes, we entered into capped call transactions (the "Capped Call Transactions") with certain of the initial purchasers of the 2030 Notes and 2026 Notes or affiliates thereof and other financial institutions (the "option counterparties"). The Capped Call Transactions cover, subject to customary adjustments, the number of shares of our common stock initially underlying the 2030 Notes and the 2026 Notes. The Capped Call Transactions are expected generally to reduce the potential dilution to our common stock upon any conversion of 2030 Notes or 2026 Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted 2030 Notes or 2026 Notes, as the case may be, with such reduction and/or offset subject to a cap. In connection with establishing their initial hedges of the Capped Call Transactions, the option counterparties or their respective affiliates likely entered into various derivative transactions with respect to our common stock and/or purchased shares of our common stock concurrently with or shortly after the pricing of the 2030 Notes or the 2026 Notes, including with certain investors in the 2030 Notes or the 2026 Notes. The option counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions prior to the maturity of the 2030 Notes or the 2026 Notes (and are likely to do so on each exercise date of the Capped Call Transactions or, to the extent we exercise the relevant election under the Capped Call Transactions, following any repurchase, redemption or conversion of the 2030 Notes or the 2026 Notes). We cannot make any prediction as to the direction or magnitude of any potential effect that the transactions described above may have on the prices of the 2030 Notes, 2026 Notes, the 2027 Notes or the shares of our common stock. Any of these activities could adversely affect the value of the 2030 Notes, 2026 Notes, the 2027 Notes and our common stock.

We are subject to counterparty risk with respect to the Capped Call Transactions.

In addition, the option counterparties are financial institutions, and we will be subject to the risk that any or all of them might default under the Capped Call Transactions. Our exposure to the credit risk of the

option counterparties will not be secured by any collateral. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under the Capped Call Transaction with such option counterparty. Our exposure will depend on many factors but, generally, an increase in our exposure will be correlated to an increase in the market price and in the volatility of our common stock. In addition, upon a default by an option counterparty, we may suffer more dilution than we currently anticipate with respect to our common stock. We can provide no assurances as to the financial stability or viability of the option counterparties.

Risks Related to Ownership of Our Common Stock

Our stock price has been and may continue to be volatile, and the value of our common stock may decline.

The market price of our common stock has been and may continue to be highly volatile and may fluctuate or decline substantially as a result of a variety of factors, including those discussed in the risk factors in this section, as well as variance in our financial performance from expectations of securities analysts, sales of shares of our common stock by us or our stockholders, sales of securities convertible into shares of our capital stock by us, the trading volume of our common stock, general economic and market conditions, and others not currently known to us or that we do not believe are material. In addition, our stock price has in the past fluctuated, and may in the future fluctuate, based on announcements or developments by our competitors or perceived competitors, or by other companies in similar industries, even if those announcements do not relate directly to our business. Technology stocks have historically experienced high levels of volatility. In the past, companies who have experienced volatility in the market price of their securities have been subject to securities class action litigation. We have been, and may continue to be, the target of this type of litigation in the future, which could result in substantial expenses and divert our management's attention.

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

Sales of a substantial number of shares of our common stock in the public market or the perception that these sales might occur could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities. We are unable to predict the timing of or the effect that future sales may have on the prevailing market price of our common stock.

Our issuance of additional capital stock in connection with financings, acquisitions, investments, our equity incentive plans or otherwise will dilute all other stockholders.

We expect to issue additional capital stock in the future that will result in dilution to all other stockholders. We grant and expect to continue granting equity awards to employees and directors under our equity incentive plans. We may also raise capital through the sale and issuance of equity securities or convertible securities in the future. As part of our business strategy, we have in the past issued, and in the future may issue, equity securities to pay for acquisitions or investments. Any such issuances of additional capital stock may cause stockholders to experience significant dilution of their ownership interests and the per share value of our common stock to decline.

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

We have never declared or paid any cash dividends on our capital stock, and we do not intend to pay any cash dividends in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, you may need to rely on sales of our common stock after price appreciation, which may never occur, as the only way to realize any future gains on your investment.

If we are unable to maintain proper and effective internal controls over financial reporting, investor confidence in our company may be adversely affected and, as a result, the value of our common stock may be impacted.

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 includes 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. Our compliance with Section 404 requires that we incur substantial expenses and expend significant management efforts. Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. In addition, changes in accounting principles or interpretations could also challenge our internal controls and require that we establish new business processes, systems and controls to accommodate such changes. Additionally, if these new systems, controls or standards and the associated process changes do not give rise to the benefits that we expect or do not operate as intended, it could adversely affect our financial reporting systems and processes, our ability to produce timely and accurate financial reports or the effectiveness of internal control over financial reporting. Moreover, our business may be harmed if we experience problems with any new systems and controls that result in delays in their implementation or increased costs to correct any post-implementation issues that may arise.

In addition, management's assessment of internal controls over financial reporting may identify weaknesses and conditions that need to be addressed or other potential matters that may raise concerns for investors. Any actual or perceived weaknesses and conditions that need to be addressed in our internal control over financial reporting or disclosure of management's assessment of our internal controls over financial reporting may have an adverse impact on the price of our common stock.

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

Provisions in our amended and restated certificate of incorporation and amended and restated bylaws may have the effect of preventing a change of control or changes in our management. Our amended and restated certificate of incorporation and amended and restated bylaws include provisions that may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which generally, prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any "interested" stockholder for a period of three years. Any of the foregoing provisions could limit the price that investors might be willing to pay in the future for shares of our common stock, and they could deter potential acquirers of our company, thereby reducing the likelihood that you would receive a premium for your shares of our common stock in an acquisition.

Our amended and restated certificate of incorporation designates the Court of Chancery of the State of Delaware and the federal district courts of the United States of America as the exclusive forums for certain disputes between us and our stockholders, which restricts our stockholders' ability to choose the judicial forum for disputes with us or our directors, officers, or employees.

Our amended and restated certificate of incorporation includes choice of forum provisions which may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring such a claim arising under the Securities Act against us, our directors, officers, or other employees in a venue other than in the federal district courts of the United States of America. In such an instance, we would expect to vigorously assert the validity and enforceability of the exclusive forum provisions of our amended and restated certificate of incorporation. This may require significant additional costs associated with resolving

such action in other jurisdictions and we cannot assure you that the provisions will be enforced by a court in those other jurisdictions. If a court were to find either exclusive-forum provision in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur further significant additional costs associated with resolving the dispute in other jurisdictions, all of which could harm our business.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

We are committed to our privacy and security programs, and our security team strives to protect our customer and employee data from cybersecurity risks. We have procedures in place to address suspected security breaches and notify users determined to be affected and applicable regulators of a breach where we are legally required to do so.

Because our business involves the collection, use, storage, and transmission of personal information, we are subject to numerous federal, state, local, and foreign laws, regulations, and other obligations relating to privacy and data security. Countries around the world have adopted or are proposing similar laws and regulations relating to privacy and data security, and we may become subject to them as we expand our operations into new geographic markets. From time to time, and at least annually, we review and update if necessary our privacy standards and policies in response to evolving regulatory requirements and internal Unity requirements. Unity personnel are provided annual privacy training, with additional targeted training for key participants in our privacy program.

We have a security policy which outlines mandatory security requirements for all of our employees, contractors or other agents. This policy is supported by internal standards, directives and procedures and our security infrastructure and tools. The security program includes implementation of software security throughout the development life cycle, vulnerability and configuration management software across certain of our data infrastructure, and our products and services offerings. Our risk management process includes annual employee education and annual analysis of security-related risks from across the company, which are then prioritized for mitigation or remediation. Our approach to cybersecurity is integrated into our overall company-wide approach to risk management, including regular consultations between our Data Privacy Officer and Interim Chief Information Security Officer and our internal audit team. Our management team, including our Interim Chief Information Security Officer and our Data Privacy Officer, also regularly reports to the Audit Committee of our board of directors regarding their evaluation of risks from cybersecurity threats against our overall business objectives and other relevant cybersecurity matters.

We engage third party services in connection with our processes for vendor security reviews and security incidents. Assessments of our program are performed by our internal audit team or through independent third-party engagements. We are continuing to refine our processes to oversee and identify the risks from cybersecurity threats associated with our use of any third-party service provider.

Our Interim Chief Information Security Officer and Data Privacy Officer oversee our assessment, prevention, detection and management of cybersecurity risks, and report to our executive team, including our Chief Financial Officer and Chief Legal Officer. Collectively, they have expertise in cybersecurity, privacy law and regulation, and governance, and their teams comprise personnel with a broad range of experience across the private and public sectors, the technology industry, and in different geographic regions. Our Interim Chief Information Security Officer has over 30 years of experience in multiple business verticals and has led security organizations and managed global practices for Fortune 500 technology companies.

Our security team follows a documented incident response process, which we are continuing to evaluate and enhance. Pursuant to this process, incidents which may result in economic loss to the company, reputational harm or require notifications to individuals or government authorities are reported

to relevant members of our executive team. Our Interim Chief Information Security Officer also provides a regular summary of significant investigations to our Chief Financial Officer and Chief Legal Officer, as well as our Audit Committee, and our Data Privacy Officer reports on our compliance posture with respect to new and pending laws and regulations periodically as well.

The Audit Committee of our board of directors is responsible for overseeing our cybersecurity risk management processes, including oversight of mitigation of risks from cybersecurity threats. The Audit Committee of our board of directors meets on a quarterly basis with our Interim Chief Information Security Officer about our cybersecurity risk management and strategy, including any significant investigations, and periodically with our Data Privacy Officer about our privacy program.

In 2025, we did not identify any risks from cybersecurity threats that have materially affected or are reasonably likely to materially affect our business strategy, results of operations, or financial condition. Despite our efforts, we cannot eliminate all risks from cybersecurity threats or provide assurances that we have not experienced undetected cybersecurity incidents. Refer to "Item 1A. Risk Factors" for a description of the risks from cybersecurity threats that may materially affect the Company, including the risk factor titled, "If we or the third parties with whom we work experience a security breach or unauthorized parties otherwise obtain access to our customers' data, our data, or our platform, our platform may be perceived as not secure, our reputation may be harmed, our business operations may be disrupted, demand for our solutions may be reduced, and we may incur significant liabilities".

Item 2. Properties

Our corporate headquarters are located in San Francisco, California, where we lease approximately 15,576 square feet of space under a lease that expires in May 2032. Currently, our largest office is located in Tel Aviv, Israel, with approximately 138,693 square feet under a lease that expires in June 2027. Our next largest office is located in Montreal, Canada, with approximately 137,283 square feet under a lease that expires in June 2030. In addition, we maintain offices in various states in the United States, and in various countries in Europe and Asia.

Item 3. Legal Proceedings

See Item 8 of Part II, "Financial Statements and Supplementary Data — Note 10 — Commitments and Contingencies — Legal Matters."

Item 4. Mine Safety Disclosures

Not applicable.

PART II**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities*****Market Information Regarding our Common Stock***

Our common stock has been listed on the New York Stock Exchange under the symbol "U" since September 18, 2020. Prior to that date, there was no public trading market for our common stock.

Holders of Record

As of December 31, 2025, we had 339 stockholders of record of our common stock, including brokers and other institutions, which hold shares of our common stock on behalf of an indeterminate number of beneficial holders.

Dividend Policy

We have never declared or paid any cash dividends on our capital stock. We currently intend to retain all available funds and future earnings, if any, to fund the development and expansion of our business, and we do not anticipate paying any cash dividends in the foreseeable future. Any future determination regarding the declaration and payment of cash dividends, if any, will be at the discretion of our board of directors and will depend on then-existing conditions, including our financial condition, operating results, contractual restrictions, capital requirements, business prospects, and other factors that our board of directors may deem relevant.

Sales of Unregistered Equity Securities

None.

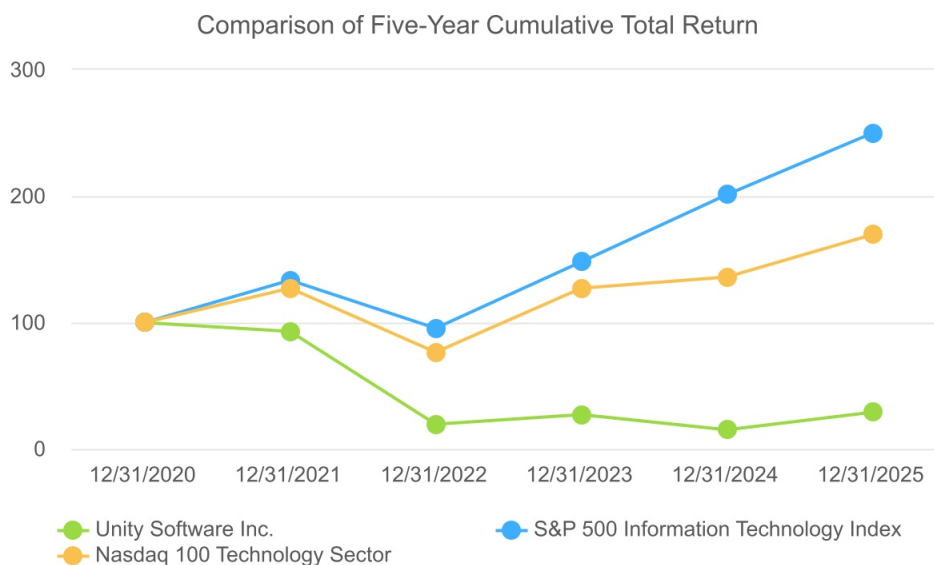
Issuer Purchases of Equity Securities

None.

Stock Performance Graph

The following shall not be deemed "soliciting material" or deemed "filed" for purposes of Section 18 of the Exchange Act or subject to Regulation 14A or 14C, other than as provided by this Item 5, or to the liabilities of Section 18 of the Exchange Act, or incorporated by reference into any of our other filings under the Exchange Act or the Securities Act of 1933, as amended, except to the extent we specifically incorporate it by reference into such filing.

The performance graph below compares (i) the cumulative total return on our common stock from December 31, 2020 through December 31, 2025 with (ii) the cumulative total return of the S&P 500 Information Technology Index ("SP500-45") and the Nasdaq 100 Technology Sector ("NDXT") Index over the same period, assuming the investment of \$100 in our common stock and in both of the other indices on December 31, 2020 and the reinvestment of dividends. The performance graph uses the closing market price on December 31, 2020 of \$153.47 per share as the initial value of our common stock. The stock price performance on this performance graph is not necessarily indicative of future stock price performance.



Company/Index	12/31/2020	12/31/2021	12/31/2022	12/31/2023	12/31/2024	12/31/2025
Unity Software Inc.	\$ 100	\$ 93	\$ 19	\$ 27	\$ 15	\$ 29
S&P 500 Information Technology Index	\$ 100	\$ 133	\$ 95	\$ 148	\$ 201	\$ 250
Nasdaq 100 Technology Sector	\$ 100	\$ 127	\$ 76	\$ 127	\$ 136	\$ 169

Item 6. [RESERVED]

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Please read the following discussion and analysis of our financial condition and results of operations together with our consolidated financial statements and related notes included under Part II, Item 8 of this Annual Report on Form 10-K. The following discussion and analysis contains forward-looking statements that involve risks and uncertainties. Forward-looking statements are statements that attempt to forecast or anticipate future developments in our business, financial condition, or results of operations. When reviewing the discussion below, you should keep in mind the substantial risks and uncertainties that could impact our business. In particular, we encourage you to review the risks and uncertainties described in "Part I, Item 1A. Risk Factors" included elsewhere in this report. These risks and uncertainties could cause actual results to differ materially from those projected in forward-looking statements contained in this report or implied by past results and trends. Forward-looking statements, like all statements in this report, speak only as of their date (unless another date is indicated), and we undertake no obligation to update or revise these statements in light of future developments. See the section titled "Note Regarding Forward-Looking Statements" in this report.

This section of this Form 10-K generally discusses 2025 and 2024 items and year-to-year comparisons between 2025 and 2024. Discussion of 2023 and year-over-year comparisons between

fiscal 2024 and 2023 that are not included in this Form 10-K can be found under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operation" in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, that was filed with the SEC on February 21, 2025, and are incorporated by reference herein.

Overview

Unity offers a suite of tools to develop, deploy, and grow games and interactive experiences across all major platforms from mobile, PC, and console, to extended reality (XR).

Our platform consists of two complementary sets of solutions: Create Solutions and Grow Solutions. Starting in the fourth quarter of 2023, we began to reset our product and service offerings to focus on our core businesses, which we refer to as our "Strategic Portfolio": primarily, the Unity Engine and related consumption services, and monetization solutions.

Recent Developments in Our Business

In the year ended December 31, 2025, we had reductions to our workforce and our office footprint, that resulted in approximately \$33 million in employee separation costs, and \$14 million of non-employee charges associated with these reductions. We will continue to evaluate our facility needs.

For additional details, refer to the section titled "Risk Factors."

Results of Operations

The following table summarizes our consolidated statements of operations data for the periods indicated (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Revenue	\$ 1,849,648	\$ 1,813,255	\$ 2,187,317
Cost of revenue	477,739	480,853	733,722
Gross profit	1,371,909	1,332,402	1,453,595
Operating expenses			
Research and development	929,516	924,830	1,053,588
Sales and marketing	652,907	752,649	834,625
General and administrative	268,539	410,072	398,176
Total operating expenses	1,850,962	2,087,551	2,286,389
Loss from operations	(479,053)	(755,149)	(832,794)
Interest expense	(24,007)	(23,542)	(24,580)
Interest income and other income (expense), net	107,862	111,558	59,529
Loss before income taxes	(395,198)	(667,133)	(797,845)
Provision for (benefit from) Income taxes	6,295	(2,846)	28,477
Net loss	\$ (401,493)	\$ (664,287)	\$ (826,322)

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

	Year Ended December 31,		
	2025	2024	2023
Revenue	100 %	100 %	100 %
Cost of revenue	26	27	34
Gross profit	74	73	66
Operating expenses			
Research and development	50	51	48
Sales and marketing	35	41	38
General and administrative	15	23	18
Total operating expenses	100	115	104
Loss from operations	(26)	(42)	(38)
Interest expense	(1)	(1)	(1)
Interest income and other income (expense), net	6	6	2
Loss before income taxes	(21)	(37)	(37)
Provision for (benefit from) Income taxes	1	0	1
Net loss	(22)%	(37)%	(38)%

Revenue

Create Solutions

We generate Create Solutions revenue primarily through our suite of Create Solutions subscriptions inclusive of enterprise support, professional services, and consumption services. Our subscriptions provide customers access to technologies that allow them to edit, run, and iterate interactive, RT3D and 2D experiences that can be created once and deployed to a variety of platforms. Enhanced support services are provided to our enterprise customers and are generally sold separately from the Create Solutions subscriptions. Professional services are provided to our customers which are primarily platform integrations, but also include consulting, training, and custom application and workflow development. Consumption services consist of cloud and hosting services provided to our customers to simplify and enhance the way our users access and harness our solutions.

Grow Solutions

We generate Grow Solutions revenue primarily through our monetization solutions and game publishing services. Our monetization solutions allow publishers, original equipment manufacturers, and mobile carriers to sell available advertising inventory on their mobile applications or hardware devices to advertisers for in-application or on-device placements. Our revenue represents the amount we retain from the transaction we are facilitating through our auction and mediation platform. Our game publishing services provide game developers with the infrastructure and expertise to launch their mobile games and manage their growth; this is achieved through marketability testing tools, live games management tools and game design support, and optimizing the implementation of the customer's commercial model. Through these publishing services, we generate revenue from in-app advertising and related purchases in published games.

Our total revenue is summarized as follows (in thousands):

	Year Ended		
	December 31,		
	2025	2024	2023
Create Solutions	\$ 621,409	\$ 613,966	\$ 859,174
Grow Solutions	1,228,239	1,199,289	1,328,143
Total revenue	\$ 1,849,648	\$ 1,813,255	\$ 2,187,317

Total revenue increased in the year ended December 31, 2025, compared to the comparable prior year period, primarily due to an increase in Grow Solutions revenue driven by migrating one of our advertising networks, which we call the "Unity Ad Network", to our new AI Platform, which we call "Unity Vector", partially offset by decreases in our other advertising network, which we call the "IronSource Ad Network". As a result of these changes the Unity Ad Network and IronSource Ad Network represent 56% and 11%, respectively, of total Grow Solutions revenue for the fourth quarter of 2025.

The increase in total revenue was further driven by an increase in Create Solutions revenue, driven by increases in subscription revenue, offset by decreases in consumption services revenue, driven by our portfolio reset.

Included in revenue in the years ended December 31, 2025 and 2024, are approximately \$28 million and \$90 million, respectively, of revenue associated with the non-strategic portfolio, primarily in Create Solutions, generated mainly in North America and Europe.

Cost of Revenue, Gross Profit, and Gross Margin

Cost of revenue consists primarily of personnel costs (including salaries, benefits, and stock-based compensation) for employees and subcontractors associated with our product support and professional services organizations, hosting expenses, the amortization of intangible assets, and direct costs associated with our advertising offerings.

Gross profit, or revenue less cost of revenue, has been and will continue to be affected by various factors, including our product mix, the costs associated with third-party hosting services and the extent to which we expand and drive efficiencies in our hosting costs, professional services, and customer support organizations. We expect our gross profit to increase in absolute dollars in the long term, but to fluctuate from period to period as a percentage of revenue.

Cost of revenue for the year ended December 31, 2025 was roughly flat, compared to the comparable prior year period, due to a decrease in personnel costs, driven by our reductions in headcount, offset by an increase in hosting and other direct costs to support the revenue growth in our advertising networks.

Operating Expenses

Our operating expenses consist of research and development, sales and marketing, and general and administrative expenses. The most significant component of our operating expenses is personnel-related costs, including salaries and wages, sales commissions, bonuses, benefits, stock-based compensation, and payroll taxes.

In January 2024, we commenced a plan to reduce our workforce, and we mutually agreed to the departure of the founders of ironSource Ltd. Following these announcements and substantially in the first quarter of 2024, we incurred incremental employee separation costs of approximately \$214 million in the year ended December 31, 2024, largely driven by the acceleration and modification of equity awards, including \$15 million within cost of revenue, \$48 million within research and development expense, \$58 million within sales and marketing expense, and \$93 million within general and administrative expense. In addition, we incurred approximately \$53 million of non-employee charges associated with this restructuring in 2024, largely within research and development expense.

Further, during 2025 we had additional workforce reductions. In the year ended December 31, 2025, we incurred incremental employee separation costs related to these actions of approximately \$33 million, primarily within research and development, and sales and marketing. In addition, we incurred approximately \$14 million of non-employee charges associated with this restructuring in 2025.

Additionally, starting in the third quarter of 2025 we revised down our estimate of the remaining useful life of certain intangible assets, due to those assets no longer being actively developed or planned for incorporation into future Unity offerings. These intangible assets primarily arose from our acquisition of Wētā FX Limited, and their useful lives were reduced from four to seven years, down to one to three years. This change in estimate increased the amortization expense in our consolidated financial statements by \$77 million for the year ended December 31, 2025, primarily in research and development expense.

Research and Development

Research and development expenses primarily consist of personnel-related costs for the design and development of our platform, hosting expenses, and amortization expenses related to intangible assets. We expect our research and development expenses to increase in absolute dollars in the long term, as we invest in new solutions, expand features and functionality with existing solutions, and enter new markets. We expect research and development expenses to fluctuate as a percentage of revenue from period to period.

Research and development expense for the year ended December 31, 2025 was roughly flat, compared to the comparable prior year period, due to a decrease in personnel costs driven by our reductions in headcount, offset by an increase in amortization costs from the change in useful lives of certain intangible assets.

Sales and Marketing

Our sales and marketing expenses consist primarily of personnel-related costs, amortization expenses related to intangible assets, and advertising and marketing programs, including user acquisition costs and digital account-based marketing, user events such as developer-centric conferences and our annual Unite user conferences. We expect that our sales and marketing expense will increase in absolute dollars in the long term, as we increase our user acquisition spend, direct marketing and community outreach activities, and invest in additional tools and technologies. We expect sales and marketing expenses to fluctuate as a percentage of revenue from period to period.

Sales and marketing expense for the year ended December 31, 2025 decreased, compared to the comparable prior year period, primarily due to a decrease in personnel costs, driven by our reductions in headcount.

General and Administrative

Our general and administrative expenses primarily consist of personnel-related costs for finance, legal, human resources, IT and administrative employees; allocated overhead, and professional fees for external legal, accounting, and other professional services. We expect that our general and administrative expenses will increase in absolute dollars in the long term, as we scale to support the growth of our business. We expect general and administrative expenses to fluctuate as a percentage of revenue from period to period.

General and administrative expense for the year ended December 31, 2025 decreased, compared to the comparable prior year period, primarily due to decreases in personnel-related costs and in impairments of operating lease assets, both driven by lower employee separation costs and reductions in our real estate footprint due to restructuring in 2025.

Interest Expense

Interest expense consists primarily of interest expense associated with our convertible debt and amortization of debt issuance costs.

Interest expense for the year ended December 31, 2025 increased, compared to the comparable prior year period, due to the amortization of new debt issuance costs from the issuance of the 2030 Notes, partially offset by a reduction in the amortization of debt issuance costs, driven by the repurchase of a portion of the 2026 Notes.

Interest Income and Other Income (Expense), Net

Interest income and other income (expense), net, consists primarily of interest income earned on our cash and cash equivalents, gains on the repurchase of convertible debt, and foreign currency gains and losses. As we have expanded our global operations, our exposure to fluctuations in foreign currencies has increased, and we expect this to continue.

Interest income and other income (expense), net, for the year ended December 31, 2025 decreased, compared to the comparable prior year period, primarily due to changes in the amount of gain recognized from the repurchase of convertible debt. In the first quarter of 2024, we recognized \$61.4 million of gain on repurchase of convertible debt, compared to \$42.7 million in the first quarter of 2025. This decrease was partially offset by gains from foreign exchange.

Provision for (benefit from) Income taxes

Provision for (benefit from) income taxes consists primarily of income taxes in certain foreign jurisdictions where we conduct business. We have a valuation allowance against certain of our deferred tax assets, including NOL carryforwards and tax credits related primarily to research and development. Our overall effective income tax rate in future periods may be affected by the geographic mix of earnings in the countries in which we operate. Our future effective tax rate may also be affected by changes in the valuation of our deferred tax assets or liabilities, or changes in tax laws, regulations, or accounting principles in the jurisdictions in which we conduct business. See Note 13, "Income Taxes," of the Notes to Consolidated Financial Statements.

The provision for income taxes for the year ended December 31, 2025 changed as compared to the benefit from income taxes in the comparable prior year period, primarily due to higher earnings in foreign jurisdictions and the absence of a tax benefit recognized in the first quarter of 2024 in connection with our restructuring activities.

Non-GAAP Financial Measures

To supplement our consolidated financial statements prepared and presented in accordance with GAAP, we use certain non-GAAP financial measures, as described below, to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe the following non-GAAP measures are useful in evaluating our operating performance. We are presenting these non-GAAP financial measures because we believe, when taken collectively, they may be helpful to investors because they provide consistency and comparability with past financial performance.

However, non-GAAP financial measures have limitations in their usefulness to investors because they have no standardized meaning prescribed by GAAP and are not prepared under any comprehensive set of accounting rules or principles. In addition, other companies, including companies in our industry, may calculate similarly-titled non-GAAP financial measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison. As a result, our non-GAAP financial measures are presented for supplemental informational purposes only and should not be considered in isolation or as a substitute for our consolidated financial statements presented in accordance with GAAP.

Adjusted Gross Profit, Adjusted EBITDA, and Adjusted EPS

We define adjusted gross profit as GAAP gross profit excluding expenses associated with stock-based compensation, amortization of acquired intangible assets, depreciation, and restructurings and reorganizations. We define adjusted gross margin as adjusted gross profit as a percentage of revenue. We define adjusted EBITDA as net income or loss excluding benefits or expenses associated with stock-based compensation, amortization of acquired intangible assets, depreciation, restructurings and

reorganizations, interest, income tax, and other non-operating activities, which primarily consist of foreign exchange rate gains or losses.

We define adjusted EPS as net income or loss excluding benefits or expenses associated with stock-based compensation, amortization of acquired intangible assets, depreciation, restructurings and reorganizations, and the income tax impact of the preceding adjustments (cumulatively "adjusted net income"), increased by the tax effected impacts from any relevant dilutive securities, divided by the diluted weighted-average outstanding shares. The effective tax rate used in calculating adjusted EPS is estimated for each period, based on the net income or loss adjusted for the items noted above, and may differ from the effective rate used in our financial statements. Shares of common stock that are excluded in our calculation of GAAP diluted net loss per share due to their antidilutive impact on such calculations, are included in the diluted weighted average outstanding shares used in our calculation of adjusted EPS, to the extent they have a dilutive impact on adjusted EPS given the adjusted net income in each period.

We use adjusted gross profit, adjusted EBITDA, and adjusted EPS, in conjunction with traditional GAAP measures to evaluate our financial performance. We believe that adjusted gross profit, adjusted EBITDA, and adjusted EPS provide our management and investors consistency and comparability with our past financial performance and facilitates period-to-period comparisons of operations, as these metrics exclude expenses that we do not consider to be indicative of our overall operating performance.

Adjusted gross profit, adjusted EBITDA, and adjusted EPS have limitations as analytical tools, and you should not consider them in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- they exclude expense associated with our equity compensation plans, although equity compensation has been, and will continue to be, an important part of our compensation strategy;
- adjusted gross profit, adjusted EBITDA, and adjusted EPS excludes the expense of amortization of acquired intangible assets and depreciation of property and equipment, and although these are non-cash expenses, the assets being amortized may have to be replaced in the future and adjusted gross profit, adjusted EBITDA, and adjusted EPS does not reflect cash expenditure for such replacements;
- adjusted EBITDA, and adjusted EPS exclude costs incurred from our acquisitions;
- adjusted gross profit, adjusted EBITDA, and adjusted EPS exclude costs incurred from restructuring activities;
- adjusted EBITDA, and adjusted EPS exclude costs incurred from legal settlements that we anticipate recovering through insurance, and subsequent recoveries of those amounts;
- the expenses and other items that we exclude in our calculation of adjusted gross profit, adjusted EBITDA, and adjusted EPS may differ from the expenses and other items, if any, that other companies may exclude from this measure or similarly titled measures, which reduces their usefulness as comparative measures.

The following table presents a reconciliation of our adjusted gross profit to our GAAP gross profit, the most directly comparable measure as determined in accordance with GAAP, for the periods presented (in thousands):

	Year Ended	
	December 31,	
	2025	2024
GAAP gross profit	\$ 1,371,909	\$ 1,332,402
Add:		
Stock-based compensation expense	39,103	43,566
Amortization of intangible assets expense	108,399	108,580
Depreciation expense	6,941	9,613
Restructuring and reorganization costs	1,787	15,154
Adjusted gross profit	<u>\$ 1,528,139</u>	<u>\$ 1,509,315</u>
GAAP gross margin	74 %	73 %
Adjusted gross margin	83 %	83 %

The following table presents a reconciliation of our adjusted EBITDA to net loss, the most directly comparable measure as determined in accordance with GAAP, for the periods presented (in thousands):

	Year Ended	
	December 31,	
	2025	2024
GAAP net loss	\$ (401,493)	\$ (664,287)
Stock-based compensation expense	380,159	469,128
Amortization of intangible assets expense	418,691	353,371
Depreciation expense	42,253	55,609
Restructuring and reorganization costs	46,781	266,855
Interest expense	24,007	23,542
Interest income and other income (expense), net	(107,862)	(111,558)
Provision for (benefit from) income taxes	6,295	(2,846)
Adjusted EBITDA	<u>\$ 408,831</u>	<u>\$ 389,814</u>

The following table presents a reconciliation of adjusted EPS to diluted net loss per share attributable to Unity Software Inc., the most directly comparable measures as determined in accordance with GAAP, for the periods presented (in thousands):

	Year Ended	
	December 31,	
	2025	2024
GAAP net loss	\$ (401,493)	\$ (664,287)
Stock-based compensation expense	380,159	469,128
Amortization of intangible assets expense	418,691	353,371
Depreciation expense	42,253	55,609
Restructuring and reorganization costs	46,781	266,855
Income tax impact of adjusting items	(94,907)	(111,073)
Adjusted net income used for calculation of adjusted EPS, before impact of dilutive instruments	\$ 391,484	\$ 369,603
Increase from forgone financing costs on dilutive convertible notes, net of tax	18,729	18,226
Adjusted net income used for calculation of adjusted EPS, including impact of dilutive instruments	\$ 410,213	\$ 387,829
Weighted-average common shares used in GAAP diluted net loss per share attributable to Unity Software Inc.	420,914	395,951
Convertible notes	38,672	24,766
Stock options and PVOs	6,136	11,197
Unvested RSUs, PVUs, and PSUs	8,945	4,820
ESPP	138	214
Non-GAAP weighted-average common shares used in adjusted EPS	474,805	436,948
GAAP diluted net loss per share attributable to Unity Software Inc.	\$ (0.96)	\$ (1.68)
Total impact on diluted net loss per share attributable to Unity Software Inc. from non-GAAP adjustments	\$ 1.89	\$ 2.61
Total impact on diluted net loss per share attributable to Unity Software Inc. from antidilutive common stock now included	\$ (0.07)	\$ (0.04)
Adjusted EPS	\$ 0.86	\$ 0.89

Free Cash Flow

We define free cash flow as net cash provided by operating activities less cash used for purchases of property and equipment. We believe that free cash flow is a useful indicator of liquidity as it measures our ability to generate cash, or our need to access additional sources of cash, to fund operations and investments.

Free cash flow has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- it is not a substitute for net cash provided by operating activities;
- other companies may calculate free cash flow or similarly titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of free cash flow as a tool for comparison; and

- the utility of free cash flow is further limited as it does not reflect our future contractual commitments and does not represent the total increase or decrease in our cash balance for any given period.

The following table presents a reconciliation of free cash flow to net cash provided by operating activities, the most directly comparable measure as determined in accordance with GAAP, for the periods presented (in thousands):

	Year Ended	
	December 31,	
	2025	2024
Net cash provided by operating activities	\$ 422,955	\$ 315,553
Less:		
Purchases of property and equipment	(19,024)	(29,549)
Free cash flow	\$ 403,931	\$ 286,004
Net cash used in investing activities	\$ (24,024)	\$ (42,409)
Net cash provided by (used in) financing activities	\$ 110,091	\$ (338,307)

Liquidity and Capital Resources

As of December 31, 2025, our principal sources of liquidity were cash and cash equivalents totaling \$2.1 billion, which were primarily held for working capital purposes. Our cash equivalents are invested primarily in time deposits and in government money market funds.

Our material cash requirements from known contractual and other obligations consist of our convertible notes, obligations under operating leases for office space, and contractual obligations for hosting services to support our business operations. See Item 8 of Part II, "Financial Statements and Supplementary Data — Note 10 — Commitments and Contingencies" for additional discussion of our principal contractual commitments.

In the first quarter of 2025 we issued \$690 million in aggregate principal amount of the 2030 Notes, the proceeds of which were used to fund repurchases of outstanding 2026 Notes. We previously issued \$1.7 billion in aggregate principal amount of the 2026 Notes in November 2021, of which \$688 million in aggregate principal amount was repurchased in first quarter 2025 for \$642 million, and \$480 million in aggregate principal amount was repurchased in March 2024 for \$415 million. We also previously issued \$1.0 billion in aggregate principal amount of the 2027 Notes. See Note 9, "Borrowings," for additional discussion of the Notes.

Since our inception, we have generated losses from our operations as reflected in our accumulated deficit of \$4.1 billion as of December 31, 2025. We expect to continue to incur operating losses on a GAAP basis for the foreseeable future due to the investments we will continue to make in research and development, sales and marketing, and general and administrative. As a result, we may require additional capital to execute our strategic initiatives to grow our business.

We believe our existing sources of liquidity will be sufficient to meet our working capital and capital expenditures for at least the next 12 months, including our current intent to settle the principal amount of the 2026 Notes with cash upon maturity in November 2026. We believe we will meet longer-term expected future cash requirements and obligations through a combination of cash flows from operating activities, available cash balances, and potential future equity or debt transactions. Our future capital requirements, however, will depend on many factors, including our growth rate; the timing and extent of spending to support our research and development efforts; capital expenditures to build out new facilities and purchase hardware and software; the expansion of sales and marketing activities; and our continued need to invest in our IT infrastructure to support our growth. In addition, we may enter into additional strategic partnerships as well as agreements to acquire or invest in complementary offerings, teams and

technologies, including intellectual property rights, which could increase our cash requirements. As a result of these and other factors, we may choose or be required to seek additional equity or debt financing sooner than we currently anticipate. In addition, depending on prevailing market conditions, our liquidity requirements, contractual restrictions, and other factors, we may also from time to time seek to retire or purchase our outstanding debt, including the Notes, through cash purchases and/or exchanges for equity securities, in open market purchases, privately negotiated transactions or otherwise. If additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us, or at all, including as a result of macroeconomic conditions such as high interest rates, volatility in the capital markets and liquidity concerns at, or failures of, banks and other financial institutions. If we are unable to raise additional capital when required, or if we cannot expand our operations or otherwise capitalize on our business opportunities because we lack sufficient capital, our business, results of operations, and financial condition would be adversely affected.

Our changes in cash flows were as follows (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Net cash provided by operating activities	\$ 422,955	\$ 315,553	\$ 234,700
Net cash provided by (used in) investing activities	(24,024)	(42,409)	44,040
Net cash provided by (used in) financing activities	110,091	(338,307)	(174,015)
Effect of foreign exchange rate changes on cash, cash equivalents, and restricted cash	27,398	(11,223)	(6,146)
Net change in cash, cash equivalents, and restricted cash	\$ 536,420	\$ (76,386)	\$ 98,579

Cash Provided by Operating Activities

During the year ended December 31, 2025, net cash provided by operating activities was primarily due to a decrease in our net loss, adjusted for certain non-cash items, which include depreciation and amortization, stock-based compensation, gain on convertible notes, impairments, and other, and to a lesser extent, an increase in operating assets and liabilities. Our cash flows can fluctuate from period to period due to revenue seasonality, timing of billings, collections, and publisher payments, and historical cash flows are not necessarily indicative of our results in any future period.

Cash Used in Investing Activities

During the year ended December 31, 2025, net cash used in investing activities consisted primarily of purchases of property and equipment.

Cash Provided by Financing Activities

During the year ended December 31, 2025, net cash provided by financing activities consisted of proceeds from issuance of convertible notes, and the issuance of common stock upon exercise of stock options and purchase of ESPP shares, offset by repayments of convertible notes and the purchase of capped calls.

Critical Accounting Policies and Estimates

Management's discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. These principles require us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosures. Our estimates are based on our historical experience and on various other assumptions that we believe are reasonable under the circumstances. To the extent that there are material differences between these estimates and our actual results, our future financial statements will be affected.

The critical accounting estimates, assumptions and judgments that we believe have the most significant impact on our consolidated financial statements are described below.

Revenue Recognition

Subscriptions to our Create Solutions provide customers with software, embedded cloud functionality, and software updates. Significant judgment is required to determine the level of integration and interdependencies among the individual promises included in our Create Solutions subscriptions. This determination influences whether the software is a distinct and separate performance obligation that should be recognized at a point in time or whether the software should be combined with other promises and recognized over time. Given that the software and software updates are highly interdependent and interrelated, we have concluded that the two promises would be combined as a single performance obligation and recognized over time. We consider the embedded cloud functionality to be a separate performance obligation, however, its pattern of performance aligns with the software and software updates, which enables us to treat the subscription agreements as one performance obligation that is recognized ratably over the term of the agreement.

Income Taxes

We are subject to income taxes in the United States and numerous foreign jurisdictions. Significant judgment is required in determining the provision for income taxes and income tax assets and liabilities, including evaluating uncertainties in the application of accounting principles and complex tax laws.

We use the asset and liability method under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 740, Income Taxes, when accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax expense or benefit is the result of changes in the deferred tax asset and liability.

We record a valuation allowance to reduce our deferred tax assets to the net amount that we believe is more likely than not to be realized. We consider all available evidence, both positive and negative, including historical levels of income, expectations and risks associated with estimates of future taxable income, and ongoing tax planning strategies in assessing the need for a valuation allowance.

We recognize tax benefits from uncertain tax positions only if we believe that it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. Although we believe that we have adequately reserved for our uncertain tax positions (including net interest and penalties), we can provide no assurance that the final tax outcome of these matters will not be materially different. We make adjustments to these reserves in accordance with the income tax accounting guidance when facts and circumstances change, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different from the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made and could have a material impact on our financial condition and operating results. We recognize interest and penalties related to unrecognized tax benefits within income tax expense in the accompanying consolidated statement of operations.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk**Foreign currency exchange risk**

The vast majority of our cash generated from revenue is denominated in U.S. dollars, with a small amount denominated in foreign currencies. Our expenses are generally denominated in the currencies of the jurisdictions in which we conduct our operations. Our results of current and future operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates. We do not enter into forward currency contracts to hedge our foreign currency exposure. The effect of a hypothetical 10% change in foreign currency exchange rates applicable to our business would not have had a material impact on our historical consolidated financial statements.

Item 8. Financial Statements and Supplementary Data**UNITY SOFTWARE INC.****INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Unity Software Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Unity Software Inc. (the Company) as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 11, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

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

*Description of the Matter***Revenue Recognition**

As described in Note 1 to the consolidated financial statements, revenue is recognized when the Company's contractual performance obligations are satisfied, in an amount that reflects the consideration expected. Significant judgment is required to determine the level of integration and interdependencies among the individual promises included in the Company's Create Solutions subscriptions. This determination influences whether the software is a distinct and separate performance obligation that should be recognized at a point in time or whether the software should be combined with other promises and recognized over time. Management has concluded that the Company's Create Solutions subscription is a single performance obligation because the software and software updates are highly interdependent and interrelated. As such, the single performance obligation is recognized over the contract term as the subscription is delivered.

Auditing the Company's determination whether the promises included in the Company's Create Solutions subscriptions should be accounted for as a single performance obligation required a significant level of auditor judgment.

How We Addressed the Matter in Our Audit

We evaluated the design and tested the operating effectiveness of internal controls over the Company's determination that the Company's Create Solutions subscriptions represent a single performance obligation.

Our audit procedures also included, among others, assessing the nature and frequency of the software updates and the level of integration and interdependency between the software and software updates by performing inquiries with the Company's product specialists and further reviewing communication to the Company's customers on its Create Solutions subscriptions. We have also evaluated the Company's revenue disclosures in relation to these matters.

/s/ Ernst & Young LLP

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

San Francisco, California

February 11, 2026

UNITY SOFTWARE INC.
CONSOLIDATED BALANCE SHEETS

(In thousands, except per share data)

	As of	
	December 31, 2025	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 2,055,840	\$ 1,517,672
Accounts receivable, net	643,611	573,884
Prepaid expenses and other	113,012	133,795
Total current assets	2,812,463	2,225,351
Property and equipment, net	68,289	98,819
Goodwill	3,166,304	3,166,304
Intangible assets, net	650,544	1,066,235
Other assets	140,006	180,698
Total assets	<u>\$ 6,837,606</u>	<u>\$ 6,737,407</u>
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 13,981	\$ 13,948
Accrued expenses and other	299,541	294,951
Publisher payables	431,494	394,284
Deferred revenue	224,405	186,304
Current portion of convertible notes	556,451	—
Total current liabilities	1,525,872	889,487
Convertible notes	1,678,899	2,238,922
Long-term deferred revenue	14,038	16,846
Other long-term liabilities	122,660	165,004
Total liabilities	3,341,469	3,310,259
Commitments and Contingencies (Note 10)		
Redeemable noncontrolling interests	252,637	230,627
Stockholders' equity:		
Common stock, \$0.000005 par value:		
Authorized shares - 1,000,000 and 1,000,000		
Issued and outstanding shares - 432,860 and 409,393	2	2
Additional paid-in capital	7,378,295	6,936,038
Accumulated other comprehensive loss	(2,156)	(9,425)
Accumulated deficit	(4,138,709)	(3,735,944)
Total Unity Software Inc. stockholders' equity	3,237,432	3,190,671
Noncontrolling interest	6,068	5,850
Total stockholders' equity	3,243,500	3,196,521
Total liabilities and stockholders' equity	<u>\$ 6,837,606</u>	<u>\$ 6,737,407</u>

See accompanying Notes to Consolidated Financial Statements.

UNITY SOFTWARE INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Year Ended December 31,		
	2025	2024	2023
Revenue	\$ 1,849,648	\$ 1,813,255	\$ 2,187,317
Cost of revenue	477,739	480,853	733,722
Gross profit	1,371,909	1,332,402	1,453,595
Operating expenses			
Research and development	929,516	924,830	1,053,588
Sales and marketing	652,907	752,649	834,625
General and administrative	268,539	410,072	398,176
Total operating expenses	1,850,962	2,087,551	2,286,389
Loss from operations	(479,053)	(755,149)	(832,794)
Interest expense	(24,007)	(23,542)	(24,580)
Interest income and other expense, net	107,862	111,558	59,529
Loss before income taxes	(395,198)	(667,133)	(797,845)
Provision for (benefit from) Income taxes	6,295	(2,846)	28,477
Net loss	(401,493)	(664,287)	(826,322)
Net income (loss) attributable to noncontrolling interest and redeemable noncontrolling interests	1,272	(173)	(4,311)
Net loss attributable to Unity Software Inc.	\$ (402,765)	\$ (664,114)	\$ (822,011)
Basic and diluted net loss per share attributable to Unity Software Inc.	\$ (0.96)	\$ (1.68)	\$ (2.16)
Weighted-average shares used in computation of basic and diluted net loss per share	420,914	395,951	380,457

See accompanying Notes to Consolidated Financial Statements.

UNITY SOFTWARE INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In thousands)

	Year Ended December 31,		
	2025	2024	2023
Net loss	\$ (401,493)	\$ (664,287)	\$ (826,322)
Other comprehensive income (loss), net of taxes:			
Change in foreign currency translation adjustment	9,201	(5,544)	(4,556)
Change in unrealized gains on derivative instruments	—	—	289
Other comprehensive income (loss)	9,201	(5,544)	(4,267)
Comprehensive loss	\$ (392,292)	\$ (669,831)	\$ (830,589)
Net income (loss) attributable to noncontrolling interest and redeemable noncontrolling interests	1,272	(173)	(4,311)
Foreign currency translation attributable to noncontrolling interest and redeemable noncontrolling interests	1,932	(1,128)	(949)
Comprehensive loss attributable to noncontrolling interest and redeemable noncontrolling interests	3,204	(1,301)	(5,260)
Comprehensive loss attributable to Unity Software Inc.	\$ (395,496)	\$ (668,530)	\$ (825,329)

See accompanying Notes to Consolidated Financial Statements.

UNITY SOFTWARE INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands, except share data)

	Year Ended December 31, 2023							
	Common Stock		Additional Paid-In Capital	Other Comprehensive Loss	Accumulated Deficit	Unity Software Inc. Stockholders' Equity	Noncontrolling Interest ⁽¹⁾	Total Equity
	Shares	Amount						
Balance at December 31, 2022	374,243,196	\$ 2	\$ 5,779,776	\$ (1,691)	\$ (2,249,819)	\$ 3,528,268	\$ 6,298	\$ 3,534,566
Issuance of common stock from employee equity plans	6,242,222	—	75,985	—	—	75,985	—	75,985
Issuance of common stock for settlement of RSUs	11,944,558	—	—	—	—	—	—	—
Purchase and retirement of common stock	(7,558,415)	—	(250,000)	—	—	(250,000)	—	(250,000)
Stock-based compensation expense	—	—	664,853	—	—	664,853	—	664,853
Net loss	—	—	—	—	(822,011)	(822,011)	(294)	(822,305)
Adjustments to redeemable noncontrolling interest	—	—	(11,135)	—	—	(11,135)	—	(11,135)
Other comprehensive loss	—	—	—	(3,318)	—	(3,318)	(65)	(3,383)
Balance at December 31, 2023	384,871,561	\$ 2	\$ 6,259,479	\$ (5,009)	\$ (3,071,830)	\$ 3,182,642	\$ 5,939	\$ 3,188,581

	Year Ended December 31, 2024							
	Common Stock		Additional Paid-In Capital	Other Comprehensive Loss	Accumulated Deficit	Unity Software Inc. Stockholders' Equity	Noncontrolling Interest ⁽¹⁾	Total Equity
	Shares	Amount						
Balance at December 31, 2023	384,871,561	\$ 2	\$ 6,259,479	\$ (5,009)	\$ (3,071,830)	\$ 3,182,642	\$ 5,939	\$ 3,188,581
Issuance of common stock from employee equity plans	9,952,298	—	76,692	—	—	76,692	—	76,692
Issuance of common stock for settlement of RSUs	14,568,665	—	—	—	—	—	—	—
Stock-based compensation expense	—	—	605,909	—	—	605,909	—	605,909
Net loss	—	—	—	—	(664,114)	(664,114)	(12)	(664,126)
Adjustments to redeemable noncontrolling interest	—	—	(6,042)	—	—	(6,042)	—	(6,042)
Other comprehensive loss	—	—	—	(4,416)	—	(4,416)	(77)	(4,493)
Balance at December 31, 2024	409,392,524	\$ 2	\$ 6,936,038	\$ (9,425)	\$ (3,735,944)	\$ 3,190,671	\$ 5,850	\$ 3,196,521

UNITY SOFTWARE INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY—CONTINUED
(In thousands, except share data)

	Year Ended December 31, 2025							
	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Unity Stockholders' Equity	Noncontrolling Interest (1)	Total Equity
	Shares	Amount						
Balance at December 31, 2024	409,392,524	\$ 2	\$ 6,936,038	\$ (9,425)	\$ (3,735,944)	\$ 3,190,671	\$ 5,850	\$ 3,196,521
Issuance of common stock from employee equity plans	10,378,326		119,454			119,454		119,454
Issuance of common stock for settlement of RSUs	13,089,091					—		—
Purchase of capped calls			(44,436)			(44,436)		(44,436)
Stock-based compensation expense			386,263			386,263		386,263
Net loss					(402,765)	(402,765)	86	(402,679)
Adjustments to redeemable noncontrolling interest			(19,024)			(19,024)		(19,024)
Other comprehensive income				7,269		7,269	132	7,401
Balance at December 31, 2025	<u>432,859,941</u>	<u>\$ 2</u>	<u>\$ 7,378,295</u>	<u>\$ (2,156)</u>	<u>\$ (4,138,709)</u>	<u>\$ 3,237,432</u>	<u>\$ 6,068</u>	<u>\$ 3,243,500</u>

(1) Excludes redeemable noncontrolling interests.

See accompanying Notes to Consolidated Financial Statements.

UNITY SOFTWARE INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2025	2024	2023
Operating activities			
Net loss	\$ (401,493)	\$ (664,287)	\$ (826,322)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	460,944	408,980	563,916
Stock-based compensation expense	385,214	596,249	648,696
Gain on repayment of convertible note	(42,744)	(61,371)	—
Impairment of property and equipment	5,882	22,791	—
Other	(3,683)	23,309	24,613
Changes in assets and liabilities, net of effects of acquisitions:			
Accounts receivable, net	(69,078)	37,359	21,791
Prepaid expenses and other	24,071	(11,203)	20,314
Other assets	33,819	(2,746)	45,047
Accounts payable	(545)	742	(6,313)
Accrued expenses and other	4,361	(6,671)	(21,069)
Publisher payables	37,210	9,170	(60,509)
Other long-term liabilities	(44,825)	(47,963)	(47,245)
Deferred revenue	33,822	11,194	(128,219)
Net cash provided by operating activities	422,955	315,553	234,700
Investing activities			
Purchases of short-term investments	—	—	(212)
Proceeds from principal repayments and maturities of short-term investments	—	—	102,673
Purchases of non-marketable investments	(2,000)	—	(2,500)
Purchases of intangible assets	(3,000)	(12,860)	—
Purchases of property and equipment	(19,024)	(29,549)	(55,921)
Net cash provided by (used in) investing activities	(24,024)	(42,409)	44,040
Financing activities			
Proceeds from issuance of convertible notes	690,000	—	—
Purchase of capped calls	(44,436)	—	—
Payment of debt issuance costs	(13,236)	—	—
Repayments of convertible note	(641,691)	(414,999)	—
Repurchase and retirement of common stock	—	—	(250,000)
Proceeds from issuance of common stock upon exercise of stock options and purchase of ESPP shares	119,454	76,692	75,985
Net cash provided by (used in) financing activities	110,091	(338,307)	(174,015)
Effect of foreign exchange rate changes on cash, cash equivalents, and restricted cash	27,398	(11,223)	(6,146)
Increase (decrease) in cash, cash equivalents, and restricted cash	536,420	(76,386)	98,579
Cash, cash equivalents, and restricted cash, beginning of period	1,527,881	1,604,267	1,505,688
Cash, cash equivalents, and restricted cash, end of period	\$ 2,064,301	\$ 1,527,881	\$ 1,604,267

UNITY SOFTWARE INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS—CONTINUED
(In thousands)

	Year Ended December 31,		
	2025	2024	2023
Supplemental disclosure of cash flow information:			
Cash paid for interest	\$ 20,000	\$ 20,000	\$ 20,389
Cash paid for income taxes, net of refunds	\$ 10,589	\$ 26,363	\$ 22,471
Cash paid for operating leases	\$ 46,328	\$ 49,974	\$ 42,905
Supplemental disclosures of non-cash investing and financing activities:			
Assets acquired under operating lease	\$ 18,555	\$ 24,459	\$ 43,831

See accompanying Notes to Consolidated Financial Statements.

UNITY SOFTWARE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Accounting Policies***Description of Business***

We offer a suite of tools across all major platforms from mobile, PC, and console, to extended reality (XR).

We are headquartered in San Francisco, California and have operations in the United States and various other international locations.

We market our solutions directly through our online store and field sales operations in North America, China, France, the U.K., Israel, Japan, and South Korea, and indirectly through independent distributors and resellers worldwide.

Basis of Presentation and Consolidation

We prepared the accompanying consolidated financial statements in accordance with U.S. generally accepted accounting principles ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission ("SEC"). The consolidated financial statements include the accounts of Unity Software Inc., its wholly owned subsidiaries, and entities consolidated under the voting interest model. We have eliminated all intercompany balances and transactions. In our opinion, all adjustments, which include normal recurring adjustments necessary for a fair presentation, have been included.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make certain estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period. For us, these estimates are used for, but not limited to, revenue recognition, the measurement of liabilities for uncertain tax positions and deferred tax assets and liabilities, the fair value of stock-based compensation, the fair value of redeemable noncontrolling interests, and the useful lives of long lived assets. Actual results could differ from those estimates, and such differences could be material to our financial position and results of operations.

We review the useful lives of assets with a finite life on a recurring basis. Effective July 1, 2025, we revised our estimate of the remaining useful life for certain intangible assets from four to seven years, down to one to three years. These assets are included in "Intangible assets, net" on our consolidated balance sheets, are primarily "developed technology" within intangible assets, and primarily relate to assets arising from our acquisition of Wētā FX Limited in 2021. The shortened useful lives are due to certain assets no longer being actively developed and the absence of currently established plans for incorporation into future Unity offerings. The effect of this change in estimate for the year ended December 31, 2025, was an increase in amortization expense and decrease in operating income of approximately \$77 million, an increase in net loss of approximately \$61 million, and an increase in our basic and diluted net loss per share of approximately \$0.15 per share.

Employee Separation and Restructuring Costs

In the year ended December 31, 2025, we incurred incremental employee separation costs of approximately \$33 million, primarily within sales and marketing and research and development. In the year ended December 31, 2024, we incurred incremental employee separation costs of approximately \$214 million, which included \$127 million of incremental stock-based compensation. Of the incremental employee separation costs we incurred in the year ended December 31, 2024, \$15 million are within cost of revenue, \$48 million are within research and development, \$58 million are within sales and marketing, and \$93 million are within general and administrative. Additionally, for the year ended December 31, 2025

and 2024, we incurred \$14 million and \$53 million, respectively, of other restructuring costs, primarily related to office closures.

Revenue Recognition

Revenue is measured based on the amount of consideration that we expect to receive from our customers. Revenue excludes sales and indirect taxes. In arrangements where we have multiple performance obligations, the transaction price is allocated to each performance obligation using the relative stand-alone selling price ("SSP"). We generally determine SSP based on observable pricing. When observable pricing is not available, we use cost plus margin analysis to determine SSP.

Our business focuses on two complementary sets of solutions: (1) Create Solutions and (2) Grow Solutions.

Create Solutions

Create Solutions are a combination of software and services that enable customers to edit, run, and iterate interactive, real-time 2D and 3D experiences. Revenue is primarily derived from Create Solution Subscriptions, Enterprise Support, Professional services, and Consumption services.

Create Solutions subscriptions provide customers with software, embedded cloud functionality, and software updates. As the software and software updates are highly interdependent and interrelated and these services have the same pattern of performance as the embedded cloud functionality, we combine these promises and account for them as a single performance obligation that is recognized over time. Enterprise customers may purchase an enhanced support offering ("Enterprise Support") that is generally sold separately and is considered its own performance obligation. Create Solutions subscriptions and Enterprise Support typically have a term of one to five years and are billed in monthly, quarterly and annual installments, and recognized ratably over the service period.

Professional services revenue is primarily composed of consulting, platform integration, training, and custom application and workflow development. Revenue is recognized as services are rendered. We typically invoice our customers on a milestone basis or when promised services are delivered.

Our Consumption service arrangements are based on a fixed fee or usage-based model. For fixed fee arrangements revenue is recognized ratably over the contractual service term as our obligations are generally fulfilled evenly throughout the contractual period. For usage-based arrangements, we recognize revenue as services are provided.

Grow Solutions

Grow Solutions revenue primarily consists of advertising services provided through our monetization solutions that allow publishers, which include mobile application developers, original equipment manufacturers ("OEM") and mobile carriers to sell available advertising inventory on their mobile applications or hardware devices to advertisers for in-app or on-device placements. We present revenue on a net basis for sales where we are facilitating the transaction between advertisers and publishers and do not have control over in-app or on-device placement. In these cases the publisher is our customer. We present revenue on a gross basis for advertising sales where we are the publisher and have control of the in-app or on-device placement. Advertising revenue is recognized at a point in time when the agreed upon action is completed or when the advertisement is displayed to users.

Cost of Revenue

Cost of revenue for the delivery of software services, professional services, and advertising consists primarily of hosting expenses, personnel costs (including salaries, stock-based compensation, and benefits) for employees associated with our product support and professional services organizations, fees paid to mediation platforms, credit card fees, third-party license fees, payments to developers where we are the publisher, and allocated shared costs, including facilities, IT, and security costs, as well as amortization of related capitalized software costs and depreciation of related property and equipment and amortization of acquired intangible assets.

Stock-Based Compensation

Stock-based compensation expense related to our employees and non-employee directors is calculated based on the fair value on the grant date. For restricted stock units ("RSUs"), fair value is based on the closing price of our common stock on the grant date. For performance-based restricted stock units ("PSUs"), fair value is based on the closing price of our common stock on the day the performance goals are set for each tranche of the award.

The fair value of stock options and purchases made under the 2020 Employee Stock Purchase Plan ("2020 ESPP") is estimated using the Black-Scholes pricing model. This model requires certain assumptions be used as inputs, such as the fair value of the underlying common stock, expected term of the option before exercise, expected volatility of our common stock, expected dividend yield, and a risk-free interest rate. Options granted during the year have a maximum contractual term of ten years. We have limited historical stock option activity and therefore estimate the expected term of stock options granted using the simplified method, which represents the average of the contractual term of the stock option and its weighted-average vesting period. The expected volatility of stock options and employee stock purchase plan ("ESPP") purchases are based upon our historical volatility and the historical volatility of a number of publicly traded companies in similar industries over similar durations. We have historically not declared or paid any dividends and do not currently expect to do so in the foreseeable future. The risk-free interest rates used are based on the U.S. Department of Treasury ("U.S. Treasury") yield in effect at the time of grant for zero-coupon U.S. Treasury notes with maturities approximately equal to the expected term of the stock options and ESPP purchases.

The fair value of price-vested options ("PVOs") and price-vested units ("PVUs"), which are options and RSUs respectively, that contain both service-based and market-based vesting conditions are estimated using the Monte Carlo simulation model and use inputs such as the fair value of the underlying common stock, expected term before exercise, expected volatility of our common stock, expected dividend yield, and a risk-free interest rate, modified to reflect the impact of market-based vesting conditions, including the estimated payout level based on that condition. We do not adjust compensation cost for subsequent changes in the expected outcome of the market-based vesting conditions.

We recognize stock-based compensation expense for RSUs, stock options, PVOs, PVUs, and PSUs on a straight-line basis, typically over the requisite service period of the entire award, generally, a vesting period of one to four years. We recognize stock-based compensation expense related to the 2020 ESPP on a straight-line basis over the offering period. We do not estimate forfeitures but instead account for them as they occur.

Cash, Cash Equivalents, and Restricted Cash

We consider all highly liquid investments with original maturities of three months or less at date of purchase to be cash equivalents. Our cash equivalents include money market funds and time deposits.

As of December 31, 2025 and 2024, restricted cash was \$8.5 million and \$10.2 million, respectively. Restricted cash consists of secured letters of credit issued in connection with our operating leases and other amounts held in escrow. Restrictions typically lapse at the end of the lease term, and restricted cash is classified as current or non-current based on the remaining term of the restriction.

Accounts Receivable

Accounts receivable are recorded at the original invoiced amount, net of allowances for uncollectible amounts. We estimate losses on uncollectible amounts based on expected losses, including our historical experience of actual losses. The estimated losses on uncollectible amounts are recorded in general and administrative expense on our consolidated statements of operations. As of December 31, 2025 and 2024, the allowance for uncollectible amounts was \$10.9 million and \$17.3 million, respectively. For the years ended December 31, 2025 and 2024, the provision for uncollectible amounts was \$2.7 million and \$7.7 million, respectively.

Credit Risk and Concentrations

Financial instruments that potentially subject us to a concentration of credit risk consist primarily of cash and cash equivalents, and accounts receivable. We place our domestic and foreign cash and cash equivalents, with large, creditworthy financial institutions. Balances in these accounts may exceed federally insured limits at times.

In general, we do not require our customers to provide collateral or other security to support accounts receivable. To reduce credit risk, management performs credit evaluations of our customers' financial condition, as warranted, and continually analyzes the allowance for doubtful accounts, which we maintain based upon the expected collectability of accounts receivable.

As of December 31, 2025 and 2024, no individual customer represented 10% or more of the aggregate receivables. For the years ended December 31, 2025, 2024, and 2023, no individual customer represented 10% or more of total revenue.

Fair Value of Financial Instruments

We define fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, which are required to be recorded at fair value, we consider the principal or most advantageous market in which to transact and the market-based risk. The carrying amounts reported in the consolidated financial statements approximate the fair value for cash and cash equivalents, accounts receivable, accounts payable, and accrued liabilities, due to their short-term nature.

Comprehensive Loss

Comprehensive loss is comprised of net loss and other comprehensive loss. Our other comprehensive loss includes unrealized gains and losses on derivative instruments, and foreign currency translation adjustment.

Property and Equipment, Net

Property and equipment are stated at cost less accumulated depreciation and amortization, computed using the straight-line method based on the estimated useful lives of the assets, which is generally three years for computer and other hardware and five years for furniture. Leasehold improvements are amortized over the shorter of their estimated useful life or the remaining term of the lease. Software licenses are amortized over the shorter of their estimated useful life or license term, which is generally three to five years.

The costs of repairs and maintenance are expensed when incurred, while expenditures for refurbishments and improvements that significantly add to the productive capacity or extend the useful life of an asset are capitalized.

Upon retirement or sale, the cost of assets disposed of and the related accumulated depreciation are removed from the accounts, and any resulting gain or loss is credited or charged to the consolidated statement of operations.

Leases

Primarily all of our leases have been categorized as operating leases at inception. On certain of our lease agreements, we may receive rent holidays and other incentives provided by the landlord. We recognize lease costs on a straight-line basis without regard to deferred payment terms, such as rent holidays, that defer the commencement date of required payments. Additionally, incentives we receive are treated as a reduction of our costs over the term of the agreement.

We establish assets and liabilities for the present value of estimated future costs to retire long-lived assets at the termination or expiration of a lease. Such assets are depreciated over the lease period into operating expense, and the recorded liabilities are accreted to the future value of the estimated retirement costs.

Convertible Senior Notes and Capped Call Transactions

We account for each issuance of the Notes as single liabilities measured at their amortized cost. Debt issuance costs are amortized to interest expense using the straight-line method (which approximates the effective interest method) and are recorded in other income and expense.

We record the cost of capped call transactions as a reduction of our additional paid-in capital on our consolidated balance sheets. Capped call transactions will not be remeasured as long as they continue to meet the conditions for equity classification.

Segments

We operate as a single operating segment. The chief operating decision maker is our Chief Executive Officer, who makes resource allocation decisions and assesses performance based on financial information presented on a consolidated basis, accompanied by disaggregated information of our revenue. Accordingly, we have determined that we have a single reportable segment and operating segment structure. See Note 15, "Segment Information" for additional information about our reportable segment.

Capitalized Software Costs and Software Implementation Costs

We capitalize implementation costs incurred in our cloud computing service arrangements related to enterprise software solutions ("capitalized implementation costs") and costs associated with customized internal-use software systems that have reached the application development stage. Such capitalized costs include external direct costs utilized in developing or obtaining the applications and payroll and payroll-related expenses for employees, who are directly associated with the development of the applications. We capitalize such costs during the application development stage, which begins when the preliminary project stage is complete and ceases at the point in which the project is substantially complete and is ready for its intended purpose. Capitalized software costs are amortized on a straight-line basis over their estimated useful life, which is generally three years. Management evaluates the useful lives of these assets on an annual basis and tests for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets. Capitalized implementation costs are expensed over the term of the hosting arrangement, which is the fixed, non-cancellable term of the arrangement, plus any reasonably certain renewal periods.

Capitalized software costs are included in property and equipment, net, on the consolidated balance sheets. The amount of capitalized software costs was \$13.3 million and \$33.2 million, respectively, during the years ended December 31, 2025 and 2024. The closing amount of capitalized software costs on the balance sheet was \$40.1 million and \$56.2 million, respectively, as of December 31, 2025 and 2024.

The current portion of capitalized implementation costs are included in prepaid expenses on the consolidated balance sheets, and the non-current portion of capitalized implementation costs are included in other assets on the consolidated balance sheets. The amount of capitalized implementation costs was not material for the years ended December 31, 2025 and 2024.

The costs to develop software that is marketed externally consist of payroll and payroll related costs for employees, who are directly associated with the development of the software. We capitalize such costs when technological feasibility is established and a working model is complete through the point of general release. All costs outside of this window are charged to research and development expense. The amount of costs capitalized for software developed for external use was not material for the years ended December 31, 2025 and 2024.

Impairment Analysis

We evaluate intangible assets and other long-lived assets for possible impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. This includes but is not limited to significant adverse changes in business climate, market conditions, or other events that indicate an asset's carrying amount may not be recoverable. Recoverability of these

assets is measured by comparing the carrying amount of each asset to the future undiscounted cash flows the asset is expected to generate. If the undiscounted cash flows used in the test for recoverability are less than the carrying amount of these assets, the carrying amount of such assets is reduced to fair value.

We evaluate and test the recoverability of our goodwill for impairment at least annually during our fourth quarter of each calendar year or more often if and when circumstances indicate that goodwill may not be recoverable.

During the years ended December 31, 2025 and 2024, we recorded \$3.8 million and \$16.2 million of impairment charges on operating lease assets, respectively, and during the years ended December 31, 2025 and 2024 we recorded \$5.9 million and \$22.8 million of impairment charges on property and equipment, respectively. These charges were primarily within general and administrative, and related to closures of corporate offices. The fair values of these assets were determined using active market prices. Apart from those operating lease asset, and property and equipment impairments, there were no material impairments of capitalized software costs, capitalized implementation costs, intangible assets, goodwill, or other long-lived assets during the years ended December 31, 2025, 2024, and 2023.

Income Taxes

We are subject to income taxes in the United States and numerous foreign jurisdictions. Significant judgment is required in determining our provision for income taxes and income tax assets and liabilities, including evaluating uncertainties in the application of accounting principles and complex tax laws.

We record an income tax expense (or benefit) for the anticipated tax consequences of the reported results of operations using the asset and liability method. Under this method, we recognize deferred income tax assets and liabilities for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, as well as for NOL and tax credit carryforwards. Deferred tax assets and liabilities are measured using the tax rates that are expected to apply to taxable income for the years in which those tax assets and liabilities are expected to be realized or settled. We recognize the deferred income tax effects of a change in tax rates in the period of the enactment.

We record a valuation allowance to reduce our deferred tax assets to the net amount that we believe is more likely than not to be realized. We consider all available evidence, both positive and negative, including historical levels of income, expectations and risks associated with estimates of future taxable income, and ongoing tax planning strategies in assessing the need for a valuation allowance.

We recognize tax benefits from uncertain tax positions only if we believe that the position is more likely than not to be sustained on examination by the taxing authorities based on the technical merits of the position. Although we believe that we have adequately reserved for our uncertain tax positions (including net interest and penalties), we can provide no assurance that the final tax outcome of these matters will not be materially different. We make adjustments to these reserves in accordance with the income tax accounting guidance when facts and circumstances change, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different from the amounts recorded, such differences will affect our income tax expense (or benefit) in the period in which such determination is made and could have a material impact on our financial condition and operating results.

We recognize interest and penalties related to unrecognized tax benefits within income tax expense in the accompanying consolidated statement of operations. Accrued interest and penalties are included in income and other taxes payable on the consolidated balance sheets.

Translation of Foreign Currencies

The functional currency of the majority of our foreign subsidiaries is the U.S. dollar. Foreign currency transaction gains and losses are included in interest and other income (expense), net, on the consolidated statements of operations for the period. For U.S. dollar functional currency subsidiaries, all assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the exchange

rate on the balance sheet date. Revenue and expenses denominated in a foreign currency are translated at the relevant daily exchange rates. Equity transactions denominated in a foreign currency are translated using historical exchange rates. For a foreign subsidiary where the local currency is the functional currency, adjustments to translate those statements into U.S. dollars are recorded in accumulated other comprehensive loss in stockholders' equity.

Goodwill and Intangible Assets

We allocate the fair value of purchase consideration to the tangible assets acquired, liabilities assumed, and intangible assets acquired based on their estimated fair values as of the acquisition date. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Intangible assets, with the exception of certain contractual relationships, which have a finite life are amortized on a straight-line basis over their estimated useful lives, which typically range from two to six years. Certain contractual relationships are amortized using an accelerated method of amortization, which reflects the pattern in which the economic benefits from the intangible assets are expected to be recognized.

On an annual basis, we evaluate the estimated remaining useful life of acquired intangible assets and whether events or changes in circumstances warrant a revision to the remaining amortization period. During the year ended December 31, 2025, we revised our estimate of the remaining useful life for certain intangible assets from four to seven years, down to one to three years. See "Use of Estimates" section earlier in this note for more details. No material changes to the useful lives of our intangible assets were deemed necessary during the years ended December 31, 2024, and 2023 based on management's evaluation.

Warranties and Indemnifications

In the ordinary course of business, we may provide indemnifications of varying scope and terms to customers, vendors, lessors, investors, directors, officers, employees and other parties with respect to certain matters. Indemnification may include losses from our breach of such agreements, services we provide, or third-party intellectual property infringement claims. These indemnifications may survive termination of the underlying agreement, and the maximum potential amount of future indemnification payments may not be subject to a cap. As of December 31, 2025 and 2024, there were no known events or circumstances that have resulted in a material indemnification liability to us, and we did not incur material costs to defend lawsuits or settle claims related to these indemnifications.

We generally do not offer warranties for our software products. With certain customers, we will warrant that our software products will operate without material error and/or substantially in conformity with product documentation. We have not experienced any warranty claims to date, and no liabilities have been recorded as of December 31, 2025 and 2024.

Advertising Costs

Advertising costs are expensed as incurred as a component of sales and marketing expense in the consolidated statements of operations. Advertising expense was approximately \$8.2 million, \$10.1 million, and \$12.6 million for the years ended December 31, 2025, 2024, and 2023, respectively.

Accounting Pronouncements Recently Adopted

In December 2023, the FASB issued a new Accounting Standards Update ("ASU 2023-09") amending existing income tax disclosure guidance, primarily requiring more detailed disclosure for income taxes paid and the effective tax rate reconciliation. ASU 2023-09 is effective for annual reporting periods beginning after December 15, 2024, with early adoption permitted and can be applied on either a prospective or retroactive basis. We adopted ASU 2023-09 for the year ended December 31, 2025 on a prospective basis. See Note 13 "Income Taxes" for additional information.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued a new Accounting Standards Update ("ASU 2024-03") amending the existing disclosure requirement for expenses within Statement of Operations, primarily

requiring more disaggregated disclosure for certain costs and expenses on an annual and interim basis. ASU 2024-03 is effective for annual reporting periods beginning after December 15, 2026, with early adoption permitted and can be applied on either a prospective or retroactive basis. We are currently evaluating ASU 2024-03 to determine its impact on our expense disclosures.

In July 2025, the FASB issued a new Accounting Standards Update ("ASU 2025-05") amending the guidance around estimation of credit losses on current accounts receivable and current contract assets to allow entities to elect a practical expedient to assume that the current conditions as of the balance sheet date will remain unchanged for the remaining life of the asset when developing a reasonable and supportable forecast. ASU 2025-05 is effective for annual reporting periods beginning after December 15, 2025, with early adoption permitted and should be applied on a prospective basis. We are currently evaluating ASU 2025-05 to determine its impact on our financial statements.

In September 2025, the FASB issued a new Accounting Standards Update ("ASU 2025-06") amending existing internal-use software guidance, changing the timing and thresholds for capitalizing these software costs. ASU 2025-06 is effective for annual reporting periods beginning after December 15, 2027, with early adoption permitted and can be applied on either a prospective, modified, or retrospective basis. We are currently evaluating ASU 2025-06 to determine its impact on our financial statements.

2. Revenue

The following table presents our revenue disaggregated by source, which also have similar economic characteristics (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Create Solutions	\$ 621,409	\$ 613,966	\$ 859,174
Grow Solutions	1,228,239	1,199,289	1,328,143
Total revenue	\$ 1,849,648	\$ 1,813,255	\$ 2,187,317

The following table presents our revenue disaggregated by geography, based on the invoice address of our customers (in thousands):

	Year Ended December 31,		
	2025	2024	2023
United States	\$ 518,319	\$ 530,387	\$ 564,358
Greater China ⁽¹⁾	333,571	258,872	254,551
EMEA ⁽²⁾	601,430	643,872	756,214
APAC ⁽³⁾	349,018	329,907	558,810
Other Americas ⁽⁴⁾	47,310	50,217	53,384
Total revenue	\$ 1,849,648	\$ 1,813,255	\$ 2,187,317

⁽¹⁾ Greater China includes China, Hong Kong, and Taiwan.

⁽²⁾ Europe, the Middle East, and Africa ("EMEA").

⁽³⁾ Asia-Pacific, excluding Greater China ("APAC").

⁽⁴⁾ Canada and Latin America ("Other Americas").

Sales Commissions

Sales commissions that have a benefit beyond one year are capitalized and amortized on a straight-line method over the expected period of benefit, which is generally three years. As of December 31, 2025, capitalized commissions, net of amortization, included in prepaid expenses and other and other assets were \$5.4 million and \$2.8 million, respectively. As of December 31, 2024, capitalized commissions, net of amortization, included in prepaid expenses and other and other assets were \$6.5 million and \$5.4 million, respectively.

During the years ended December 31, 2025 and 2024, we recorded amortization costs of \$7.2 million and \$8.9 million, respectively, in sales and marketing expenses. We did not incur any impairment losses for the years ended December 31, 2025 and 2024.

Contract Balances and Remaining Performance Obligations

Contract assets (unbilled receivables), primarily included in accounts receivable, net, are recorded when revenue is earned in advance of customer billing schedules. Unbilled receivables totaled \$15.8 million and \$20.5 million as of December 31, 2025 and 2024, respectively. The long term portion of those unbilled receivables was included in other long-term assets on our consolidated balance sheets, and was not material as of December 31, 2025 and 2024.

Contract liabilities (deferred revenue) relate to payments received in advance of performance under the contract. Revenue recognized during the year ended December 31, 2025 that was included in the deferred revenue balances at January 1, 2025 was \$176 million.

Additionally, we have performance obligations associated with commitments in customer contracts to perform in the future that had not yet been recognized in our consolidated financial statements. For contracts with original terms that exceed one year, those commitments not yet recognized as of December 31, 2025 were \$494 million and relate primarily to Create Solutions subscriptions, Enterprise Support, and Strategic Partnerships. These commitments generally extend over the next one to five years and we expect to recognize approximately \$225 million or 46% of this revenue during the next 12 months.

3. Financial Instruments**Cash, Cash Equivalents, and Restricted Cash**

Cash, cash equivalents, and restricted cash are recorded at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. To increase the comparability of fair value measures, the following hierarchy prioritizes the inputs to valuation methodologies used to measure fair value:

- Level 1—Valuations based on quoted prices in active markets for identical assets or liabilities.
- Level 2—Valuations based on quoted prices for similar assets and liabilities in active markets or inputs that are observable for the assets or liabilities, either directly or indirectly through market corroboration.
- Level 3—Valuations based on unobservable inputs reflecting our own assumptions used to measure assets and liabilities at fair value. These valuations require significant judgment.

The following table summarizes, by major security type, our cash, cash equivalents, and restricted cash that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy (in thousands):

	December 31, 2025	December 31, 2024
	Fair Value ⁽¹⁾	
Cash	\$ 708,788	\$ 995,802
Level 1:		
Restricted cash and cash equivalents:		
Restricted cash	\$ 8,461	\$ 10,209
Money market funds	469,017	327,333
Time deposits	878,035	194,537
Total restricted cash and cash equivalents	\$ 1,355,513	\$ 532,079
Total cash, cash equivalents, and restricted cash	\$ 2,064,301	\$ 1,527,881

⁽¹⁾ Due to the highly liquid nature of our investments, amortized cost approximates fair value.

There were no material realized or unrealized gains or losses, either individually or in the aggregate, during the years ended December 31, 2025 and 2024. During the year ended December 31, 2023, we sold the remainder of our short-term investments.

Nonrecurring Fair Value Measurements

We hold equity investments in certain unconsolidated entities without a readily determinable fair value. These strategic investments represent less than a 20% ownership interest in each of the entities, and we do not have significant influence over or control of the entities. We use the measurement alternative to account for adjustments to these investments for observable transactions for the same or similar investments of the same issuer in any given quarter. If we determine an impairment has occurred, the investment is written down to the estimated fair value. As of December 31, 2025 and December 31, 2024, such equity investments totaled \$35.0 million and \$33.0 million, respectively. No material adjustments to the carrying value of these equity investments were recorded for the years ended December 31, 2025 and 2024.

4. Investment in Unity China

In August 2022, we formed a company in China ("Unity China") to perform research and development activities and to facilitate commercialization in the Greater China region. Upon formation, we agreed to sell to third-party investors an ownership interest of approximately 20.5% in Unity China for cash consideration of \$197 million. Under the agreement and pursuant to certain conditions that include successfully completing an initial public offering of Unity China at a valuation greater than ¥25.0 billion CNY, the investors have the option to require us to repurchase their interest at a redemption value based on the greater of Unity China's then current equity fair value or a guaranteed floor value in the aggregate amount of ¥1.9 billion CNY. The redeemable noncontrolling interests are initially measured at its issuance date fair value and then adjusted for its proportionate net income or loss and accreted to its estimated redemption value through the applicable redemption date, which is August 2027. We valued the combination of the investors' equity interest in Unity China and their redemption right at approximately \$217.9 million, on the issuance date. The investors' equity interest was valued using a discounted cash flow analysis and market approach. The redemption right was valued using the Black-Scholes option-pricing model adjusted for probabilities of successfully completing an initial public offering. The difference between the fair value of the redeemable noncontrolling interests and cash consideration received was recognized as a customer incentive, as the equity interest holders are also customers. The customer incentive will be amortized against revenue over the five-year term of the redemption right.

Subsequent and contingent to the initial investment from third-party investors, a management investor contributed \$14.4 million for an ownership interest of 1.5% with no redemption rights.

The results of Unity China are included in our consolidated financial statements. The redeemable noncontrolling interests in Unity China are recorded as temporary equity on our consolidated balance sheet.

The following table presents the changes in redeemable noncontrolling interests (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Balance at beginning of period	\$ 230,627	\$ 225,797	\$ 219,563
Net gain/(loss) attributable to redeemable noncontrolling interests	1,186	(161)	(4,017)
Accretion for redeemable noncontrolling interests	10,535	11,250	15,543
Foreign currency translation and foreign exchange adjustments for redeemable noncontrolling interests	10,289	(6,259)	(5,292)
Balance at end of period	\$ 252,637	\$ 230,627	\$ 225,797

5. Acquisitions

The revenue and earnings of the acquired businesses have been included in our results from the respective dates of the acquisitions.

The total purchase price allocated to the net assets acquired is assigned based on the fair values as of the date of acquisition. The fair value assigned to identifiable intangible assets acquired was determined using the income approach and the cost approach. The identifiable intangible assets are subject to amortization on a straight-line basis over their estimated useful lives, as this best approximates the benefit period related to these assets.

The excess of the purchase price over the identified tangible and intangible assets, less liabilities assumed, is recorded as goodwill. Goodwill is not subject to amortization and it typically is not deductible for U.S. income tax purposes.

During the years ended December 31, 2025, 2024, and 2023, we completed no acquisitions.

6. Goodwill and Intangible Assets

Goodwill

Goodwill represents the excess of purchase price and related costs over the value assigned to net tangible and identifiable intangible assets acquired in business combinations.

The carrying amount of goodwill as of December 31, 2025, 2024, and 2023 was \$3.2 billion.

Intangible Assets, Net

The following tables present details of our intangible assets, excluding goodwill (in thousands, except for weighted-average useful life):

	As of December 31, 2025			
	Weighted-Average Useful Life ⁽¹⁾ (In Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Developed technology	2.2	\$ 1,170,736	\$ (655,282)	\$ 515,454
Customer relationships	0.9	570,000	(449,055)	120,945
Trademark	0.9	54,400	(40,255)	14,145
Total intangible assets	1.9	\$ 1,795,136	\$ (1,144,592)	\$ 650,544

	As of December 31, 2024			
	Weighted-Average Useful Life ⁽¹⁾ (In Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Developed technology	5.1	\$ 1,233,046	\$ (473,303)	\$ 759,743
Customer relationships	1.9	593,240	(327,320)	265,920
Trademark	2.3	106,100	(65,528)	40,572
Total intangible assets	4.2	\$ 1,932,386	\$ (866,151)	\$ 1,066,235

⁽¹⁾ Based on weighted-average useful life remaining.

The following table presents the amortization of finite-lived intangible assets included on our consolidated statements of operations (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Amortization expense	\$ 418,691	\$ 353,371	\$ 515,489

As of December 31, 2025, the estimated future amortization of finite-lived intangible assets was as follows (in thousands):

2026	\$ 435,109
2027	122,543
2028	92,892
2029	—
2030	—
Thereafter	—
Total	\$ 650,544

7. Balance Sheet Components

The following tables provide details of selected balance sheet items (in thousands):

	As of	
	December 31, 2025	December 31, 2024
Property and equipment, net:		
Gross property and equipment		
Leasehold improvements	\$ 49,657	\$ 76,862
Software, computers, and other hardware	166,209	149,182
Furniture	22,396	28,652
Capital projects in progress	2,886	14,073
Total gross property and equipment	241,148	268,769
Accumulated depreciation and amortization	(172,859)	(169,950)
Property and equipment, net	\$ 68,289	\$ 98,819

The following table presents the depreciation and amortization of property and equipment included on our consolidated statements of operations (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Depreciation and amortization expense	\$ 42,253	\$ 55,609	\$ 48,427

Long-lived Assets, Net, by Geographic Area

The following table presents our long-lived assets, net, disaggregated by geography, which consists of our property and equipment, net, but excludes internally developed software and purchased software (in thousands):

	As of	
	December 31, 2025	December 31, 2024
United States	\$ 4,353	\$ 7,522
Canada	8,836	13,505
United Kingdom	4,671	5,413
EMEA, excluding United Kingdom ⁽¹⁾	6,065	9,513
Other ⁽¹⁾	4,142	7,748
Total long-lived assets, net	\$ 28,067	\$ 43,701

⁽¹⁾ No individual country, other than those disclosed above, exceeded 10% of our total long-lived assets, net, for any period presented.

	As of	
	December 31, 2025	December 31, 2024
Accrued expenses and other:		
Accrued expenses	\$ 123,120	\$ 124,414
Accrued compensation	75,788	74,040
Income and other taxes payable	100,633	96,497
Accrued expenses and other	\$ 299,541	\$ 294,951

8. Leases

We have operating leases for offices which have remaining lease terms of up to seven years, some of which include options to extend the lease with renewal terms from one to five years. Some leases include an option to terminate the lease for up to five years from the lease commencement date.

Components of lease expense were as follows (in thousands):

	Year Ended	
	December 31, 2025	December 31, 2024
Operating lease expense	\$ 31,375	\$ 41,691
Variable lease expense	4,700	6,011
Sublease income	(4,219)	(2,162)
Total lease expense	\$ 31,856	\$ 45,540

Supplemental balance sheet information related to leases was as follows (in thousands, except weighted-average figures):

	Classification	As of	
		December 31, 2025	December 31, 2024
Operating lease assets	Other assets	\$ 62,207	\$ 78,562
Current operating lease liabilities	Accrued expenses and other	\$ 28,421	\$ 33,703
Long-term operating lease liabilities	Other long-term liabilities	60,961	81,093
Total operating lease liabilities		\$ 89,382	\$ 114,796

As of December 31, 2025 and December 31, 2024, our operating leases had a weighted-average remaining lease term of 3.8 years and 4.3 years, respectively, and a weighted-average discount rate of 5.0% and 5.4%, respectively.

As of December 31, 2025, our lease liabilities were as follows (in thousands):

	Operating Leases
Gross lease liabilities	\$ 97,951
Less: imputed interest	8,569
Present value of lease liabilities	\$ 89,382

9. Borrowings

Convertible Notes

In February 2025, we issued an aggregate of \$690 million principal amount of 0% convertible senior notes due 2030 (the "2030 Notes"). Proceeds from the issuance of the 2030 Notes were \$677 millions, net of debt issuance costs and the cash was used to purchase capped call transactions, and repurchase convertible notes as discussed below. The debt issuance costs are amortized to interest expense using the straight-line method, which approximates the effective interest method.

As of December 31, 2025, we had \$2.2 billion of unsecured convertible notes outstanding including \$690 million of the 2030 Notes, \$1.0 billion issued in November 2022 (the "2027 Notes"), \$558 million issued in November 2021 (the "2026 Notes", together with the 2027 Notes and 2030 Notes, the "Notes"). The table below summarizes the principal and unamortized debt issuance costs and other material features of the Notes (in thousands):

	Conversion Rate per \$1,000 Principal	Initial Conversion Price	Maturities	Stated Interest Rates	Carrying Amount as of,	
					December 31, 2025	December 31, 2024
Convertible notes:						
Principal - 2026 Notes	3.2392	\$ 308.72	2026	0.0%	\$ 557,724	\$ 1,245,232
Principal - 2027 Notes	20.4526	\$ 48.89	2027	2.0%	1,000,000	1,000,000
Principal - 2030 Notes	27.6656	\$ 36.15	2030	0.0%	690,000	—
Unamortized debt issuance costs, net					(12,374)	(6,310)
Net carrying amount					\$ 2,235,350	\$ 2,238,922

1) We entered into capped call transactions in connection with the 2026 and 2030 Notes. The cap price of the capped call transactions relating to the Notes was initially \$343.02 and \$47.74, respectively, subject to certain adjustments under the terms of the capped call transactions. See below "--Capped Call Transactions."

Interest on the Notes is payable semi-annually in arrears. The combined interest expense on the Notes related to regular interest and the amortization of debt issuance cost was \$24.0 million and \$23.5 million for the years ended December 31, 2025 and December 31, 2024, respectively.

As of December 31, 2025, the estimated fair value of the 2030 Notes was approximately \$1.0 billion. As of December 31, 2025 and December 31, 2024, the estimated fair value of the 2027 Notes was approximately \$1.2 billion and \$1.0 billion, respectively, and the estimated fair value of the 2026 Notes was approximately \$540 million and \$1.1 billion, respectively. The fair value of the 2027 Notes was based on a combination of a discounted cash flow and Black-Scholes option-pricing model. The fair value of the 2030 Notes and 2026 Notes was based on quoted prices as of that date.

The 2027 Notes may be converted at the election of the holders thereof at any time prior to maturity. The 2026 Notes and 2030 Notes are convertible at the option of the respective holders thereof if a conversion condition applicable to such series of Notes is triggered. During the year ended December 31, 2025, none of the conversion conditions of the 2026 Notes or the 2030 Notes were triggered, and neither the 2026 Notes nor the 2030 Notes were convertible as of December 31, 2025.

Any such conversion of the Notes described above, may be satisfied at our election with either cash, shares of our common stock, or a combination of cash and shares of our common stock. The conversion rates for the Notes are subject to customary adjustments for certain events as described in the relevant indenture governing the Notes.

The Notes are subject to additional terms. In connection with certain corporate events, as described in the indentures governing the Notes, we will increase the conversion rate for a holder of the applicable series of Notes who elects to convert those Notes in connection with the event. Additionally, upon the occurrence of certain corporate events and subject to certain exceptions, as described in the indenture governing the applicable series of Notes, holders of those Notes may require us to repurchase all or a

portion of those Notes at a price equal to 100% of the principal amount to be repurchased, plus any accrued and unpaid interest to date. The 2026 Notes and 2030 Notes are also redeemable at our option if certain conditions are met, as described in the indentures governing the 2026 Notes and 2030 Notes respectively.

As of December 31, 2025, no holders of the Notes have exercised the conversion rights, and the if-converted value of the Notes did not exceed the principal amount.

Convertible Note Repurchase

During the first quarter of 2025, and the first quarter of 2024, the Company repurchased in privately negotiated transactions and extinguished a portion of the 2026 Notes, with a total principal balance of \$688 million and \$480 million, respectively. The aggregate repurchase price for these notes was \$642 million and \$415 million, respectively, resulting in pre-tax gains of \$42.7 million and \$61.4 million, respectively, net of the write-off of unamortized issuance costs. These gains were included in Interest income and other income (expense), net, in the consolidated statement of operations.

Capped Call Transactions

We entered into capped call transactions to reduce the potential dilutive effect of the 2026 Notes (the "2026 Capped Call Transactions"), and 2030 Notes (the "2030 Capped Call Transactions," together with the 2026 Capped Call Transactions, the "Capped Call Transactions"), in connection with their pricing. The 2026 Capped Call Transactions, and the 2030 Capped Call Transactions, had net costs of \$48.1 million and \$44.4 million, respectively, with call options totaling approximately \$5.6 million and \$19.1 million of our common stock, and with expiration dates ranging from September 18, 2026 to November 12, 2026, and January 15, 2030 to March 13, 2030, respectively. The strike price of the 2026 Capped Call Transactions, and the 2030 Capped Call Transactions are \$308.72 and \$36.15, respectively, and the cap prices are initially \$343.02 and \$47.74 per share, respectively, subject to adjustments in certain circumstances. The Capped Call Transactions are freestanding, are considered separately exercisable from the 2026 Notes and 2030 Notes, and meet the conditions for equity classification.

10. Commitments and Contingencies

The following table summarizes our non-cancelable contractual commitments as of December 31, 2025 (in thousands):

	Total	2026	2027-2028	2029-2030	Thereafter
Operating leases ⁽¹⁾	\$ 105,313	\$ 32,542	\$ 47,953	\$ 17,190	\$ 7,628
Purchase commitments ⁽²⁾	753,459	251,886	378,285	123,288	—
Convertible note principal and interest ⁽³⁾	2,287,724	577,724	1,020,000	690,000	—
Total	\$ 3,146,496	\$ 862,152	\$ 1,446,238	\$ 830,478	\$ 7,628

⁽¹⁾ Operating leases consist of obligations for real estate, including leases that are not yet commenced or reflected on our consolidated balance sheet with future minimum lease payments of \$7.4 million. These leases will commence in 2026 with lease terms of approximately seven years.

⁽²⁾ The substantial majority of our purchase commitments are related to agreements with our data center hosting providers.

⁽³⁾ Convertible notes due 2026, 2027, and 2030. See Note 9, "Borrowings," above for further discussion.

We expect to meet our remaining commitments.

Legal Matters

In the normal course of business, we are subject to various legal matters. We accrue a liability when management believes that it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated. We also disclose material contingencies when we believe a loss is not probable but reasonably possible. Legal costs related to such potential losses are expensed as incurred. In addition, recoveries are shown as a reduction in legal costs in the period in which they are realized.

With respect to our outstanding matters, based on current knowledge, we believe that the resolution of such matters will not, either individually or in the aggregate, have a material adverse effect on our business or our consolidated financial statements. However, litigation is inherently uncertain, and the outcome of these matters cannot be predicted with certainty. Accordingly, cash flows or results of operations could be materially affected in any particular period by the resolution of one or more of these matters.

Letters of Credit

We had \$8.5 million and \$10.2 million of secured letters of credit outstanding as of December 31, 2025 and 2024, respectively. These primarily relate to our office space leases and are fully collateralized by certificates of deposit which we record in restricted cash as other assets and prepaid expenses and other on our consolidated balance sheets.

11. Stockholders' Equity and Employee Compensation Plans**Stockholders' Equity****Employee Compensation Plans***Stock Award Plans*

Our stock compensation plans allow us to grant or assume through acquisition stock options and RSUs, including PVOs, PVUs, and PSUs, to employees and non-employee directors.

As of December 31, 2025, we had reserved a total of 91.4 million shares of common stock under our collective compensation plans, of which 53.8 million were available for future grant.

Employee Stock Purchase Plan

We offer an Employee Stock Purchase Plan ("ESPP") that permits employees to purchase shares of our common stock through payroll deductions of up to 15% of their earnings. Unless otherwise determined by the administrator, the purchase price of the shares will be 85% of the lower of the fair market value of our common stock on (i) the first day of an offering or (ii) on the date of purchase. No participant may purchase more than 1,000 shares of common stock in any one offering period. Participants may end their participation at any time during an offering and will be paid their accrued contributions that have not yet been used to purchase shares. Participation ends automatically upon termination of employment with us.

The maximum number of shares of our common stock that may be issued under our 2020 ESPP is 22.6 million shares, of which 18.7 million were available for issuance as of December 31, 2025.

During 2025, we suspended the ESPP program, effective in the first quarter of 2026. As a result of the suspension, no new offering periods will commence after March 2, 2026.

Employee 401(k) Plan

We have a qualified defined contribution plan under Section 401(k) of the Internal Revenue Code. U.S. full-time employees qualify for participation in the plan. Contribution to the plan is under our discretion. For the years ended December 31, 2025, 2024, and 2023, we contributed and expensed \$10.1 million, \$11.5 million, and \$15.0 million, respectively, to the plan.

Defined Contribution Pension Plan

For other operations outside the United States, we have a defined contribution pension plan in some countries. We contribute up to 18% of total salary into the plan annually when employees contribute to the plan. For the years ended December 31, 2025, 2024, and 2023, we contributed and expensed \$15.9 million, \$19.5 million, and \$25.8 million, respectively, to the plan.

12. Stock-Based Compensation

Stock-based compensation expense is as follows (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Cost of revenue	\$ 39,103	\$ 44,736	\$ 80,213
Research and development	189,676	261,458	290,160
Sales and marketing	71,639	129,037	143,461
General and administrative	84,796	161,018	134,862
Total stock-based compensation expense	\$ 385,214	\$ 596,249	\$ 648,696

Included in the above expenses for the year ended December 31, 2025 and 2024, are \$13.0 million and \$93.8 million respectively, of incremental stock-based compensation expense from modifications, primarily within general and administrative. These amounts predominately relate to modifications of awards held by departing executives in the fourth quarter of 2025, and the founders of ironSource Ltd. that departed in the first quarter of 2024, respectively.

Unrecognized compensation expense is as follows (in thousands, except for weighted-average remaining vesting period):

	December 31, 2025	
	Unrecognized Compensation Expense	Weighted-Average Remaining Vesting Period (In Years)
Outstanding stock options and PVOs	\$ 22,469	2.14
Unvested RSUs and PVUs	\$ 572,033	2.63
ESPP	\$ 1,327	0.17

In future periods, stock-based compensation expense may increase as we issue additional equity-based awards to continue to attract and retain employees.

Stock Options

A summary of our stock option, including price-vested options ("PVO"), activity is as follows:

	Options Outstanding		
	Stock Options Outstanding	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (In Years)
Balance as of December 31, 2023	31,541,466	\$ 19.35	4.79
Granted	3,187,067	\$ 21.65	
Exercised	(8,790,694)	\$ 6.20	
Forfeited, cancelled, or expired	(2,779,627)	\$ 48.96	
Balance as of December 31, 2024	23,158,212	\$ 21.10	4.24
Granted	206,244	\$ 24.72	
Exercised	(9,245,255)	\$ 10.90	
Forfeited, cancelled, or expired	(1,644,854)	\$ 46.34	
Balance as of December 31, 2025	12,474,347	\$ 25.39	4.40
Exercisable as of December 31, 2025	9,915,246	\$ 26.17	3.35

⁽¹⁾ The intrinsic value is the difference between the estimated fair value of our common stock on December 31, 2025 and the exercise price for in-the-money options.

A summary of intrinsic and fair values of our stock options is as follows (in thousands, except fair value amounts):

	Year Ended		
	December 31, 2025	December 31, 2024	December 31, 2023
Aggregate pretax intrinsic value of stock options exercised ⁽¹⁾	\$ 210,329	\$ 155,558	\$ 127,722
Weighted-average grant-date fair value of stock options granted	\$ 16.38	\$ 13.34	\$ 18.64
Fair value of stock options vested	\$ 19,696	\$ 46,933	\$ 68,008

⁽¹⁾ The intrinsic value is the difference between the estimated fair value of our common stock on the date of exercise and the exercise price for in-the-money options.

Restricted Stock Units

A summary of our restricted stock units ("RSU"), including price-vested units ("PVU"), and performance-based restricted stock units ("PSU"), activity is as follows:

	Unvested RSUs	
	Number of Shares	Weighted-Average Grant-Date Fair Value
Unvested as of December 31, 2023	37,332,551	\$ 38.31
Granted	20,546,590	\$ 19.32
Vested	(14,666,692)	\$ 38.88
Forfeited	(13,199,174)	\$ 36.05
Unvested as of December 31, 2024	30,013,275	\$ 26.03
Granted	15,922,107	\$ 25.81
Vested	(13,002,226)	\$ 28.73
Forfeited	(8,005,434)	\$ 23.85
Unvested as of December 31, 2025	24,927,722	\$ 25.18

The total fair value of RSUs vested as of the vesting dates during the years ended December 31, 2025, 2024, and 2023 was \$414 million, \$330 million, and \$448 million, respectively.

Price-Vested Options and Price-Vested Units

The vesting for each of the PVOs and PVUs is subject to the fulfillment of both a service period that extends up to four years and the achievement of a stock price hurdle during the relevant performance period that extends up to six and seven years, respectively. The fair value of each PVO and PVU award is estimated using a Monte Carlo simulation that uses assumptions determined on the date of grant. During the year ended December 31, 2025, the price hurdle on 420,000 outstanding PVOs was met, resulting in those units vesting. No other outstanding options or units, which had not already met their price hurdle in a prior period, attained their price hurdle in this period.

Performance-Based Restricted Stock Units

Starting in the first quarter of 2025, we have issued PSUs to certain executives as part of their compensation. The vesting for each PSU is subject to the fulfillment of both a service period of three years, and the level of achievement of certain performance goals (revenue and EBITDA metrics), over three annual performance periods ("tranche"). These goals are set as a range of target outcomes, in the first quarter of each year, and can be attained at a rate between 0% and 150%, based on where in the range the final results fall. The fair value of each PSU is estimated separately for each tranche of the award, using the closing price of Unity's common stock on the day the performance goals are set for that

tranche. The expense is the fair value of the award multiplied by the expected attainment of the related performance goals as of the balance sheet date, recognized ratably for each tranche over the period between the day the performance goal is set, and the end of the service period. The expense is adjusted each period for any changes in the expected attainment of the performance goals.

Fair Value Assumptions

The calculated grant-date fair value of stock options, PVUs, and PVOs granted, were estimated using the Black-Scholes option-pricing model for stock options, and a Monte Carlo stimulation for the PVUs and PVOs, with the following assumptions:

	Year Ended		
	December 31, 2025	December 31, 2024	December 31, 2023
Expected dividend yield	—	—	—
Risk-free interest rate	4.1%	3.5% - 4.4%	3.8% - 4.9%
Expected volatility	69.5%	60.0% - 68.0%	54.7% - 65.8%
Expected term (in years)	6.25	6.25 - 10.00	6.25
Fair value of underlying common stock	\$24.72	\$15.60 - \$26.89	\$28.13 - \$39.29

Employee Stock Purchase Plan

The fair value of shares offered under our ESPP was determined on the grant date using the Black-Scholes option pricing model. The following table summarizes the assumptions used and the resulting grant-date fair values of our ESPP:

	Year Ended December 31,		
	2025	2024	2023
Expected dividend yield	—	—	—
Risk-free interest rate	4.0% - 4.3%	4.9% - 5.3%	5.2% - 5.5%
Expected volatility	72.4% - 73.4%	49.3% - 56.0%	65.9% - 94.5%
Expected term (in years)	0.50	0.50	0.50
Grant-date fair value per share	\$9.26 - \$14.03	\$4.82 - \$9.11	\$12.44 - \$12.65

Additional information related to the ESPP is provided below (in thousands, except per share amounts):

	Year Ended December 31,		
	2025	2024	2023
Shares issued under the ESPP	1,133,071	1,161,604	1,064,463
Weighted-average price per share issued	\$16.50	\$19.13	\$25.56

13. Income Taxes

Loss before provision for (benefit from) income taxes consisted of the following for the years ended December 31, 2025, 2024, and 2023 (in thousands):

	Year Ended December 31,		
	2025	2024	2023
United States	\$ (420,193)	\$ (517,547)	\$ (900,325)
Foreign	24,995	(149,586)	102,480
Total	\$ (395,198)	\$ (667,133)	\$ (797,845)

The components of the provision for income taxes consists of the following for the years ended December 31, 2025, 2024, and 2023 (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Current:			
Federal	\$ 1,504	\$ 4,063	\$ 3,393
State	(308)	1,022	584
Foreign	27,249	17,748	29,502
Total current tax expense	28,445	22,833	33,479
Deferred:			
Federal	3,406	(421)	5,184
State	—	861	(3,749)
Foreign	(25,556)	(26,119)	(6,437)
Total deferred tax benefit	(22,150)	(25,679)	(5,002)
Total tax provision (benefit)	\$ 6,295	\$ (2,846)	\$ 28,477

Reconciliations of the income tax provision at the U.S. federal statutory tax rate to the provision for (benefit from) income taxes for the year ended December 31, 2025, is as follows (in thousands, except percentages):

	Year Ended December 31, 2025	
	\$	%
U.S. federal statutory tax rate	\$ (82,992)	21.00 %
Changes in income taxes resulting from:		
State and local income taxes, net of federal benefit ⁽¹⁾	(308)	0.08 %
Foreign tax effects		
Israel		
Incentive tax rate	15,089	(3.82)%
Other	(4,905)	1.24 %
Denmark		
Changes in valuation allowance	(16,142)	4.08 %
Other	(2,357)	0.60 %
United Kingdom		
Foreign currency exchange	5,695	(1.44)%
Other	(11,093)	2.81 %
Other foreign jurisdictions	13,430	(3.41)%
Effect of changes in tax laws or rates enacted in the current period	—	— %
Effect of cross-border tax laws	1,323	(0.33)%
Tax Credits		
Research & Development Credits	(7,146)	1.81 %
Changes in valuation allowances	104,386	(26.41)%
Nontaxable or nondeductible items		
Stock-based compensation	(17,819)	4.51 %
Non-deductible compensation	14,365	(3.64)%
Other	(3,462)	0.88 %
Changes in unrecognized tax benefits	(1,769)	0.45 %
Total tax provision (benefit)	\$ 6,295	(1.59)%

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

Reconciliations of the income tax provision at the U.S. federal statutory tax rate to the provision for (benefit from) income taxes for the years ended December 31, 2024 and 2023 are as follows (in thousands):

	Year Ended December 31,	
	2024	2023
U.S. federal statutory tax rate	\$ (167,584)	\$ (138,742)
Changes in income taxes resulting from:		
State tax expense, net of federal benefit	1,529	(1,980)
Foreign income taxed at different rates	10,606	1,543
Federal research and development credits	(3,358)	(10,172)
Stock-based compensation	50,954	50,640
Tax effects of restructuring	3,253	(293,435)
Base-erosion and anti-abuse tax	—	—
Change in valuation allowance	90,598	420,846
Other	11,156	(223)
Total tax provision (benefit)	\$ (2,846)	\$ 28,477

Our income tax provision for the year ended December 31, 2025 was primarily driven by losses that cannot be benefited due to the U.S. valuation allowance and taxable income in certain foreign jurisdictions.

Our income tax provision for the year ended December 31, 2024 was primarily driven by losses that cannot be benefited due to the valuation allowance on U.S., Denmark, U.K., China, and Canada entities, and to a lesser extent, foreign earnings taxed at different tax rates. In addition, we undertook certain tax restructuring efforts during the first quarter of 2024 that enhanced our ability to offset deferred tax liabilities in the U.S. in future periods, thereby partially reducing the need for a valuation allowance.

The types of temporary differences that give rise to significant portions of our deferred tax assets and liabilities as of December 31, 2025 and 2024 are set forth below (in thousands):

	As of December 31,	
	2025	2024
Deferred tax assets:		
Net operating losses	\$ 440,347	\$ 401,330
Tax credits	129,428	119,681
Stock-based compensation	51,376	68,178
Capitalized R&D expenditures	651,267	672,828
Operating lease liabilities	29,601	39,615
Other	68,026	62,340
Gross deferred tax assets	1,370,045	1,363,972
Valuation allowance	(1,264,670)	(1,167,316)
Total deferred tax assets	105,375	196,656
Deferred tax liabilities:		
Intangible Asset	(123,225)	(221,869)
Depreciation and Amortization	(11,972)	(21,694)
Operating lease ROU assets	(20,978)	(25,762)
Total deferred tax liabilities	(156,175)	(269,325)
Net deferred tax assets (liabilities), net of valuation allowances	\$ (50,800)	\$ (72,669)

¹⁾ Certain prior year amounts have been reclassified to conform to current year presentation.

In the tax years ended December 31, 2025 and 2024, we capitalized certain research and development costs incurred by our U.S. and foreign subsidiaries, which resulted in deferred tax assets of \$651 million and \$673 million respectively. These deferred tax assets associated with capitalized research and development costs are offset by valuation allowances and future taxable temporary differences.

The realization of deferred tax assets is dependent upon the generation of sufficient taxable income of the appropriate character in future periods. We regularly assess the ability to realize our deferred tax assets and establish a valuation allowance if it is more-likely-than-not that some portion of the deferred tax assets will not be realized. We weigh all available positive and negative evidence, including our earnings history and results of recent operations, scheduled reversals of deferred tax liabilities, projected future taxable income, and tax planning strategies. Due to the weight of objectively verifiable negative evidence, including our history of losses, we believe that it is more likely than not that our U.S. federal, state, and certain foreign deferred tax assets will not be realized as of December 31, 2025 and 2024, and as such, we have maintained a valuation allowance against such deferred tax assets.

In the event we determine that we will be able to realize all or part of our net deferred tax assets in the future, the valuation allowance against deferred tax assets will be reversed in the period in which we make such determination. The release of a valuation allowance against deferred tax assets may cause greater volatility in the effective tax rate in the periods in which the valuation allowance is released. The valuation allowance against our U.S. federal, state and foreign deferred tax assets increased by \$97 million and \$79 million in the years ended December 31, 2025 and 2024, respectively. The increase in the valuation allowance in the years ended December 31, 2025 and 2024 was primarily related to deferred tax assets for which insufficient positive evidence exists to support their realizability, including NOL carryforwards, capitalized research and development expenses, and credits for research and development.

Our NOL carryforwards for U.S. federal, state, and foreign purposes were \$685 million, \$477 million, and \$1.1 billion, respectively, with most of our foreign NOL carryforward balances arising from Denmark and the U.K. jurisdictions. Portions of the U.S. federal and state NOL carryforwards, if not utilized, will begin to expire in 2032 and 2026, respectively. The foreign NOL carryforwards, if not utilized,

will not expire. Our U.S. federal and state research and development credit carryforwards were \$115 million and \$43.9 million, respectively. The U.S. federal credit carryforwards, if not utilized, will begin to expire in 2033, while the California credit carryforwards have no expiration. The foreign credit carryforwards, if not utilized, will begin to expire in 2045.

Federal and state tax laws impose restrictions on the utilization of NOL and research and development credit carryforwards in the event of a change in ownership of our business as defined by the Internal Revenue Code, Sections 382 and 383. Under Section 382 and 383 of the Code, substantial changes in our ownership may limit the amount of NOL and research and development credit carryforwards that are available to offset taxable income. The annual limitation would not automatically result in the loss of NOL or research and development credit carryforwards but may limit the amount available in any given future period.

We maintain our reinvestment assertion with respect to foreign earnings for the period ended December 31, 2025, which is that all earnings are permanently reinvested for all jurisdictions. Based on our reinvestment assertion and losses from our foreign entities, we have not recorded a liability for the period ended December 31, 2025.

A reconciliation of the beginning and ending amount of total gross unrecognized tax benefits, excluding accrued net interest and penalties, is as follows (in thousands):

	As of December 31,		
	2025	2024	2023
Unrecognized tax benefits, beginning balance	\$ 179,780	\$ 182,515	\$ 176,584
Gross increases for tax positions taken in prior years	379	454	4,215
Gross decreases for tax positions taken in prior years	(3,049)	(11,338)	(8,361)
Gross increases for tax positions taken in current year	5,254	9,001	10,573
Reductions resulting from lapses of statutes of limitations	—	(668)	(660)
Foreign exchange gains and losses	377	(184)	164
Unrecognized tax benefits, ending balance	<u>\$ 182,741</u>	<u>\$ 179,780</u>	<u>\$ 182,515</u>

As of December 31, 2025 and 2024, we had \$183 million and \$180 million, respectively, of gross unrecognized tax benefits, of which \$32.4 million and \$31.8 million, respectively, would impact the effective tax rate, if recognized. We recognize interest and penalties related to our unrecognized tax benefits within our provision for income taxes. The amount of interest and penalties accrued as of December 31, 2025 and 2024 were \$10.9 million and \$7.7 million, respectively.

We are subject to taxation in the United States and various other state and foreign jurisdictions. The material jurisdictions in which we are subject to potential examination include the United States, Denmark, and Israel. Our 2012 and subsequent tax years remain open to examination by the Internal Revenue Service. Our 2019 and subsequent tax years remain open to examination in Denmark, Finland, France, and Israel.

The components of the cash paid for (refunded from) income taxes, net, consists of the following for the year ended December 31, 2025 (in thousands):

	Year Ended December 31,
	2025
Federal	\$ 580
State	(543)
Foreign	10,552
Total cash paid for income taxes, net of refunds:	<u>\$ 10,589</u>

Individual jurisdictions equaling 5% or more of the total cash paid for (refunded from) income taxes, net, for the year ended December 31, 2025 include: Israel \$(9.5) million, Denmark \$4.1 million, Canada \$3.0 million, China \$2.6 million, Finland \$1.5 million, France \$1.4 million, UK \$1.3 million, Spain \$1.0 million, Japan \$1.0 million, India \$0.8 million, Korea \$0.7 million, U.S. Federal \$0.6 million.

14. Net Loss per Share of Common Stock

Basic and diluted net loss per share is the same for all periods presented because the effects of potentially dilutive items were antidilutive given our net loss in each period.

The following table presents potentially dilutive common stock excluded from the computation of diluted net loss per share (in thousands) because the impact of including them would have been antidilutive:

	As of December 31,		
	2025	2024	2023
Convertible notes	41,348	24,488	26,042
Stock options and PVOs	12,474	23,158	31,541
Unvested RSUs, PVUs, and PSUs	24,928	30,013	37,333

15. Segment Information

We have one reportable segment, software solutions. See "Revenue Recognition" in Note 1 for detailed information regarding our products and services.

Our chief operating decision maker is the chief executive officer, who on a consolidated basis, assess the performance of, drives improvements in, and decides how to allocate resources in the reportable segment, based on multiple measures of performance including consolidated net income, adjusted EBITDA, adjusted gross margin, and adjusted EPS. As such, consolidated net income, which is reported and reconciled with all significant segment expenses on our consolidated statement of operations, is the measure that is most consistent with GAAP, while adjusted EBITDA, adjusted gross margin, and adjusted EPS are additional measures of our segment profitability.

The measure of segment assets is reported on the balance sheet as total consolidated assets. We do not have material intra-entity sales or transfers.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to provide reasonable assurance that information required to be disclosed by a company in the reports that it files or submits under the Securities and Exchange Act of 1934, as amended ("Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and 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. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our principal executive officer and principal financial officer, 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 December 31, 2025.

Based on our evaluation, our principal executive officer and principal financial officer concluded that, as of December 31, 2025, our disclosure controls and procedures were effective at a reasonable level.

(b) Management’s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2025, based on the framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control—Integrated Framework (2013). Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2025.

The effectiveness of our internal control over financial reporting as of December 31, 2025 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in its report, which appears in this Item under the heading "Report of Independent Registered Public Accounting Firm."

(c) 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 as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act that occurred during the quarter ended December 31, 2025 that have materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

(d) Limitations on Effectiveness of Controls and Procedures and Internal Control Over Financial Reporting

In designing and evaluating the disclosure controls and procedures and internal control over financial reporting, our management, including our principal executive officer and principal financial officer, recognizes that any control and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives. Further, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Unity Software Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Unity Software Inc.'s internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control —Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Unity Software Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes and our report dated February 11, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

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

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

/s/ Ernst & Young LLP
San Francisco, California
February 11, 2026

Item 9B. Other Information**Rule 10b5-1 Trading Plans**

The adoption or termination of contracts, instructions or written plans for the purchase or sale of our securities by our directors and officers (as defined in Rule 16a-1(f) under the Exchange Act) during the three months ended December 31, 2025, each of which is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act, were as follows:

<u>Name</u>	<u>Title</u>	<u>Action</u>	<u>Adoption/Termination Date</u>	<u>Expiration Date ⁽¹⁾</u>	<u>Aggregate # of Securities to be Purchased/Sold</u>
Shlomo Dovrat	Director	Adoption	November 13, 2025	August 10, 2026	50,000
Matthew Bromberg	President, Chief Executive Officer and Director	Adoption	November 25, 2025	May 26, 2027	100,000

⁽¹⁾ Each of the plans expire on the respective dates shown, or upon the earlier completion of all authorized transactions under the plans.

Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections

Not applicable.

PART III

Certain information required by Part III is incorporated herein by reference to our definitive proxy statement for our 2026 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days after the year ended December 31, 2025 (the "Proxy Statement").

Item 10. Directors, Executive Officers, and Corporate Governance

We maintain a Global Code of Conduct and Ethics that incorporates our code of ethics applicable to all employees, including all directors and executive officers. Our Global Code of Conduct and Ethics is published on our Investor Relations website at investors.unity.com under "Governance Documents." We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding amendments to, or waiver from, a provision of our Global Code of Conduct and Ethics by posting such information on the website address and location specified above.

The remaining information required by this item is incorporated herein by reference to the Proxy Statement.

Item 11. Executive Compensation

The information required by this item is incorporated herein by reference to information contained in the Proxy Statement.

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

The information required by this item is incorporated herein by reference to information contained in the Proxy Statement, including "Equity Compensation Plan Information" and "Security Ownership of Certain Beneficial Owners and Management."

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required by this item is incorporated herein by reference to information contained in the Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated herein by reference to information contained in the Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as a part of this Annual Report on Form 10-K:

(1) Consolidated Financial Statements.

Our Consolidated Financial Statements are listed in the "Index to Consolidated Financial Statements" under Part II, Item 8 of this Annual Report on Form 10-K.

(2) Financial Statement Schedules.

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes herein.

(3) Exhibits.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit	Incorporated by Reference			
		Form	File Number	Exhibit	Filing Date
3.1	Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-39497	3.1	September 22, 2020
3.2	Amended and Restated Bylaws of the Registrant	8-K	333-248255	3.2	September 8, 2023
4.1	Specimen common stock certificate of the Registrant	S-1/A	333-248255	4.1	September 9, 2020
4.3*	Description of the Registrant's Securities				
4.4	Indenture, dated as of November 19, 2021, by and between Unity Software Inc. And U.S. Bank National Association, as Trustee	8-K	001-39497	4.1	November 19, 2021
4.5	Form of Global Note, representing Unity Software Inc.'s 0% Convertible Senior Notes due 2026 (included as Exhibit A to the Indenture filed as Exhibit 4.1)	8-K	011-39497	4.2	November 19, 2021
4.6	Indenture, dated as of November 8, 2022, between Unity and U.S. Bank Trust Company, National Association, as trustee	8-K	011-39497	4.1	November 8, 2022
4.7	Form of 2.0% Convertible Senior Note due 2027 (included in Exhibit 4.6)	8-K	011-39497	4.1	November 8, 2022
4.8	Indenture, dated as of February 27, 2025, by and between Unity Software Inc. and U.S. Bank Trust Company, National Association, as Trustee	8-K	001-39497	4.1	February 27, 2025
4.9	Form of Global Note, representing Unity Software Inc.'s 0% Convertible Senior Notes due 2030 (included as Exhibit A to the Indenture filed as Exhibit 4.1)	8-K	001-39497	4.2	February 27, 2025
10.1†	Unity Software Inc. 2009 Stock Plan and related form agreements	10-Q	001-39497	10.1	November 13, 2020
10.2†	Unity Software Inc. 2019 Stock Plan and related form agreements	10-Q	001-39497	10.2	November 13, 2020
10.3†	Unity Software Inc. 2020 Equity Incentive Plan and related form agreements	10-Q	001-39497	10.4	May 7, 2025
10.4†	Unity Software Inc. 2020 Employee Stock Purchase Plan	S-8	333-248255	99.4	September 18, 2020

Exhibit Number	Description of Exhibit	Incorporated by Reference			
		Form	File Number	Exhibit	Filing Date
10.5†	Form of Indemnification Agreement between the Registrant and each of its directors and executive officers	S-1/A	333-248255	10.1	September 9, 2020
10.6†*	Amended and Restated Non-Employee Director Compensation Policy				
10.7†	Unity Software Inc. Cash Incentive Bonus Plan	S-1	333-248255	10.16	August 24, 2020
10.8	Office Lease, dated November 25, 2015, by and between 26 Third Street (SF) Owner, LLC, and Unity Technologies SF, as amended by (i) the First Amendment to Office Lease, dated January 23, 2017, by and between 26 Third Street (SF) Owner, LLC, and Unity Technologies SF, and (ii) the Second Amendment to Office Lease, dated August 1, 2018, by and between 26 Third Street (SF) Owner, LLC, and Unity Technologies SF	S-1	333-248255	10.7	August 24, 2020
10.9	Form of Capped Call Transactions	8-K	001-39497	10.1	November 19, 2021
10.10†	Unity Software Inc. Executive Severance Plan	10-Q	001-39497	10.3	May 9, 2024
10.11†	Offer Letter, dated November 23, 2022, by and between Unity Technologies SF and Anirima Gupta	10-K	001-39497	10.18	February 27, 2023
10.12†	Confirmatory Offer Letter dated January 16, 2024, by and between Unity Technologies SF, and Felix The	10-Q	001-39497	10.4	May 9, 2024
10.13†	Offer Letter by and between Unity Technologies SF and Matthew Bromberg dated April 30, 2024	8-K	001-39497	10.1	May 1, 2024
10.14†	Role Change Letter, by and between Alex Blum and Unity Technologies SF, dated October 29, 2024	8-K	001-39497	10.1	October 30, 2024
10.15†	Offer Letter by and between Unity Technologies SF and Jarrod Yahes dated November 4, 2024	8-K	001-39497	10.1	November 7, 2024
10.16	Registration Rights Agreement, dated as of November 7, 2022, by and among Unity and the holders listed thereto	8-K	001-39497	10.1	November 7, 2022
10.17	Investment Agreement, dated as of July 13, 2022, by and between Unity, Silver Lake Alpine II, L.P., Silver Lake Partners VI, L.P. and Sequoia Capital Fund, L.P.	8-K	001-39497	10.3	July 15, 2022
10.18†	Unity Software Inc. IronSource Share Incentive Plan and related form agreements	10-Q	001-39497	10.5	May 7, 2025
10.19†	CEO Severance Plan	8-K	001-39497	10.2	May 1, 2024
10.20†	Form of Grant Notice and Award Agreement for PVUs	8-K/A	001-39497	10.1	August 21, 2024
10.21†	Unity Software Inc. Key Employee Severance Plan	8-K/A	001-39497	10.2	August 21, 2024
10.22†	Agreement with Anirima Gupta dated November 6, 2025	8-K	001-39497	10.1	November 12, 2025
10.23	Form of Confirmation for Capped Call Transactions	8-K	001-39497	10.1	February 27, 2025
10.24†*	Form of Grant Notice and Award Agreement for PSUs				
19.1*	Insider Trading Policy				
21.1*	Subsidiaries of the Registrant				
23.1*	Consent of Independent Registered Public Accounting Firm				
24.1*	Power of Attorney (incorporated by reference to the signatures page of this Annual Report on Form 10-K)				
31.1*	Section 302 Certification of Principal Executive Officer				
31.2*	Section 302 Certification of Principal Financial Officer				
32.1*#	Section 906 Certification of Principal Executive Officer and Principal Financial Officer				
97.1	Executive Clawback Policy	10-K	001-39497	97.1	February 29, 2024

Exhibit Number	Description of Exhibit	Incorporated by Reference			
		Form	File Number	Exhibit	Filing Date
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				
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document				
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document				
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document				
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document				
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)				
*	Filed herewith.				
†	Indicates management contract or compensatory plan.				
#	The certifications attached as Exhibit 32.1 accompany this Annual Report on Form 10-K pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed "filed" by the Registrant for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any of the Registrant's filings under the Securities Act of 1933, as amended, irrespective of any general incorporation language contained in any such filing.				

(b) Exhibits.

See Exhibit Index included in Item 15(a) of this Annual Report on Form 10-K.

(c) Financial Statement Schedules.

All schedules have been omitted because they are not required, not applicable, or not present in amounts sufficient to require submission of the schedule.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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: February 11, 2026

UNITY SOFTWARE INC.

By: /s/ Jarrod Yahes

Jarrod Yahes

Senior Vice President, Chief Financial Officer

(Principal Financial Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Matthew Bromberg, Jarrod Yahes, and Rebecca Boyden, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
<u>/s/ Matthew Bromberg</u> Matthew Bromberg	President, Chief Executive Officer, and Director <i>(Principal Executive Officer)</i>	February 11, 2026
<u>/s/ Jarrod Yahes</u> Jarrod Yahes	Senior Vice President, Chief Financial Officer <i>(Principal Financial Officer)</i>	February 11, 2026
<u>/s/ Mark Barrysmith</u> Mark Barrysmith	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	February 11, 2026
<u>/s/ James M. Whitehurst</u> James M. Whitehurst	Chair of the Board of Directors	February 11, 2026
<u>/s/ Roelof Botha</u> Roelof Botha	Director	February 11, 2026
<u>/s/ Mary Schmidt Campbell</u> Mary Schmidt Campbell, Ph.D.	Director	February 11, 2026
<u>/s/ Robynne Daly</u> Robynne Daly	Director	February 11, 2026
<u>/s/ Shlomo Dovrat</u> Shlomo Dovrat	Director	February 11, 2026
<u>/s/ Egon Durban</u> Egon Durban	Director	February 11, 2026
<u>/s/ Barry Schuler</u> Barry Schuler	Director	February 11, 2026
<u>/s/ Keisha Smith</u> Keisha Smith	Director	February 11, 2026

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

Unity Software Inc. ("we," "our," "us," or "Unity") has one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), our common stock, \$0.000005 par value per share. The following is a summary of the rights of our capital stock and related provisions of our amended and restated certificate of incorporation, amended and restated bylaws, and relevant provisions of Delaware General Corporation Law. The descriptions herein are qualified in their entirety by our amended and restated certificate of incorporation and amended and restated bylaws, copies of which have been filed as exhibits to our Annual Report on Form 10-K, as well as the relevant provisions of Delaware General Corporation Law.

GENERAL

Our authorized capital stock consists of 1,100,000,000 shares, all with a par value of \$0.000005 per share, of which:

- 1,000,000,000 shares are designated as common stock; and
- 100,000,000 shares are designated as preferred stock.

The rights, preferences, and privileges of the holders of our common stock are subject to and may be adversely affected by the rights of the holders of shares of any series of preferred stock that we may designate and issue in the future.

COMMON STOCK

Voting Rights

Holders of our common stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders, including the election of directors, and do not have cumulative voting rights. Accordingly, the holders of a majority of the outstanding shares of common stock entitled to vote in any election of directors can elect all of the directors standing for election, if they so choose, other than any directors that holders of any preferred stock we may issue may be entitled to elect.

Dividend Rights

Subject to preferences that may be applicable to any then-outstanding preferred stock, holders of common stock are entitled to receive ratably those dividends, if any, as may be declared by the board of directors out of legally available funds.

Liquidation Rights

In the event of our liquidation, dissolution, or winding up, the holders of common stock will be entitled to share ratably in the assets legally available for distribution to stockholders after the payment of or provision for all of our debts and other liabilities, subject to the prior rights of any preferred stock then-outstanding.

No Preemptive or Similar Rights

Holders of common stock have no preemptive or conversion rights or other subscription rights and there are no redemption or sinking funds provisions applicable to our common stock.

Fully Paid and Non-Assessable

All outstanding shares of common stock are duly authorized, validly issued, fully paid, and nonassessable.

ANTI-TAKEOVER EFFECTS OF DELAWARE LAW AND OUR CERTIFICATE OF INCORPORATION AND BYLAWS

Some provisions of Delaware law, our amended and restated certificate of incorporation, and our amended and restated bylaws contain provisions that could make the following transactions more difficult: an acquisition of us by means of a tender offer; an acquisition of us by means of a proxy contest or otherwise; or the removal of our incumbent officers and directors. It is possible that these provisions could make it more difficult to accomplish or could deter transactions that stockholders may otherwise consider to be in their best interest or in our best interests, including transactions which provide for payment of a premium over the market price for our shares.

These provisions, summarized below, are intended to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with our board of directors. We believe that the benefits of the increased protection of our potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure us outweigh the disadvantages of discouraging these proposals because negotiation of these proposals could result in an improvement of their terms.

Anti-Takeover Effects of Certain Provisions of our Certificate of Incorporation and Bylaws

Preferred Stock

Our board of directors have the authority, without further action by our stockholders, to issue up to 100,000,000 shares of undesignated preferred stock with rights and preferences, including voting rights, designated from time to time by our board of directors. The existence of authorized but unissued shares of preferred stock would enable our board of directors to render more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest, or other means.

Stockholder Meetings

Our amended and restated bylaws provide that a special meeting of stockholders may be called only by our chairperson of the board, chief executive officer or president (in the absence of a chief executive officer), or by a resolution adopted by a majority of our board of directors.

Requirements for Advance Notification of Stockholder Nominations and Proposals

Our amended and restated bylaws establish advance notice procedures with respect to stockholder proposals to be brought before a stockholder meeting and the nomination of candidates for election as directors, other than nominations made by or at the direction of the board of directors, or a committee of the board of directors.

Elimination of Stockholder Action by Written Consent

Our amended and restated certificate of incorporation and amended and restated bylaws eliminate the right of stockholders to act by written consent without a meeting.

Staggered Board

Our board of directors is divided into three classes. The directors in each class will serve for a three-year term, one class being elected each year by our stockholders. This system of electing and removing directors may tend to discourage a third-party from making a tender offer or otherwise attempting to obtain control of us, because it generally makes it more difficult for stockholders to replace a majority of the directors.

Removal of Directors

Our amended and restated certificate of incorporation provides that no member of our board of directors may be removed from office by our stockholders except for cause and, in addition to any other vote required by law, upon the approval of not less than two-thirds of the total voting power of all of our outstanding voting stock then entitled to vote in the election of directors.

Stockholders Not Entitled to Cumulative Voting

Our amended and restated certificate of incorporation does not permit stockholders to cumulate their votes in the election of directors. Accordingly, the holders of a majority of the outstanding shares of our common stock entitled to vote in any election of directors can elect all of the directors standing for election, if they choose, other than any directors that holders of our preferred stock may be entitled to elect.

Amendment of Charter Provisions

The amendment of any of the above provisions, except for the provision making it possible for our board of directors to issue preferred stock, would require approval by holders of at least two-thirds of the total voting power of all of our outstanding voting stock.

Section 203 of the Delaware General Corporation Law

We are subject to Section 203 of the DGCL, which generally prohibits a publicly held Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years after the date that such stockholder became an interested stockholder, with the following exceptions:

- before such date, the board of directors of the corporation approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder;
- upon completion of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction began, excluding for purposes of determining the voting stock outstanding, but not the outstanding voting stock owned by the interested stockholder, those shares owned (1) by persons who are directors and also officers and (2) employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
- on or after such date, the business combination is approved by the board of directors and authorized at an annual or special meeting of the stockholders, and not by written consent, by the affirmative vote of at least ⁶⁶/₁₀₀% of the outstanding voting stock that is not owned by the interested stockholder.
- In general, Section 203 defines a "business combination" to include the following:
 - any merger or consolidation involving the corporation and the interested stockholder;
 - any sale, transfer, pledge, or other disposition of 10% or more of the assets of the corporation involving the interested stockholder;
 - subject to certain exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder;
 - any transaction involving the corporation that has the effect of increasing the proportionate share of the stock or any class or series of the corporation beneficially owned by the interested stockholder; or
 - the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges, or other financial benefits by or through the corporation.

In general, Section 203 defines an "interested stockholder" as an entity or person who, together with the person's affiliates and associates, beneficially owns, or within three years prior to the time of determination of interested stockholder status did own, 15% or more of the outstanding voting stock of the corporation.

Choice of Forum

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware (or, if and only if the Court of Chancery of the State of Delaware lacks subject matter jurisdiction, any state court located within the State of Delaware or, if and only if all such state courts lack subject matter jurisdiction, the federal district court for the District of Delaware) is the sole and exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: (i) any derivative action or proceeding brought on our behalf; (ii) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any of our current or former directors, officers, or other employees to us or our stockholders; (iii) any action or proceeding asserting a claim against us or any of our current or former directors, officers or other employees arising out of or pursuant to any provision of the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws; (iv) any action or proceeding to interpret, apply, enforce or determine the validity of our amended and restated certificate of incorporation or our amended and restated bylaws (including any right, obligation, or remedy thereunder); (v) any action or proceeding as to which the Delaware General Corporation Law confers jurisdiction to the Court of Chancery of the State of Delaware; and (vi) any action or proceeding asserting a claim against us or any of our current or former directors, officers, or other employees that is governed by the internal affairs doctrine, in all cases to the fullest extent permitted by law and subject to the court's having personal jurisdiction over the indispensable parties named as defendants. This choice of forum provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction, or the Securities Act. Our amended and restated certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, 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. Additionally, our amended and restated certificate of incorporation provides that any person or entity holding, owning or otherwise acquiring any interest in any of our securities shall be deemed to have notice of and consented to these provisions.

The provisions of Delaware law, our amended and restated certificate of incorporation, and our amended and restated bylaws could have the effect of discouraging others from attempting hostile takeovers and, as a consequence, they may also inhibit temporary fluctuations in the market price of our common stock that often result from actual or rumored hostile takeover attempts. These provisions may also have the effect of preventing changes in the composition of our board and management. It is possible that these provisions could make it more difficult to accomplish transactions that stockholders may otherwise deem to be in their best interests.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for our common stock is Computershare Trust Company, N.A. The transfer agent and registrar's address is 250 Royall Street, Canton, Massachusetts 02021.

EXCHANGE LISTING

Our common stock is listed on the New York Stock Exchange under the symbol "U".

Unity Software Inc.
Non-Employee Director Compensation Policy
Adopted: August 14, 2020
Amended and Restated: December 2, 2021, March 4, 2022, September 7, 2023,
April 30, 2024 and February 4, 2026

Each member of the Board of Directors (the "**Board**") of Unity Software Inc. (the "**Company**") who is a non-employee director of the Company (each such member, a "**Non-Employee Director**") will be eligible to receive the compensation described in this Non-Employee Director Compensation Policy (the "**Policy**") for his or her Board service. Unless otherwise defined herein, capitalized terms used in this Policy will have the meaning given to such terms in the Company's 2020 Equity Incentive Plan (the "**Plan**") or any successor equity incentive plan.

The Policy is amended and restated with effect from February 4, 2026 (the "**Effective Date**"). The Policy may be amended at any time in the sole discretion of the Board.

Following the Effective Date, each Non-Employee Director will be eligible to receive the applicable compensation set forth below. Any equity compensation will be granted under the Plan or any successor equity incentive plan. Grants made in connection with the initial public offering were not covered by this Policy.

(a) **Initial Grant.** Without any further action by the Board, each person who, after the Effective Date is elected or appointed for the first time to be a Non-Employee Director (a "**New Director**") will automatically, upon the date of their initial election or appointment to be a Non-Employee Director (or, if such date is not a business day, the first business day thereafter), be granted an RSU Award covering a number of shares of Common Stock equal to (A) \$400,000 divided by (B) the closing sales price per share of the Company's Common Stock on the applicable grant date, rounded down to the nearest whole share (each, an "**Initial Grant**"). Each Initial Grant will vest and become payable in a series of successive equal quarterly installments over the three-year period measured from the applicable grant date, subject to the Non-Employee Director's Continuous Service through each applicable vesting date.

(b) **Retainer Grant.** Without any further action by the Board, at the close of business on the date of each annual meeting of the stockholders of the Company following the Effective Date (each, an "**Annual Meeting**"), each person who is then a Non-Employee Director will automatically be granted an RSU Award covering a number of shares of Common Stock equal to (A) the Total Retainer (as defined below) minus such Non-Employee Director's Cash Election (as defined below), if any, divided by (B) the closing sales price per share of the Common Stock on the date of the applicable Annual Meeting, rounded down to the nearest whole share (each, a "**Retainer Grant**"). Each Retainer Grant will fully vest and become payable on the earlier of (1) the first anniversary of the applicable grant date and (2) the date of the first Annual Meeting following the applicable grant date, subject to the Non-Employee Director's Continuous Service through the vesting date.

The "Total Retainer" shall mean the sum of the following retainer fees, as applicable with respect to such Non-Employee Director, measured as of the date of the Retainer Grant:

Committee Chair:	\$25,000.00
Committee Member:	\$10,000.00
Lead Independent Director:	\$30,000.00
Chairperson:	\$65,000.00

(c) **Annual Grant.** Without any further action by the Board, at the close of business on the date of each Annual Meeting, each person who is then a Non-Employee Director will automatically be granted an RSU Award covering a number of shares of Common Stock equal to (A) \$315,000 minus such Non-Employee Director's Cash Election (as defined below), if any, divided by (B) the closing sales price per share of the Company's Common Stock on the date of the applicable Annual Meeting (each, an "**Annual Grant**"). Each Annual Grant will fully vest and become payable on the earlier of (1) the first anniversary of the applicable grant date and (2) the date of the first Annual Meeting following the applicable grant date, subject to the Non-Employee Director's Continuous Service through the vesting date.

(d) **Cash Election.** Prior to the first day of the calendar year in which the Retainer Grant and Annual Grant are to be made (or, if later, in the case of a New Director, prior to the New Director's commencement of service), each Non-Employee Director may elect, using such election form as may be provided by the Company, to receive up to \$100,000 of the value of the Annual Grant and any or all of their Retainer Grant in the form of a cash payment (any such amount that is elected, the "Cash Election"). The Cash Election shall be paid within ten (10) business days following the vesting date of the Annual Grant and Retainer Grant, subject to the Non-Employee Director's Continuous Service through such vesting date. If no election is made by the relevant deadline, then no Cash Election shall be subtracted from the value of the Annual Grant and the Retainer Grant, as applicable.

(e) **Change in Control.** Notwithstanding the foregoing, for each Non-Employee Director who remains in Continuous Service with the Company until immediately prior to the closing of a Change in Control, the shares subject to their then-outstanding equity awards that were granted pursuant to the Policy (and any other then-outstanding Company equity awards then held by such Non-Employee Director), and any Cash Election elected in lieu of a portion of a Retainer Grant or an Annual Grant, will become fully vested and payable immediately prior to the closing of such Change in Control.

(f) **Remaining Terms.** The remaining terms and conditions of each RSU Award will be as set forth in the Plan and the Company's standard RSU Award Grant Notice and RSU Award Agreement, in the form adopted from time to time by the Board.

2. Vesting in the Event of Death.

Notwithstanding anything to the contrary herein, if a Non-Employee Director's Continuous Service terminates because of their death (i) within the first year of Continuous Service, then 50% of any RSU Award held by the Non-Employee Director shall vest and become payable effective as of immediately prior to the effective time of such termination or (ii) on or after the first year of their Continuous Service, then 100% of any RSU Award held by the Non-Employee Director shall vest and become payable effective as of immediately prior to the effective time of such termination. If the Non-Employee Director elected a Cash Election and their Continuous Service terminates because of their death (i) within the first year of Continuous Service, then 50% of the Cash Election shall be paid to their legal representative within ten (10) business days of the effective time of termination or (ii) on or after the first year of their Continuous Service, then 100% of the Cash Election, shall be paid to their legal representative within ten (10) business days of the effective time of termination.

3. Non-Employee Director Compensation Limit

Notwithstanding anything herein to the contrary, the cash compensation and equity compensation that each Non-Employee Director is eligible to receive under this Policy shall be subject to the limits set forth in Section 3(d) of the Plan.

4. Ability to Decline Compensation

A Non-Employee Director may decline all or any portion of their compensation under the Policy by giving notice to the Company prior to the date cash is to be paid or equity awards are to be granted, as the case may be.

5. Expenses

The Company will reimburse each Non-Employee Director for ordinary, necessary and reasonable out-of-pocket travel expenses to cover in-person attendance at and participation in Board and committee meetings; provided, that the Non-Employee Director timely submits to the Company appropriate documentation substantiating such expenses in accordance with the Company's travel and expense policy, as in effect from time to time.

**Unity Software Inc.
2020 Equity Incentive Plan
PSU Award Grant Notice**

Unity Software Inc. (the “**Company**”) has awarded to you (the “**Participant**”) the number of performance-based restricted stock units (“**PSUs**”) specified and on the terms set forth below (the “**PSU Award**”). Your PSU Award is subject to all of the terms and conditions as set forth herein and in the Company’s 2020 Equity Incentive Plan (the “**Plan**”) and the Global Performance-Based Restricted Stock Unit Award Agreement, including Attachment I, and any country-specific appendices thereto (the “**Appendix**”), which are attached hereto and incorporated herein in their entirety. Capitalized terms not explicitly defined herein but defined in the Plan or the Global Performance-Based Restricted Stock Unit Award Agreement shall have the meanings set forth in the Plan or the Agreement.

Participant: _____
 Date of Grant: _____
 Target Number of PSUs: _____

Vesting Schedule: In order for any PSUs subject to the PSU Award to vest: (i) the Participant must remain in Continuous Service through the Final Certification Date and (ii) the applicable Performance Goals for the Performance Periods must be satisfied at or above the Threshold level, each as set forth in and subject to the terms of Attachment I.

Issuance Schedule: Subject to Section 5 of the Global Performance-Based Restricted Stock Unit Award Agreement, if a PSU vests as a result of satisfaction of both applicable vesting requirements as described above, one share of Common Stock will be issued for such vested PSU on the first Quarterly Installment Date to occur following the applicable vesting date (as set forth in Attachment I). “**Quarterly Installment Date**” means February 25, May 25, August 25 or November 25 of a given year.

Participant Acknowledgements: By your signature below or by electronic acceptance or authentication in a form authorized by the Company, you understand and agree that:

- The PSU Award is governed by this PSU Award Grant Notice (the “**Grant Notice**”), and the provisions of the Plan and the Global Performance-Based Restricted Stock Unit Award Agreement (including Attachment I and the Appendix), all of which are made a part of this document. This Grant Notice, the Global Performance-Based Restricted Stock Unit Award Agreement, Attachment I and the Appendix (collectively, the “**Agreement**”) may not be modified, amended or revised except in a writing signed by you and a duly authorized officer of the Company, unless otherwise provided in the Plan.
- You have read and are familiar with the provisions of the Plan, the Agreement and the Prospectus. In the event of any conflict between the provisions in this Agreement (including the Grant Notice, the Global Performance-Based Restricted Stock Unit Award Agreement, Attachment I and the Appendix) or the Prospectus and the terms of the Plan, the terms of the Plan shall control.
- The Agreement sets forth the entire understanding between you and the Company regarding the acquisition of Common Stock and supersedes all prior oral and written agreements, promises and/or representations on that subject with the exception of: (i) other equity awards previously granted to you, and (ii) any written employment agreement, offer letter, severance agreement, written severance plan or policy, or other written agreement between the Company and you in each case that specifies the terms that should govern this PSU Award.

- You consent to receive the Agreement, the Plan, the Prospectus and any other Plan-related documents by electronic delivery and to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.
- Counterparts may be delivered via facsimile, electronic mail (including pdf or any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law) or other transmission method and any counterpart so delivered will be deemed to have been duly and validly delivered and be valid and effective for all purposes.

UNITY SOFTWARE INC.

By: _____
Signature

Title: _____

Date: _____

PARTICIPANT:

Signature

Date: _____

Unity Software Inc.
2020 Equity Incentive Plan
Global Performance-Based Restricted Stock Unit
Award Agreement (PSU Award)

As reflected by your PSU Award Grant Notice ("**Grant Notice**") Unity Software Inc. (the "**Company**") has granted you a PSU Award under its 2020 Equity Incentive Plan (the "**Plan**") for the number of performance-based restricted stock units as indicated in your Grant Notice (the "**PSU Award**"). The terms of your PSU Award as specified in this Global Performance-Based Restricted Stock Unit Award Agreement for your PSU Award, including Attachment I, the Appendix as defined below and the Grant Notice constitute your Agreement (the Grant Notice, Global Performance-Based Restricted Stock Unit Award Agreement, Attachment I and the Appendix, collectively, are referred to as the "**Agreement**"). Defined terms not explicitly defined in this Global Performance-Based Restricted Stock Unit Award Agreement but defined in the Grant Notice or the Plan shall have the same definitions as in the Grant Notice or Plan, as applicable

The general terms applicable to your PSU Award are as follows:

1. **GOVERNING PLAN DOCUMENT.** Your PSU Award is subject to all the provisions of the Plan, including but not limited to the provisions in:
- (a) Section 6 of the Plan regarding the impact of a Capitalization Adjustment, dissolution, liquidation, or Corporate Transaction on your PSU Award;
 - (b) Section 9(e) of the Plan regarding the Company's retained rights to terminate your Continuous Service notwithstanding the grant of the PSU Award; and
 - (c) Section 8(c) of the Plan regarding the tax consequences of your PSU Award.

Your PSU Award is further subject to all interpretations, amendments, rules and regulations, which may from time to time be promulgated and adopted pursuant to the Plan. In the event of any conflict between the PSU Award Agreement and the provisions of the Plan, the provisions of the Plan shall control.

2. **GRANT OF THE PSU AWARD.** This PSU Award represents your right to be issued on a future date the number of shares of Common Stock that is equal to between []% and []% of the Target Number of Performance-Based Restricted Stock Units indicated in the Grant Notice, subject to your satisfaction of the vesting conditions set forth therein (the "**PSUs**"), which Target Number of Performance-Based Restricted Stock Units shall be modified to reflect any Capitalization Adjustment. Any additional PSUs that become subject to the PSU Award pursuant to Capitalization Adjustments as set forth in the Plan, if any, shall be subject, in a manner determined by the Board, to the same forfeiture restrictions, restrictions on transferability, and time and manner of delivery as applicable to the other PSUs covered by your PSU Award.

3. **DIVIDENDS.** You shall receive no benefit or adjustment to your PSU Award with respect to any cash dividend, stock dividend or other distribution that does not result from a Capitalization Adjustment as provided in the Plan; provided, however, that this sentence shall not apply with respect to any shares of Common Stock that are delivered to you in connection with your PSU Award after such shares have been delivered to you.

4. WITHHOLDING OBLIGATIONS.

(a) Regardless of any action taken by the Company or, if different, the Affiliate to which you provide Continuous Service (the "**Service Recipient**") with respect to any income tax, social insurance, payroll tax, fringe benefits tax, payment on account or other tax-related items associated with the grant or vesting of the PSU Award or sale of the underlying Common Stock or other tax-related items related to your participation in the Plan and legally applicable to you (the "**Tax Liability**"), you hereby acknowledge and agree that the Tax Liability is your ultimate responsibility and may exceed the amount, if any, actually withheld by the Company or the Service Recipient. You further acknowledge that the Company and the Service Recipient (i) make no representations or undertakings regarding any Tax Liability in connection with any aspect of this PSU Award, including, but not limited to, the grant or vesting of the PSU Award, the issuance of Common Stock pursuant to such vesting, the subsequent sale of shares of Common Stock, and the payment of any dividends on the Common Stock; and (ii) do not commit to and are under no obligation to structure the terms of the grant or any aspect of the PSU Award to reduce or eliminate your Tax Liability or achieve a particular tax result. Further, if you are subject to Tax Liability in more than one jurisdiction, you acknowledge that the Company and/or the Service Recipient (or former service recipient, as applicable) may be required to withhold or account for Tax Liability in more than one jurisdiction. As further provided in Section 8 of the Plan, you hereby authorize the Company and any applicable Service Recipient to satisfy any applicable withholding obligations with regard to the Tax Liability by any of the following means or by a combination of such means: (1) causing you to pay any portion of the Tax Liability in cash; (2) withholding from any compensation otherwise payable to you by the Company or the Service Recipient; (3) withholding shares of Common Stock from the shares of Common Stock issued or otherwise issuable to you in connection with the Award ; *provided*, however, that to the extent necessary to qualify for an exemption from application of Section 16(b) of the Exchange Act, if applicable, such share withholding procedure will be subject to the express prior approval of the Board or the Company's Compensation Committee; and/or (iv) permitting or requiring you to enter into a "same day sale" commitment, if applicable, with a broker-dealer that is a member of the Financial Industry Regulatory Authority (a "**FINRA Dealer**"), pursuant to this authorization and without further consent, whereby you irrevocably elect to sell a portion of the shares of Common Stock to be delivered in connection with your PSUs to satisfy the Tax Liability and whereby the FINRA Dealer irrevocably commits to forward the proceeds necessary to satisfy the Tax Liability directly to the Company or the Service Recipient. Furthermore, you agree to pay the Company or the Service Recipient any amount the Company or the Service Recipient may be required to withhold, collect or pay as a result of your participation in the Plan or that cannot be satisfied by the means previously described. In the event the obligation of the Company or applicable Service Recipient with respect to the Tax Liability arises prior to the delivery to you of Common Stock or it is determined after the delivery of Common Stock to you that the amount of the Tax Liability was greater than the amount withheld by the Company and/or the Service Recipient (as applicable), you agree to indemnify and hold the Company and/or the Service Recipient (as applicable) harmless from any failure by the Company or the applicable Service Recipient to withhold the proper amount.

(b) The Company may withhold or account for your Tax Liability by considering statutory withholding amounts or other withholding rates applicable in your jurisdiction(s), including (i) maximum applicable rates, in which case you may receive a refund of any over-withheld amount in cash (whether from applicable tax authorities or the Company) and will have no entitlement to the equivalent amount in Common Stock or (ii) minimum or such other applicable rates, in which case you may be solely responsible for paying any additional Tax Liability to the applicable tax authorities. If the Tax Liability is satisfied by withholding shares of Common Stock, for tax purposes, you are deemed to have been issued the full number of shares of Common Stock subject to the vested portion of the PSU Award, notwithstanding that a number of the shares of Common Stock is held back solely for the purpose of paying the Tax Liability.

(c) You acknowledge that you may not participate in the Plan and the Company shall have no obligation to deliver shares of Common Stock until you have fully satisfied the Tax Liability, as determined by the Company. Unless any withholding obligation for the Tax Liability is satisfied, the Company shall have no obligation to deliver to you any Common Stock in respect of the PSU Award.

5. DATE OF ISSUANCE.

(a) The issuance of shares in respect of the PSUs is intended to comply with U.S. Treasury Regulations Section 1.409A-3(a) and will be construed and administered in such a manner. Subject to the satisfaction of the Tax Liability withholding obligation, if any, in the event one or more PSUs vests, the Company shall issue to you one (1) share of Common Stock for each vested PSU. Each issuance date determined by this paragraph is referred to as an "**Original Issuance Date**."

(b) If the Original Issuance Date falls on a date that is not a business day, delivery shall instead occur on the next following business day. In addition, if:

(i) the Original Issuance Date does not occur (1) during an "open window period" applicable to you, as determined by the Company in accordance with the Company's then-effective policy on trading in Company securities, or (2) on a date when you are otherwise permitted to sell shares of Common Stock on an established stock exchange or stock market (including but not limited to under a previously established written trading plan that meets the requirements of Rule 10b5-1 under the Exchange Act and was entered into in compliance with the Company's policies (a "**10b5-1 Arrangement**")), and

(ii) either (1) a Tax Liability withholding obligation does not apply, or (2) the Company decides, prior to the Original Issuance Date, (A) not to satisfy the Tax Liability withholding obligation by withholding shares of Common Stock from the shares otherwise due, on the Original Issuance Date, to you under this Award, and (B) not to permit you to enter into a "same day sale" commitment with a broker-dealer (including but not limited to a commitment under a 10b5-1 Arrangement) and (C) not to permit you to pay your Tax Liability in cash,

then the shares that would otherwise be issued to you on the Original Issuance Date will not be delivered on such Original Issuance Date and will instead be delivered on the first business day when you are not prohibited from selling shares of the Common Stock in the open public market, but in no event later than December 31 of the calendar year in which the Original Issuance Date occurs (that is, the last day of your taxable year in which the Original Issuance Date occurs), or, if and only if permitted in a manner that complies with U.S. Treasury Regulations Section 1.409A-1(b)(4), no later than the date that is the 15th day of the third calendar month of the applicable year following the year in which the shares of Common Stock under this Award are no longer subject to a "substantial risk of forfeiture" within the meaning of U.S. Treasury Regulations Section 1.409A-1(d).

6. TRANSFERABILITY. Except as otherwise provided in the Plan, your PSU Award is not transferable, except by will or by the applicable laws of descent and distribution

7. CORPORATE TRANSACTION. Your PSU Award is subject to the terms of any agreement governing a Corporate Transaction involving the Company, including, without limitation, a provision for the appointment of a stockholder representative that is authorized to act on your behalf with respect to any escrow, indemnities and any contingent consideration.

8. NO LIABILITY FOR TAXES. As a condition to accepting the PSU Award, you hereby (a) agree to not make any claim against the Company, or any of its Officers, Directors, Employees or Affiliates related to Tax Liability arising from the PSU Award or other compensation from the Company or the Service Recipient and (b) acknowledge that you were advised to consult with your own personal tax, financial and other legal advisors regarding the tax consequences of the PSU Award and have either done so or knowingly and voluntarily declined to do so.

9. SEVERABILITY. If any part of this Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity will not invalidate any portion of this Agreement or the Plan not declared to be unlawful or invalid. Any Section of this Agreement (or part of such a Section) so declared to be unlawful or invalid will, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.

10. OTHER DOCUMENTS. You hereby acknowledge receipt of or the right to receive a document providing the information required by Rule 428(b)(1) promulgated under the Securities Act, which includes the Prospectus. In addition, you acknowledge receipt of the Company's Trading Policy.

11. QUESTIONS. If you have questions regarding these or any other terms and conditions applicable to your PSU Award, including a summary of the applicable U.S. federal income tax consequences, please see the Prospectus.

12. LOCK-UP. By accepting this PSU Award, you agree that you will not sell, dispose of, transfer, make any short sale of, grant any option for the purchase of, or enter into any hedging or similar transaction with the same economic effect as a sale with respect to any shares of Common Stock or other securities of the Company held by you, for such period of time as any underwriters or the Company may request in connection with any underwritten registration of the offering of any securities of the Company under the Securities Act; *provided* that transactions pursuant to Section 4 hereof shall be exempt from any such lock-up request. You further agree to execute and deliver such other agreements as may be reasonably requested by the Company or the underwriters that are consistent with the foregoing or that are necessary to give further effect thereto. In order to enforce the foregoing covenant, the Company may impose stop-transfer instructions with respect to your shares of Common Stock until the end of such period. You also agree that any transferee of any shares of Common Stock (or other securities) of the Company held by you will be bound by this Section 12. The underwriters of the Company's stock are intended third party beneficiaries of this Section 12 and will have the right, power and authority to enforce the provisions hereof as though they were a party hereto.

13. VENUE. For purposes of any action, lawsuit, or other proceedings brought to enforce this Agreement, relating to it, or arising from it, the parties hereby submit to and consent to the sole and exclusive jurisdiction of the courts of the State of California, or the federal courts for Northern District of California, and no other courts, where this grant is made and/or to be performed.

14. WAIVER. You acknowledge that a waiver by the Company of any provision, or breach thereof, of this Agreement on any occasion shall not operate or be construed as a waiver of such provision on any other occasion or as a waiver of any other provision of this Agreement, or of any subsequent breach by you or any other Participant.

15. APPENDIX. Notwithstanding any provisions in this Agreement, the PSU Award shall be subject to any additional or different terms and conditions set forth in the Appendix to this Global Performance-Based Restricted Stock Unit Award Agreement for your country (the "**Appendix**") set forth as Exhibit A to this Global Performance-Based Restricted Stock Unit Award Agreement. Moreover, if you relocate to one of the countries included in the Appendix, the additional or different terms and conditions for such country will apply to you, to the extent the Company determines that the application of such terms and conditions is necessary or advisable for legal or administrative reasons. The Appendix constitutes part of this Global Performance-Based Restricted Stock Unit Award Agreement.

16. RECOUPMENT. All PSU Awards, whether unvested or vested, and any shares of Common Stock issued at vesting of PSU Awards, shall be subject to the Company's Executive Clawback Policy, as amended from time to time (the "**Clawback Policy**"), such that any PSU Awards granted to a Participant who is subject to the Clawback Policy, and any shares of Common Stock acquired pursuant to such PSU Awards, shall be subject to deduction, clawback or forfeiture, as provided under the Clawback Policy. Further, the PSU Awards, whether unvested or vested, and any shares of Common Stock issued on vesting of the PSU Awards, shall be subject to deduction, clawback or forfeiture to the extent required to comply with any recoupment requirement imposed under Applicable Laws. In order to satisfy any recoupment obligation arising under the Clawback Policy or otherwise under Applicable Laws, among other things, you expressly and explicitly authorize the Company to issue instructions, on your behalf, to any brokerage firm or stock plan service provider engaged by the Company to hold any shares of Common Stock or other amounts acquired pursuant to the PSU Award to re-convey, transfer or otherwise return such shares of Common Stock and/or other amounts to the Company upon the Company's enforcement of the Clawback Policy.

ATTACHMENT I

**Unity Software Inc.
2020 Equity Incentive Plan
PSUs
Vesting Criteria**

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EXHIBIT A
Unity Software Inc.
2020 Equity Incentive Plan
Appendix to Global Performance-Based Restricted Stock Unit Award Agreement

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EXHIBIT B
Unity Software Inc.
2020 Equity Incentive Plan
Denmark - Employer Statement

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**Unity Software Inc.
Insider Trading Policy**

(Amended and Restated on March 7, 2023; February 28, 2024;
September 11, 2024; and August 1, 2025)

The Board of Directors (the “**Board**”) of Unity Software Inc., a Delaware corporation (the “**Company**,” “**we**,” “**us**” or “**our**”), has adopted this Insider Trading Policy (this “**Policy**”) to take an active role in the prevention of insider trading violations by our officers, directors, employees and other related individuals.

A. Why do we have this Policy?

On a regular basis we provide you, our officers, directors, employees and other related individuals, with confidential information regarding many aspects of our business. Under federal and state securities laws, it is illegal to trade in the securities of a company while in possession of material nonpublic information about that company. Thus, because you will have knowledge of specific confidential information that is not disclosed outside of the Company and which will constitute material nonpublic information, your trading in our securities could constitute “insider trading” and violate the law, as could “tipping” (i.e., giving material nonpublic information to others who then trade on the basis of that information). The consequences of insider trading or the tipping of material nonpublic information can be severe. In fact, the person violating the laws, as well as the Company and our individual directors, officers and other supervisory personnel, may be subject to criminal and civil lawsuits and financial penalties in connection with a violation of the insider trading laws.

Nonpublic information about the Company is subject to your Employee Nondisclosure, Assignment and Non-Solicitation Agreement with the Company and is not to be used or disclosed outside of the Company, except as necessary to perform your job duties. Unauthorized disclosure or use of nonpublic information, including misuse in securities trading, will subject you to disciplinary action, up to and including termination of employment. We have adopted this Policy to comply with the laws governing (i) trading in our common stock while in possession of material nonpublic information concerning the Company and (ii) tipping or disclosing material nonpublic information to outsiders, as well as to prevent the appearance of improper trading or tipping. We reserve the right to prohibit any transaction from being completed to enforce compliance with this Policy.

B. What is our policy on Insider Trading?

Do not trade on material nonpublic information

Whether or not the trading window (as described below) is open and except as discussed in the section titled “Are there any exceptions to this Policy?” below, you may not, directly or indirectly through others, engage in any transaction involving our securities while you are aware of material nonpublic information about the Company. It is not an excuse that you did not “use” the information in deciding whether or not to engage in the transaction.

Similarly, you may not engage in transactions involving the securities of any other company (such as a customer, supplier or competitor), to the extent you are aware of material nonpublic information either about that company or that could impact the share price of that company. For example, you may be involved in a proposed transaction involving a prospective business relationship or transaction with another company. If information about that transaction constitutes material nonpublic information for that other company, you are prohibited from engaging in transactions involving the securities of that other company. It is important to note that “materiality” is different for different companies. Information that is not material to the Company may be material to another company.

Do not disclose material nonpublic information

You may not disclose material nonpublic information concerning the Company or any other company to friends, family members or any other person or entity not authorized to receive such information, except directly to the Securities and Exchange Commission (the “SEC”) in compliance with our Whistleblower Policy. Any nonpublic information you acquire in the course of your service with the Company may only be used for legitimate business purposes of the Company. In addition, you are required to handle the nonpublic information of others in accordance with the terms of any relevant nondisclosure agreements, including your employment agreement and/or your Employee Non-Disclosure, Assignment, and Non Solicitation Agreement with the Company, and to limit your use of the nonpublic information to the purpose for which it was disclosed.

Even if you are not directly disclosing material nonpublic information, you may not make recommendations or express opinions about securities of another company, the Company or otherwise, based on material nonpublic information. In particular, you may not participate, in any manner other than passive observation, in any Internet “chat” room, message board or social media platform that is related to trading in our securities. You are prohibited from engaging in these actions whether or not you derive any profit or personal benefit from doing so. You should know that third parties are known to contact employees of companies to obtain information about the company under false pretenses.

Do not respond to outside inquiries for information

In the event you receive an inquiry for information from someone outside of the Company, such as a stock analyst, you should refer the inquiry to our Chief Legal Officer or, if our Chief Legal Officer is unavailable, our Chief Financial Officer (each, a “**Compliance Officer**”). Responding to a request yourself is a violation of this Policy and, in some circumstances, may be a violation of the law.

Take personal responsibility

The ultimate responsibility for complying with this Policy and applicable laws rests with you. As we request you do in all aspects of your work with the Company, please use your best judgment at all times and consult with a Compliance Officer and/or your legal and financial advisors, in confidence, if you have questions.

C. Who does this Policy apply to?

This Policy applies to all directors, officers, employees and agents (such as consultants and contractors) of the Company and its subsidiaries upon the commencement of their relationship with the Company or any of its subsidiaries.

References in this Policy to “**you**” (as well as general references to directors, officers, employees and agents of the Company) should also be understood to include, to the extent applicable, members of your immediate family, persons with whom you share a household, your dependents and any other individuals or entities whose transactions in securities you influence, direct or control (including, for example, a venture or investment fund, if you influence, direct or control transactions by the fund); provided, however, that this Policy does not apply to any such entity that engages in the investment of securities in the ordinary course of its business (e.g., an investment fund or partnership) if such entity has established its own insider trading controls and procedures in compliance with applicable securities laws. You are responsible for making sure that these individuals and entities comply with this Policy. This Policy is confidential and is subject to the terms of your employment agreement as well as any Employee Non Disclosure, Assignment, and Non-Solicitation Agreement you have with the Company. Nonetheless, you may share this Policy with your spouse or domestic partner, financial planner, tax advisor or attorney on a need-to-know basis, provided the confidentiality obligations are maintained (i.e., those persons do not use this disclosure in any manner other than to advise you, and they do not further disseminate this Policy).

You are expected to comply with this Policy as long as you hold our securities or possess any material nonpublic information about the Company. This means that, even after you cease to be affiliated with the Company, you must continue to abide by the applicable trading restrictions until you no longer have material nonpublic information. In addition, if you are subject to a trading blackout under this Policy at the time you cease to be *affiliated with the Company*, you are expected to abide by the applicable trading restrictions until at least the end of the relevant blackout period.

D. What types of transactions are covered by this Policy?

This Policy applies to all transactions involving our securities. This Policy therefore applies to purchases, sales, gifts, and other transfers of our common stock, options, warrants, debt securities and other securities (including distributions of securities by a venture or other investment fund to its constituent equity holders ("**Fund Distributions**")). For avoidance of doubt, Fund Distributions are permitted after the close of market on the day immediately prior to an open trading window, so long as any recipient of such Fund Distribution does not engage in any after-hours trading on such day. This Policy also applies to any arrangements that affect economic exposure to changes in the prices of these securities. These arrangements may include, among other things, transactions in derivative securities (such as exchange traded put or call options), hedging transactions, short sales and certain decisions with respect to participation in benefit plans. This Policy also applies to any offers with respect to the transactions discussed above. Although there are limited exceptions to this Policy (described in "*Are there any exceptions to this Policy?*" below), please note that there are no exceptions to insider trading laws or this Policy based on the size of the transaction (*i.e.*, this policy applies whether a trade involves one or 10,000 shares of our common stock).

Transactions that are Strictly Prohibited or Require Special Consideration

1. **Short Sales.** You may not engage in short sales (*i.e.*, the sale of a security that must be borrowed to make delivery) or "sell short against the box" (*i.e.*, sell with a delayed delivery) if such sales involve our securities. Short sales may signal to the market possible bad news about the Company or a general lack of confidence in our prospects and an expectation that the value of our securities will decline.
2. **Derivative or Hedging Transactions.** You may not engage in derivative securities or hedging transactions, including prepaid variable forward contracts, equity swaps, collars, and exchange funds, or otherwise engage in transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of our securities and the risks associated with holding our common stock. You may not trade in publicly-traded options, such as puts and calls, and other derivative securities with respect to our securities (other than stock options and other compensatory equity awards issued to you by the Company).
3. **Collateral.** You may not use our securities as collateral for loans. You may not pledge our securities as collateral for loans.
4. **Margin Accounts.** You may not hold our common stock in margin accounts because your broker may sell securities held in the margin account during a blackout period. Open Orders. You should exercise caution when placing open orders, such as limit orders or stop orders, with brokers, particularly where the order is likely to remain outstanding for an extended period of time. Open orders may result in the execution of a trade during a blackout period, which may result in inadvertent insider trading in violation of this Policy.

E. What does "Material Nonpublic Information" mean?

Information is "material" if a reasonable investor would consider it important in making a decision to buy, sell or retain our common stock. Both positive and negative information may be material.

Information is "nonpublic" until it has been widely disseminated to the public (through, for example, an SEC filing, press conference or press release), and the public has had a chance to absorb and evaluate

it. Unless you have seen material information publicly disseminated, you should assume the information is nonpublic. Generally speaking, information will be considered publicly disseminated for purposes of this policy only after one full trading day has elapsed since the information was publicly disclosed. For example, if we announce material nonpublic information before trading begins on Wednesday, then you may execute a transaction in our securities on Thursday; if we announce material nonpublic information after trading ends on Wednesday, then you may execute a transaction in our securities on Friday.

Examples of information that would normally be regarded as “material” include, but are not limited to, the following:

- financial results, financial condition, projections or forecasts;
- known but unannounced earnings or losses;
- the status of our progress toward achieving significant financial goals;
- significant corporate events, such as a pending or proposed acquisition;
- new equity or debt offerings;
- positive or negative developments in outstanding litigation or regulatory matters
- major product announcements and/or partnerships; or
- known but unannounced changes in senior management.

Financial information is particularly sensitive. For example, nonpublic information about the results of our operations for even a portion of a quarter might be material in helping an analyst predict our results of operations for the quarter.

When in doubt, you should assume that the information is both material and nonpublic. If you have any questions as to whether information should be considered material or nonpublic, please consult with a Compliance Officer.

F. When may I trade in the Company’s common stock?

Even if you are not in possession of any material nonpublic information, you may only trade in our common stock if all of the following conditions have been met:

1. Open Trading Window. You may only engage in transactions involving our common stock during an open trading window. Our trading window will typically open after one full trading day has elapsed since the public disclosure of our quarterly financial results and continue through the end of the 15th calendar day of the 3rd month of the quarter. For example, if we announce our quarterly financial results before trading begins on Wednesday, then you may execute a transaction in our securities on Thursday; if we announce quarterly financial results after trading ends on Wednesday, then you may execute a transaction in our securities on Friday. In addition to regular quarterly blackout periods, there may be additional blackout periods when appropriate due to certain events. We will notify you whenever a special blackout period goes into effect that applies to you. See “When is our Blackout Period?” below.
 2. Pre-Clearance. If you are a member of the Board or an executive officer of the Company, you must receive pre-clearance from a Compliance Officer of your proposed trade (please see attached form). From time to time, a Compliance Officer may identify other persons who require pre clearance on Schedule I hereto. A Compliance Officer may not engage in a transaction involving our common stock unless the other Compliance Officer has pre-cleared the transaction. The Compliance Officers are under no obligation to approve a transaction submitted for pre-clearance and may determine not to permit the transaction.
 3. 10b5-1 Plan. The SEC has enacted rules that provide an affirmative defense against alleged violations of U.S. federal insider trading laws for transactions made pursuant to trading plans that meet certain requirements, commonly referred to as “10b5-1 trading plans.” These trading plans must be entered into when you are not aware of material nonpublic information, meet the
-

requirements set forth in Rule 10b5-1 of the Securities Exchange Act of 1934, as amended ("**Rule 10b5-1**"), meet those specific requirements or guidelines established by the Company for such plans and be pre-approved by a Compliance Officer. Transactions made pursuant to a 10b5-1 trading plan are not subject to the restrictions in this Policy, even if you are aware of material nonpublic information at the time of the transaction or a blackout period is in effect.

Executives and directors are encouraged, should they wish to trade in our common stock, to do so via a 10b5-1 Plan, subject to such plan meeting those specific requirements or guidelines established by the Company for such plans. Only individuals who meet specific requirements or guidelines established by the Company for such plans are eligible to enter into a 10b5-1 Plan. Trading plans must be pre-approved by and filed with a Compliance Officer and be accompanied by an executed certificate stating that the trading plan complies with Rule 10b5-1 and any other criteria established by the Company.

If you do not follow the above requirements, you may be subject to disciplinary action, up to and including termination of your relationship with the Company, as well as civil and criminal penalties as described in the section titled "*What are the consequences of Insider Trading?*" below.

G. When is our Blackout Period?

To limit the likelihood of trading at times when there is a significant risk of insider trading exposure, we have instituted quarterly trading blackout periods and may institute special trading blackout periods from time to time. Whether or not a blackout period is in effect, you must comply with this Policy and may not trade on the basis of material nonpublic information.

Quarterly Blackout Periods

Except as discussed in the section titled "Are there any exceptions to this Policy?", directors, officers, employees and agents may not engage in transactions involving our common stock during quarterly blackout periods. Quarterly blackout periods begin at the end of the 15th calendar day of the 3rd month of each fiscal quarter and end after one full trading day has elapsed since the public disclosure of the financial results for that fiscal quarter. This defined period is a particularly sensitive time for transactions involving our common stock from the perspective of compliance with applicable securities laws due to the fact that, during this period, individuals may often possess or have access to material nonpublic information relevant to the expected financial results for the quarter.

Special Blackout Periods

From time to time, we may also implement additional blackout periods when, in the judgment of a Compliance Officer, a trading blackout is warranted. We will generally impose special blackout periods when there are material developments known to us that have not yet been disclosed to the public. For example, we may impose a special blackout period in anticipation of announcing interim earnings guidance or a significant transaction or business development. However, special blackout periods may be declared for any reason.

We will notify you if you are subject to a special blackout period. If you receive this notification, you may not disclose to others the fact that you are subject to the special blackout period and may not engage in any transaction involving our common stock until approved by one of our Compliance Officers.

Regulation BTR Blackouts

Directors and executives may also be subject to trading blackouts pursuant to Regulation Blackout Trading Restriction ("**Regulation BTR**") under U.S. federal securities laws. In general, Regulation BTR prohibits any director or executive from engaging in certain transactions involving our securities during periods when 401(k) plan participants are prevented from purchasing, selling or otherwise acquiring or transferring an interest in certain securities held in individual account plans. Any profits realized from a transaction that violates Regulation BTR are recoverable by the Company, regardless of the intentions of the director or executive effecting the transaction. In addition, individuals who engage in such transactions are subject to sanction by the SEC as well as potential criminal liability.

The Company will notify directors and executives if they are subject to a blackout trading restriction under Regulation BTR. Failure to comply with an applicable trading blackout in accordance with Regulation BTR is a violation of law and this Policy.

H. Are there any exceptions to this Policy?

Yes, there are limited exceptions to this Policy, which are described below. Please note that there may be instances where you suffer financial harm or other hardship or are otherwise required to forgo a planned transaction because of the restrictions imposed by this Policy. Personal financial emergency or other personal circumstances are not mitigating factors under securities laws and will not excuse a failure to comply with this Policy.

Receipt, Vesting and Exercise of Stock Awards

The trading restrictions under this Policy do not apply to the acceptance or purchase of stock options, restricted stock or the like issued or offered directly by the Company, nor do they apply to the vesting, cancellation, forfeiture of stock options, restricted stock, restricted stock units or stock appreciation rights or the acquisition or repurchase of shares pursuant to option exercises under our option plans.

Sale of Shares to Cover Tax Withholdings

The trading restrictions under this Policy do not apply to the nondiscretionary sale of shares of our common stock issued upon vesting of restricted stock units for the limited purpose of covering tax withholding obligations (and any associated broker or other fees) (a "**sell-to-cover transaction**"). You may elect to opt-out of selling-to-cover, but you must make such election during an open window and when not in possession of MNPI, and subject to preclearance if you are subject to preclearance.

Purchases from our Employee Stock Purchase Plan

The trading restrictions under this Policy do not apply to elections with respect to participation in any employee stock purchase plan or to purchases of our common stock under such plan. However, the trading restrictions do apply to subsequent sales of our common stock.

Stock Splits, Stock Dividends and Similar Transactions

The trading restrictions under this Policy do not apply to a change in the number of securities held as a result of a stock split or stock dividend applying equally to all securities of a class, or similar transactions.

Inheritance or Change in Form of Ownership

The trading restrictions under this Policy do not apply to transfers by will or the laws of descent and distribution or transfers for tax planning purposes in which your beneficial ownership and pecuniary interest in the transferred securities does not change. Some transactions that involve merely a change in the form in which you own securities may be permitted.

Domestic Relations Order

This Policy does not apply to the acquisition or disposition of the Company's securities pursuant to a domestic relations order, as defined in the Internal Revenue Code of 1986, as amended, or Title I of the Employee Retirement Income Security Act of 1974, as amended, or the rules thereunder.

Other Exceptions

Any other exception from this Policy must be approved by a Compliance Officer in consultation with the Audit Committee of the Board, and only in the event of hardship and upon certification that the transaction is occurring in good faith and without material non-public information.

Please be aware that even if a transaction falls within one of the exceptions described above, you will need to separately assess whether the transaction complies with applicable law. If you have any questions, please consult with a Compliance Officer.

I. What are the consequences of Insider Trading?

Penalties for violating insider trading laws can include disgorging profit made or loss avoided by trading, paying the loss suffered by the persons who purchased securities from, or sold securities to, the insider tippee, paying civil and/or criminal penalties and/or serving a jail term. The Company and/or supervisors of the person violating the rules may also be required to pay civil or criminal penalties and could be subject to private lawsuits.

A violation of this Policy is not necessarily a violation of law. In fact, for reasons explained in this Policy, it is not necessary for us to wait for the filing or conclusion of any civil or criminal action against an alleged violator before taking disciplinary action as your employer. In addition, please remember that we may prohibit a transaction from being completed to enforce compliance with this Policy.

J. What should I do if I suspect that this Policy has been violated?

Please promptly report violations or suspected violations of this Policy to a Compliance Officer. You may also report via our website at www.unity3d.ethicspoint.com or by calling 1-855-754-3236.

K. Priority of Statutory or Regulatory Trading Restrictions

The trading prohibitions and restrictions set forth in this Policy will be superseded by any greater prohibitions or restrictions prescribed by federal or state securities laws and regulations, or contractual restrictions on the sale of securities.

L. Amendments

We are committed to continuously reviewing and updating our policies, and we therefore reserve the right to amend this Policy at any time, for any reason, subject to applicable law

SCHEDULE I

INDIVIDUALS SUBJECT TO PRE-CLEARANCE REQUIREMENTS

All Members of the Board of Directors

All Executive Level employees reporting to the CEO

Certain Director-level and above within finance, accounting, corporate development, tax, and treasury, and all CFO direct reports

Vice Presidents within Legal

Senior Counsel, Corporate and Securities

Vice Presidents and above within Communications

Certain Senior Managers/Analysts within finance, accounting and Investor Relations

**UNITY SOFTWARE INC.
INSIDER TRADING
POLICY
PRE-CLEARANCE CHECKLIST AND CERTIFICATION**

Name of Person:

Purchase, Sale or Gift:

Max Number of Shares:

Proposed Dates of Trading or Gifting:

Check here if electing out of Sell-to-Cover for RSU tax withholding.

Compliant with Insider Trading Policy (e.g., during an open window). I will ensure my trade or gift is made during an open window and is in compliance with the Insider Trading Policy.

Rule 10b-5 concerns. I am aware that trading is prohibited when I am in possession of any material nonpublic information regarding Unity Software Inc. that has not been adequately disclosed to the public. I have discussed with a Compliance Officer any information known to me that I believe may be material or that I have any questions about whether it is material.

I am not trading on the basis of any material nonpublic information. If I become aware of any nonpublic material information, or the trading window closes, I will cease trading immediately (which may include canceling an open order).

Signature of Person Proposing to Trade: _____

Date: _____

Signature of Compliance Officer: _____

Date: _____

Subsidiaries of the Registrant

Name of Subsidiary	Jurisdiction
ironSource Ltd.	Israel
ironSource Mobile Ltd.	Israel
ironSource USA, Inc.	United States
Tapjoy Inc.	United States
Unity International Holdings LLC	United States
Unity Technologies ApS	Denmark
Unity Technologies SF	United States
Unity Software Limited	United Kingdom

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-285151) pertaining to the 2020 Equity Incentive Plan of Unity Software Inc., the 2020 Employee Stock Purchase Plan of Unity Software Inc., and the ironSource Share Incentive Plan of Unity Software Inc.,
- (2) Registration Statement (Form S-8 No. 333-277544) pertaining to the 2020 Equity Incentive Plan of Unity Software Inc. and the 2020 Employee Stock Purchase Plan of Unity Software Inc.,
- (3) Registration Statement (Form S-8 No. 333-270057) pertaining to the 2020 Equity Incentive Plan of Unity Software Inc. and the 2020 Employee Stock Purchase Plan of Unity Software Inc.,
- (4) Registration Statement (Form S-8 No. 333-268211) pertaining to the ironSource Ltd. 2013 Share Incentive Plan and the ironSource Ltd. 2021 Share Incentive Plan of Unity Software Inc.,
- (5) Registration Statement (Form S-8 No. 333-262905) pertaining to the 2020 Equity Incentive Plan of Unity Software Inc. and the 2020 Employee Stock Purchase Plan of Unity Software Inc.,
- (6) Registration Statement (Form S-8 No. 333-253935) pertaining to the 2020 Equity Incentive Plan of Unity Software Inc. and the 2020 Employee Stock Purchase Plan of Unity Software Inc.,
- (7) Registration Statement (Form S-8 No. 333-248882) pertaining to the 2020 Equity Incentive Plan of Unity Software Inc. and the 2020 Employee Stock Purchase Plan of Unity Software Inc.,
- (8) Registration Statement (Form S-3ASR No. 333-275442) of Unity Software Inc., and
- (9) Registration Statement (Form S-3ASR No. 333-283081) of Unity Software Inc.

of our reports dated February 11, 2026, with respect to the consolidated financial statements of Unity Software Inc. and the effectiveness of internal control over financial reporting of Unity Software Inc. included in this Annual Report (Form 10-K) of Unity Software Inc. for the year ended December 31, 2025.

/s/ Ernst & Young LLP
San Francisco, California
February 11, 2026

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

I, Matthew Bromberg, certify that:

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

Date: February 11, 2026

By: /s/ Matthew Bromberg
Matthew Bromberg
President, Chief Executive Officer, and Director
(Principal Executive Officer)

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

I, Jarrod Yahes, certify that:

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

Date: February 11, 2026

By: /s/ Jarrod Yahes
Jarrod Yahes
Senior Vice President, Chief Financial Officer
(Principal Financial Officer)

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

I, Matthew Bromberg, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K of Unity Software Inc. for the year ended December 31, 2025 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in such Annual Report on Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Unity Software Inc.

Date: February 11, 2026

By: /s/ Matthew Bromberg
Matthew Bromberg
President, Chief Executive Officer, and Director
(Principal Executive Officer)

I, Jarrod Yahes, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K of Unity Software Inc. for the year ended December 31, 2025 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in such Annual Report on Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Unity Software Inc.

Date: February 11, 2026

By: /s/ Jarrod Yahes
Jarrod Yahes
Senior Vice President, Chief Financial Officer
(Principal Financial Officer)

This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Unity Software Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.