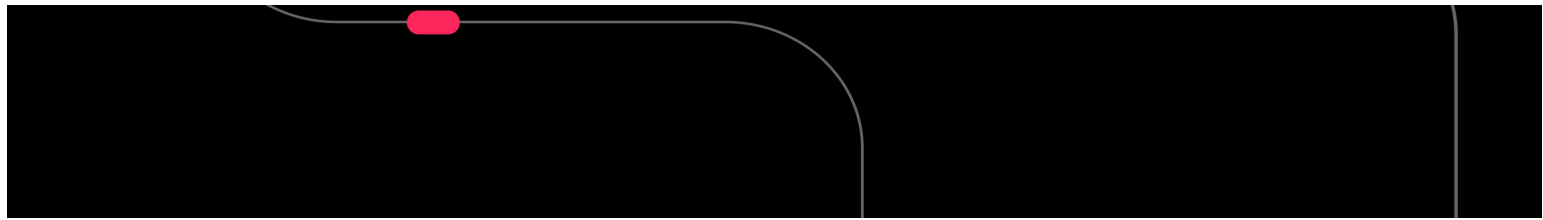




FY 2025



annual report



Financial Highlights

\$1,232M

Revenue

27%

YoY revenue growth

89%

Gross margin

110%

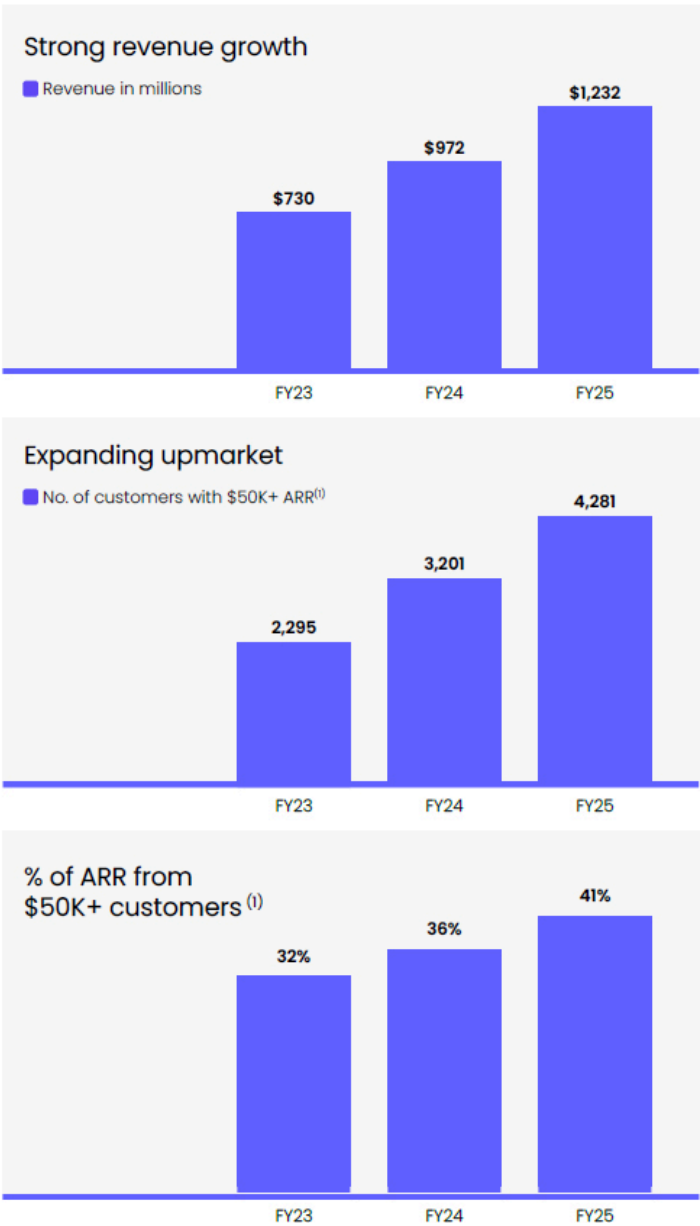
Net Dollar Retention Rate <sup>(1)</sup>

\$334M

Net cash provided by operating activities representing 27% of revenue

\$323M

Adjusted free cash flow, representing 26% of revenue <sup>(2)</sup>



(1) For definition of Net Dollar Retention Rate, see “Part 4 - Operating and Financial Review and Prospects - Key Business Metrics”.

(2) Non-GAAP measures. See “Part 4 - Operating and Financial Review and Prospects - Non-GAAP Financial Measures”.

## 2025 Company Highlights



**In 2025, Elevate** was open to the public with paid tickets. ~5,000 attendees joined us in person across NYC, London, and Sydney. Additionally, Elevate Online was free to attend, and hosted in the monday mansion, with ~32,000 total attendees.

**Our 2025 Investor Day** in NYC highlighted monday.com's rapid AI innovation, strong multi-product growth, and evolving go-to-market strategy.



mondayDB 3.0 Launch

dun&bradstreet

Dun & Bradstreet ranked us as the #3 Best Place to Work in Israel's tech scene.



Appointed  
**Casey George**  
as CRO.

monday CRM

**\$100M**

monday CRM surpassed  
\$100M in ARR.

monday campaigns

We launched monday campaigns,  
our new AI-powered product within  
the monday CRM suite.



Appointed  
**Harris Beber**  
as CMO.

We introduced new  
distinct AI capabilities

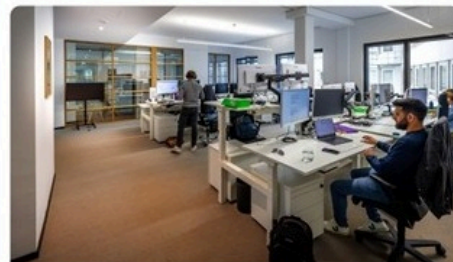


A Leader in the 2025 Gartner® Magic Quadrant™ for Adaptive Project Management and Reporting<sup>(1)</sup>, Magic Quadrant for Collaborative Work Management<sup>(2)</sup>, and Magic Quadrant for Marketing Work Management Platforms<sup>(3)</sup>.

(1)Gartner, Magic Quadrant for Adaptive Project Management and Reporting, By Sean Bankston, Jennifer Jackson, Kevin Rose, 17 September 2025.  
(2)Gartner, Magic Quadrant for Collaborative Work Management, Nikos Drakos, Joe Mariani, Lucy Lei, Hironori Hayashi, 28 October 2025. (3) Gartner, Magic Quadrant for Marketing Work Management Platforms, Michael McCune, Rachel Dooley, Loretta Marsh, Amy Jenkins, Kate Fridley, Anja Naski, 1 December 2025.

monday service

Introduced the AI-first enterprise service  
management solution



We opened new offices in Munich, Paris, and Singapore.

GARTNER is a registered trademark and service mark of Gartner, Inc. and/or its affiliates in the U.S. and internationally, and MAGIC QUADRANT is a registered trademark of Gartner, Inc. and/or its affiliates and are used herein with permission. All rights reserved. Gartner does not endorse any vendor, product or service depicted in its research publications, and does not advise technology users to select only those vendors with the highest ratings or other designation. Gartner research publications consist of the opinions of Gartner's research organization and should not be construed as statements of fact. Gartner disclaims all warranties, expressed or implied, with respect to this research, including any warranties of merchantability or fitness for a particular purpose. The Gartner content described herein (the "Gartner Content") represents research opinion or viewpoints published, as part of a syndicated subscription service, by Gartner, Inc. ("Gartner"), and is not a representation of fact. Gartner Content speaks as of its original publication date (and not as of the date of this 20-F), and the opinions expressed in the Gartner Content are subject to change without notice.

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

FORM 20-F

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ 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

OR

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

Commission file number: 001-40461



monday.com Ltd.  
(Exact name of Registrant as specified in its charter)

ISRAEL

(Jurisdiction of incorporation or organization)

6 Yitzhak Sadeh Street, Tel Aviv, 6777506 Israel

(Address of principal executive offices)

Shiran Nawi, Adv.  
Chief People and Legal Officer

Telephone: +972(55) 939-7720

monday.com Ltd.  
6 Yitzhak Sadeh Street  
Tel Aviv, 6777506 Israel

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

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

| Title of each class                     | Trading Symbol | Name of each exchange on which registered |
|-----------------------------------------|----------------|-------------------------------------------|
| Ordinary shares, no par value per share | MNDY           | The Nasdaq Stock Market LLC               |

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None.**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None.**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: **As of December 31, 2025, the registrant had outstanding 51,160,822 ordinary shares, no par value per share.**

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

Yes ☒ No ☐

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

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 or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒Accelerated filer ☐Non-accelerated filer ☐Emerging growth company ☐If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or

issued its audit report. ☒

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

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

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

|                                               |                                                                                                                                |                                |
|-----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| U.S. GAAP <input checked="" type="checkbox"/> | International Financial Reporting Standards as issued by the International Accounting Standards Board <input type="checkbox"/> | Other <input type="checkbox"/> |
|-----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------|

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

## Table of contents

|                                                                                   |    |                                                                                                        |     |
|-----------------------------------------------------------------------------------|----|--------------------------------------------------------------------------------------------------------|-----|
| <a href="#"><u>Cross Reference Table Form 20-F</u></a>                            | 8  | <a href="#"><u>F. Recently Issued Accounting Pronouncements</u></a>                                    | 75  |
| <a href="#"><u>Introduction</u></a>                                               | 11 | <a href="#"><u>G. Quantitative and Qualitative Disclosures About Market Risk</u></a>                   | 75  |
| <a href="#"><u>Special note regarding forward-looking statements</u></a>          | 11 |                                                                                                        |     |
| <a href="#"><u>Part 1 - Who we are</u></a>                                        | 15 | <a href="#"><u>Part 5 - Consolidated Financial Statements and Additional Financial Information</u></a> | 77  |
| <a href="#"><u>Our growth strategies</u></a>                                      | 17 | <a href="#"><u>Consolidated Financial Statements</u></a>                                               | 77  |
| <a href="#"><u>Our success by numbers</u></a>                                     | 19 | <a href="#"><u>Controls and procedures</u></a>                                                         | 77  |
| <a href="#"><u>Industry trends</u></a>                                            | 19 | <a href="#"><u>Principal accountant fees and services</u></a>                                          | 78  |
| <a href="#"><u>Our opportunity</u></a>                                            | 21 | <a href="#"><u>Legal Proceedings</u></a>                                                               | 78  |
| <a href="#"><u>Our platform</u></a>                                               | 21 | <a href="#"><u>Dividend Policy</u></a>                                                                 | 79  |
| <a href="#"><u>Our AI work capabilities</u></a>                                   | 22 | <a href="#"><u>Significant Changes</u></a>                                                             | 79  |
| <a href="#"><u>Our products</u></a>                                               | 23 | <a href="#"><u>Taxation</u></a>                                                                        | 79  |
| <a href="#"><u>Key benefits to our customers</u></a>                              | 28 | <a href="#"><u>Part 6 - Risk Factors</u></a>                                                           | 92  |
| <a href="#"><u>The components of our platform</u></a>                             | 29 | <a href="#"><u>Risk factors summary</u></a>                                                            | 92  |
| <a href="#"><u>Our technology and in-house tools</u></a>                          | 32 | <a href="#"><u>Risks related to our business and industry</u></a>                                      | 97  |
| <a href="#"><u>Our customers</u></a>                                              | 33 | <a href="#"><u>Risks related to our market and competitive landscape</u></a>                           | 112 |
| <a href="#"><u>Research and development</u></a>                                   | 33 | <a href="#"><u>Risks related to third parties</u></a>                                                  | 114 |
| <a href="#"><u>CRO Team</u></a>                                                   | 34 | <a href="#"><u>Risks related to privacy, data, and cybersecurity</u></a>                               | 118 |
| <a href="#"><u>CCO Team</u></a>                                                   | 36 | <a href="#"><u>Risks related to taxation</u></a>                                                       | 128 |
| <a href="#"><u>Marketing</u></a>                                                  | 36 | <a href="#"><u>Risks related to our proprietary and intellectual property rights</u></a>               | 133 |
| <a href="#"><u>Our competition</u></a>                                            | 37 | <a href="#"><u>Risks related to operations as a public company and ordinary shares</u></a>             | 138 |
| <a href="#"><u>Intellectual property</u></a>                                      | 37 | <a href="#"><u>Risks related to our incorporation and location in Israel</u></a>                       | 142 |
| <a href="#"><u>Legal proceedings</u></a>                                          | 38 | <a href="#"><u>Risks related to our Digital Lift Initiative and the monday.com Foundation</u></a>      | 145 |
| <a href="#"><u>monday.com corporate responsibility and sustainability</u></a>     | 38 | <a href="#"><u>Risks related to legal and regulatory matters</u></a>                                   | 147 |
| <a href="#"><u>Privacy and security</u></a>                                       | 39 |                                                                                                        |     |
| <a href="#"><u>Our facilities</u></a>                                             | 40 | <a href="#"><u>Part 7 - Additional Information</u></a>                                                 | 150 |
| <a href="#"><u>monday.com for Nonprofits</u></a>                                  | 42 | <a href="#"><u>About Us</u></a>                                                                        | 150 |
| <a href="#"><u>The monday.com Foundation</u></a>                                  | 42 | <a href="#"><u>Compensation</u></a>                                                                    | 152 |
| <a href="#"><u>Organizational structure</u></a>                                   | 43 | <a href="#"><u>Employment agreements with executive officers and directors</u></a>                     | 155 |
|                                                                                   |    | <a href="#"><u>Board practices</u></a>                                                                 | 157 |
| <a href="#"><u>Part 2 - Directors and senior management</u></a>                   | 44 | <a href="#"><u>Employees</u></a>                                                                       | 165 |
| <a href="#"><u>Senior management</u></a>                                          | 45 | <a href="#"><u>Borrowing powers</u></a>                                                                | 166 |
| <a href="#"><u>Directors</u></a>                                                  | 48 | <a href="#"><u>Material Contracts</u></a>                                                              | 166 |
|                                                                                   |    | <a href="#"><u>Exchange Controls</u></a>                                                               | 166 |
| <a href="#"><u>Part 3 - Major Shareholders and Related Party Transactions</u></a> | 51 | <a href="#"><u>Documents on Display</u></a>                                                            | 166 |
| <a href="#"><u>Major shareholders</u></a>                                         | 51 | <a href="#"><u>Code of ethics</u></a>                                                                  | 167 |
| <a href="#"><u>Related Party Transactions</u></a>                                 | 53 | <a href="#"><u>Purchases of equity securities by the issuer and affiliated purchasers</u></a>          | 167 |
| <a href="#"><u>Agreements with Directors and Officers</u></a>                     | 54 | <a href="#"><u>Corporate governance</u></a>                                                            | 167 |
|                                                                                   |    | <a href="#"><u>Insider trading policies</u></a>                                                        | 168 |
| <a href="#"><u>Part 4 - Operating and Financial Review and Prospects</u></a>      | 56 | <a href="#"><u>Cybersecurity</u></a>                                                                   | 168 |
| <a href="#"><u>monday.com FY:25 overview in numbers</u></a>                       | 56 |                                                                                                        |     |
| <a href="#"><u>A. Operating Results</u></a>                                       | 59 | <a href="#"><u>Exhibits</u></a>                                                                        | 170 |
| <a href="#"><u>B. Liquidity and Capital Resources</u></a>                         | 69 |                                                                                                        |     |
| <a href="#"><u>C. Research and development, patents and licenses, etc.</u></a>    | 71 |                                                                                                        |     |
| <a href="#"><u>D. Trend information</u></a>                                       | 71 |                                                                                                        |     |
| <a href="#"><u>E. Critical Accounting Estimates</u></a>                           | 72 |                                                                                                        |     |

## Cross Reference Table Form 20-F

|           |                                                                                 |         |
|-----------|---------------------------------------------------------------------------------|---------|
| <b>1</b>  | Identity of Directors, Senior Management and Advisers                           | N/A     |
| <b>2</b>  | Offer Statistics and Expected Timetable                                         | N/A     |
| <b>3</b>  | Key Information                                                                 |         |
| 3.B.      | Capitalization and Indebtedness                                                 | N/A     |
| 3.C.      | Reasons for the Offer and Use of Proceeds                                       | N/A     |
| 3.D.      | Risk Factors                                                                    | 92-149  |
| <b>4</b>  | Information on the Company                                                      |         |
| 4.A.      | History and Development of the Company                                          | 150     |
| 4.B.      | Business Overview                                                               | 15-43   |
| 4.C.      | Organizational Structure                                                        | 53      |
| 4.D.      | Property, Plants and Equipment                                                  | 40      |
| <b>4A</b> | Unresolved Staff Comments                                                       | N/A     |
| <b>5</b>  | Operating and Financial Review and Prospects                                    |         |
| 5.A.      | Operating Results                                                               | 59-69   |
| 5.B.      | Liquidity and Capital Resources                                                 | 69-71   |
| 5.C.      | Research and Development, Patents and Licenses, etc.                            | 71      |
| 5.D.      | Trend Information                                                               | 59-69   |
| 5.E.      | Critical Accounting Estimates                                                   | 72-76   |
| <b>6</b>  | Directors, Senior Management and Employees                                      |         |
| 6.A.      | Directors and Senior Management                                                 | 44-50   |
| 6.B.      | Compensation                                                                    | 152-157 |
| 6.C.      | Board Practices                                                                 | 157-165 |
| 6.D.      | Employees                                                                       | 165     |
| 6.E.      | Share Ownership                                                                 | 47-49   |
| 6.F.      | Disclosure of a Registrant's Action to Recover Erroneously Awarded Compensation | N/A     |
| <b>7</b>  | Major Shareholders and Related Party Transactions                               |         |
| 7.A.      | Major Shareholders                                                              | 51-53   |

|           |                                                                                     |              |
|-----------|-------------------------------------------------------------------------------------|--------------|
| 7.B.      | Related Party Transactions                                                          | 53-55        |
| 7.C.      | Interest of Experts and Counsel                                                     | N/A          |
| <b>8</b>  | <b>Financial Information</b>                                                        |              |
| 8.A.      | Consolidated Statements and Other Financial Information                             |              |
| 8.B.      | Significant Changes                                                                 | 79           |
| <b>9</b>  | <b>The Offer and Listing</b>                                                        |              |
| 9.A.      | Offer and Listing Details                                                           | N/A          |
| 9.B.      | Plan of Distribution                                                                | N/A          |
| 9.C.      | Markets                                                                             | N/A          |
| 9.D.      | Selling Shareholders                                                                | N/A          |
| 9.E.      | Dilution                                                                            | N/A          |
| 9.F.      | Expenses of the Issue                                                               | N/A          |
| <b>10</b> | <b>Additional Information</b>                                                       |              |
| 10.A.     | Share Capital                                                                       | 150          |
| 10.B.     | Memorandum and Articles of Association                                              | 150          |
| 10.C.     | Material Contracts                                                                  | 166          |
| 10.D.     | Exchange Controls                                                                   | 166          |
| 10.E.     | Taxation                                                                            | 79-91        |
| 10.F.     | Dividends and Paying Agents                                                         | N/A          |
| 10.G.     | Statement by Experts                                                                | N/A          |
| 10.H.     | Documents on Display                                                                | 166          |
| 10.I.     | Subsidiary Information                                                              | N/A          |
| 10.J.     | Annual Report to Security Holders                                                   | N/A          |
| <b>11</b> | <b>Quantitative and Qualitative Disclosures About Market Risk</b>                   | <b>75-76</b> |
| <b>12</b> | <b>Description of Securities Other than Equity Securities</b>                       | <b>N/A</b>   |
| <b>13</b> | <b>Defaults, Dividends Arrearages and Delinquencies</b>                             | <b>N/A</b>   |
| <b>14</b> | <b>Material Modifications to the Rights of Security Holders and Use of Proceeds</b> | <b>N/A</b>   |
| <b>15</b> | <b>Controls and Procedures</b>                                                      | <b>77-78</b> |

|            |                                                                        |         |
|------------|------------------------------------------------------------------------|---------|
| <b>16A</b> | Audit Committee Financial Expert                                       | 158-160 |
| <b>16B</b> | Code of Ethics                                                         | 167     |
| <b>16C</b> | Principal Accountant Fees and Services                                 | 78      |
| <b>16D</b> | Exemptions from the Listing Standards for Audit Committees             | N/A     |
| <b>16E</b> | Purchases of Equity Securities by the Issuer and Affiliated Purchasers | 167     |
| <b>16F</b> | Change in Registrant's Certifying Accountant                           | N/A     |
| <b>16G</b> | Corporate Governance                                                   | 167-168 |
| <b>16H</b> | Mine Safety Disclosure                                                 | N/A     |
| <b>16I</b> | Disclosure Regarding Foreign Jurisdictions that Prevent Inspections    | N/A     |
| <b>16J</b> | Insider Trading Policies                                               | 168     |
| <b>16K</b> | Cybersecurity                                                          | 168-169 |
| <b>17</b>  | Financial Statements                                                   | N/A     |
| <b>18</b>  | Financial Statements                                                   | 173-228 |
| <b>19</b>  | Exhibits                                                               | 170-172 |

## Introduction

In this annual report, references to “we,” “us,” “our,” “our business,” “the Company,” “monday.com” and similar references refer to monday.com Ltd. and, where appropriate, its consolidated subsidiaries.

This annual report contains estimates, projections and other information concerning our industry and our business, as well as data regarding market research, estimates and forecasts prepared by our management. Information that is based on estimates, forecasts, projections, market research or similar methodologies is inherently subject to uncertainties, and actual events or circumstances may differ materially from events and circumstances that are assumed in this information. The industry in which we operate is subject to a high degree of uncertainty and risk due to a variety of factors, including those discussed under the headings “Special Note Regarding Forward-Looking Statements” and “Part 6 - Risk Factors” in this annual report.

### Special note regarding forward-looking statements

In addition to historical facts, this annual report contains forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended (“Securities Act”), Section 21E of the U.S. Securities Exchange Act of 1934, as amended (“Exchange Act”), and the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties and include information about possible or assumed future results of our business, financial condition, results of operations, liquidity, plans and objectives. In some cases, you can identify forward-looking statements by terminology such as “may,” “might,” “will,” “could,” “would,” “should,” “expect,” “plan,” “anticipate,” “intend,” “seek,” “believe,” “estimate,” “predict,” “potential,” “continue,” “contemplate,” “possible” or the negative of these terms or similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to:

- our ability to effectively manage the scope and complexity of our business following years of rapid growth, increasing operating expenses, and our ability to maintain profitability;
- foreign currency exchange rate fluctuations;
- the fact that we continue to derive a majority of revenue from monday work management;

- fluctuations in operating results;
- real or perceived errors, failures, vulnerabilities or bugs in our platform, products, or third-party applications offered on our app marketplace or interruptions or performance problems associated with the technology or infrastructure underlying our platform;
- risks related to artificial intelligence (“AI”) and machine learning (“ML”);
- our ability to attract customers, grow our retention rates, expand usage within organizations, including cross-selling and upselling and sell subscription plans;
- risks related to our subscription-based business model;
- our sales efforts may require considerable time and expense and the use of differing sales strategies may extend our sales cycles;
- changes in sizes or types of business that purchase our platform and products;
- our ability to offer high-quality customer support and direct sales capabilities;
- maintenance of corporate culture;
- risks related to international operations and compliance with laws and regulations applicable to our global operations;
- risks related to acquisitions, strategic investments, partnerships, or alliances;
- risks associated with scrutiny related to environmental and social matters;
- our dependence on founders and other key employees and ability to attract and retain highly skilled employees;
- our ability to raise additional capital or generate cash flows necessary to expand our operations and invest in new technologies;
- uncertain global economic conditions and inflation;
- changes and competition in the market and software categories in which we participate;
- our ability to introduce new products, features, integrations, capabilities, and enhancements;
- the ability of our platform to interoperate with a variety of software applications;
- our reliance on third-party application stores to distribute our mobile application;
- our successful strategic relationships with, and our dependence on third parties;

- our reliance on web search engines, both traditional and AI generated, to direct traffic to our website;
- interruptions or delays in service from third parties or our inability to plan and manage interruptions;
- risks related to security incidents and unauthorized access to our or our third-party vendors' systems, networks or data or the data of users and organizations on our platform;
- evolving privacy protection and data security laws, regulations, industry standards, policies, contractual obligations, and cross-border data transfer or localization restrictions;
- new legislation and regulatory obligations regulating AI;
- changes in tax law and regulations or if we were to be classified as a passive foreign investment company;
- our ability to realize deferred tax assets or requirements to collect sales or other indirect taxes;
- our ability to maintain, protect or enforce our intellectual property rights or intellectual property infringement claims;
- risks related to our use of open-source software;
- risks related to our founder share that provides certain veto rights;
- risks related to our status as a foreign private issuer incorporated and located in Israel, including risks related to conflicts in the region and escalations thereof;
- our expectation not to pay dividends for the foreseeable future;
- risks related to our repurchase program, including an inability to guarantee the amount of repurchases of our ordinary shares that will occur, if any, or that our repurchase program will enhance long-term shareholder value;
- risks related to our Digital Lift Initiative and the monday.com Foundation;
- risks related to legal and regulatory matters; and
- other statements described in this annual report under "Part 1 - Who We Are," "Part 4 - Operating and Financial Review and Prospects" and "Part 6 - Risk Factors," as updated by subsequent reports filed with the U.S. Securities and Exchange Commission ("SEC").

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. The estimates and forward-looking statements contained in this annual report speak only as of the date of this annual report. Except as required by applicable law, we

Except as required by applicable law, we undertake no obligation to publicly update or revise any estimates or forward- looking statements whether as a result of new information, future events or otherwise, or to reflect the occurrence of unanticipated events.

This annual report includes websites or references to additional company reports. These are intended to provide inactive, textual references only. The information on websites and contained in those reports is not part of this report and not incorporated by reference in this report. In addition, historical, current, and forward-looking environmental and social-related statements may be based on standards for measuring progress that are still developing and on controls and processes that continue to evolve. While certain matters discussed in this annual report may be significant, any significance should not be taken, or otherwise assumed, as necessarily rising to the level of materiality used for purposes of complying with the Company's public company reporting obligations pursuant to the U.S. federal securities laws and regulations, even if the report uses the words "material" or "materiality."

## Part 1 – Who we are

monday.com is an artificial intelligence ("AI") work platform that runs and orchestrates the core of all work. The platform democratizes the power of software, including AI, so organizations can easily build applications and work management tools that fit their needs. We believe that we are redefining how work gets done with AI.

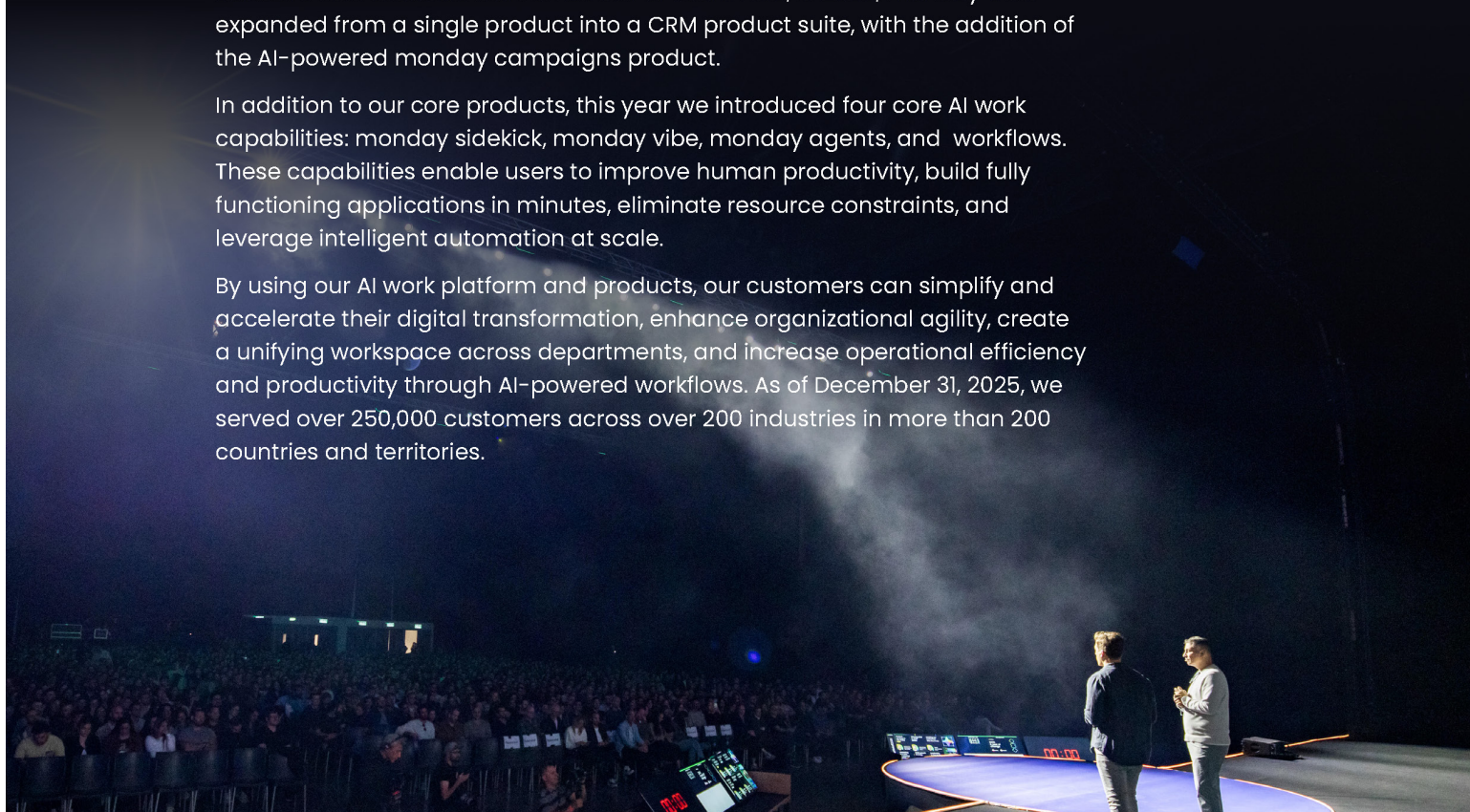
Our cloud-based platform is a no-code and low-code framework that consists of modular building blocks that are simple enough for anyone to use, yet powerful enough to drive the core business within any organization. In 2025, our platform capabilities expanded from enabling organizations to manage their work to doing work for them with AI. Our intuitive and embedded AI knows the context of our customers' work, and can execute on their behalf with their direction.

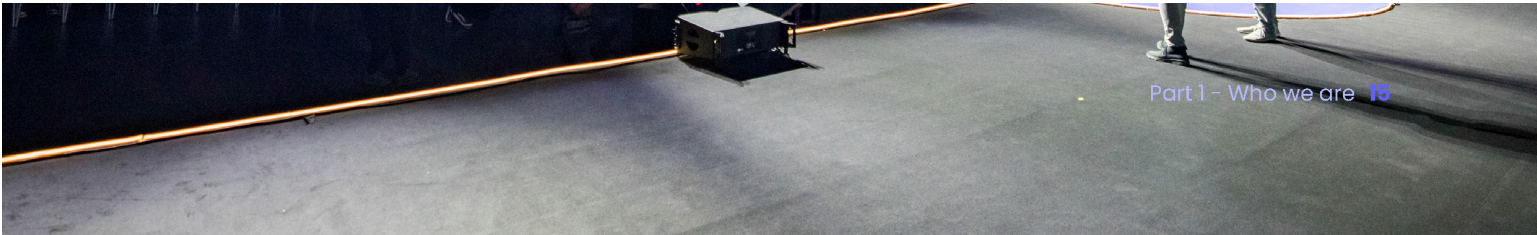
Our platform also integrates with other systems and applications, creating a connective layer for organizations that links departments and bridges information silos.

On top of our platform, we have a product suite to address the needs of specific industries and use cases, including monday work management, monday CRM, monday dev, and monday service. All of our core products have undergone AI enhancements in 2025 to align with our mission of building software that executes work on behalf of users. Also, in 2025, monday CRM expanded from a single product into a CRM product suite, with the addition of the AI-powered monday campaigns product.

In addition to our core products, this year we introduced four core AI work capabilities: monday sidekick, monday vibe, monday agents, and workflows. These capabilities enable users to improve human productivity, build fully functioning applications in minutes, eliminate resource constraints, and leverage intelligent automation at scale.

By using our AI work platform and products, our customers can simplify and accelerate their digital transformation, enhance organizational agility, create a unifying workspace across departments, and increase operational efficiency and productivity through AI-powered workflows. As of December 31, 2025, we served over 250,000 customers across over 200 industries in more than 200 countries and territories.







Teams & orgs  
of all sizes

Land & expand



200+ businesses  
& industries

Thousands of use cases



200+ countries  
& territories

14 languages

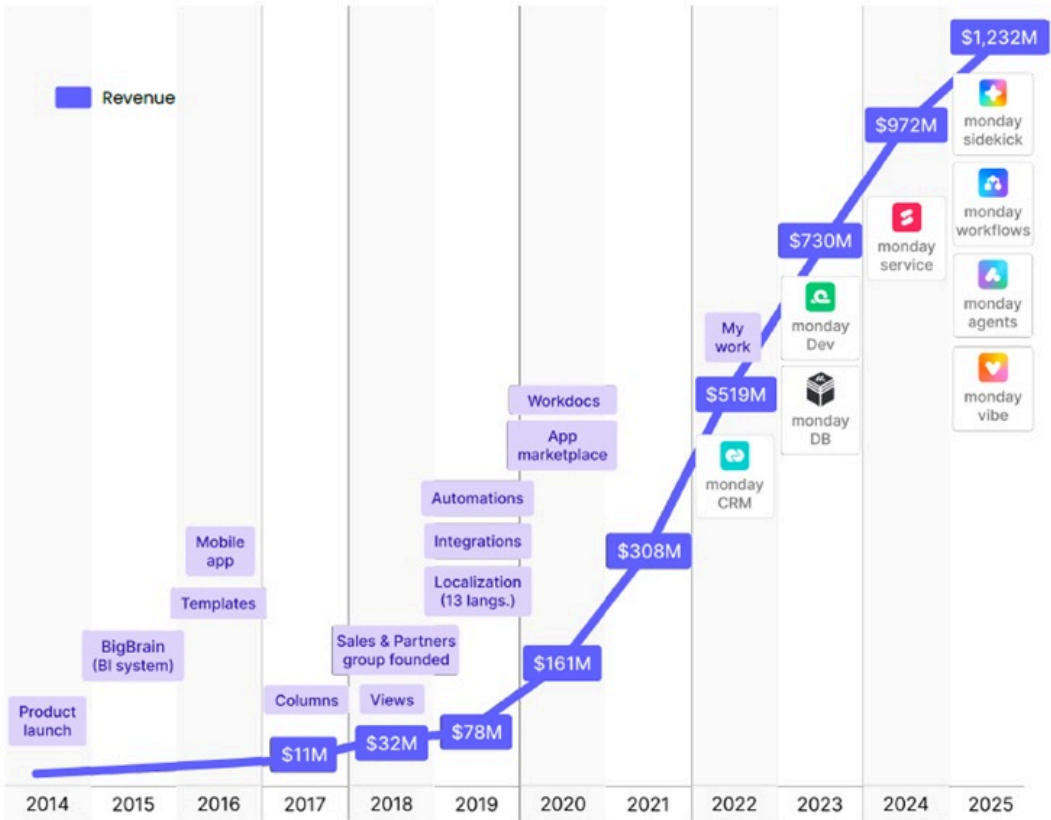
Deutsch | 한국어 | 中文 | Español  
Français | Português | русский



Customers

250,000+

as of  
December 31, 2025



## Our growth strategies

We intend to drive the growth of our business by executing the following strategies:



### **Evolve the Work OS platform.**

We have a strong history of technological innovation, as we regularly release new building blocks and make frequent updates to our platform for performance and scale. We have also incorporated AI capabilities platform-wide, including both product-specific features and standalone offerings.

Our unique product architecture enables us to improve our platform and build superior products rapidly and efficiently. We intend to continue making significant investments in research and development to enable new use cases, serve more verticals, increase enterprise-grade features on our platform, and provide the latest AI technology to our customers.



### **Enhance our offerings with AI that is easy to use and executes work for our customers.**

We recognize that, across the industry, AI adoption remains a major barrier to realizing value. That's why we see a significant opportunity to not only deliver more value to our existing customers, but to also attract new business through our intuitive, embedded approach to AI. Our AI capabilities are built directly into the products and platform components our customers already know. So even though these are new features, they feel familiar and easy to use. This leads to faster, broader adoption and helps customers realize the value of AI as part of their everyday workflows. Our capabilities span from enabling more efficient, automated work — like with AI Blocks — to executing tasks on behalf of users through capabilities like monday workflows.



### **Augment our vision with a versatile suite of Work OS-based, interoperable products.**

We have built products on top of our platform that run the core of work for organizations of all sizes, allowing customers to adapt the software on their own and scale with their business. We customize the user experience across the customer lifecycle, from initial discovery through marketing campaigns to onboarding with pre-designed workflows, templates, automations, integrations, and AI features. We prioritize the creation of new products that can work in harmony with each other as they share a common code base. We do this by focusing on customer demand and go-to-market. Our product suite includes the following core products:

- monday work management: for building workflows, projects, and portfolios to fuel team collaboration and productivity at scale
- monday CRM: for tracking and managing all aspects of the sales cycle
- monday campaigns: for creating and sending marketing campaigns with AI at its core

- monday service: for a seamless connection between service desks and their data
- monday dev: for agile product and software development workflows

The AI capabilities introduced throughout the platform enable customers to leverage AI directly in all of their workflows, regardless of the product they are using.



#### **Provide more value to and increase the number of large accounts.**

We are constantly adding tools and services to drive adoption and expansion to customers of all sizes while continuing to expand our focus on the needs of larger enterprise accounts — including a dedicated Product Alignment Team that builds with feedback from our enterprise-level customers. We will also continue to reach out to and expand our partner ecosystem, to deepen and broaden product adoption and scale.



#### **Scale our go-to-market.**

**Drive growth through a multi-product and AI-first strategy, and continue to expand our sales-led motion and scale our self-serve funnel.** We continue to ensure that customers can easily and independently get up and running on our products built on the platform. This is accomplished through a self-serve funnel where virtually any user can sign up and immediately gain value, regardless of their technical skills, empowered by our new AI capabilities that drive quick time to value. Simultaneously, our sales and partnership organizations are focusing on driving further value to our customers as they expose enterprise-grade use cases and workflows that allow customers to adopt end-to-end processes powered by native AI capabilities. We have enhanced and improved both our self-serve and sales-led funnels by leveraging AI agents to improve onboarding and engagement.

**Drive increased adoption and expansion within our existing customer base.** As our customers realize the benefits of our platform and products, they typically add more users and add additional products to their account as they expand to additional departments. As a result, our overall Net Dollar Retention Rate was 110%, 112% and 110% for the three months ended December 31, 2025, 2024, and 2023, respectively. Our Net Dollar Retention Rate for Customers with more than \$50,000 in ARR was 116%, 115% and 115% for the three months ended December 31, 2025, 2024, and 2023, respectively. We plan to continue investing in ways to expand within our existing customer base through the development of additional products and monetization of AI capabilities. In 2025, we doubled-down on customer success resources for our largest clients. In parallel, we introduced a new segmentation of support for medium-sized clients that is AI-first, but human-supported. This is designed to ensure that all accounts, regardless of size, are receiving the support they need, and opportunities for account growth are identified and acted upon. For the definition of Net Dollar Retention Rate, see “Part 4 - Operating and Financial Review and Prospects – Key Business Metrics”.

**Drive growth by acquiring new customers.** We intend to continue investing in sales, marketing, and our partner ecosystem, with a focus on delivering complete products and tailored features for specific use cases. We will continue to leverage both top-down and bottom-up selling to engage both end users and decision-makers, paid and organic customer outreach, and more account-based marketing outreach efforts. In 2026, leads generated by AI sales agents will be in full effect.



**Grow and invest in our ecosystem strategy.**

Our ability to innovate is amplified by our app marketplace, where external developers, channel partners, global system integrators, and customers are expanding our building blocks and creating new applications that fit a variety of use cases. Marketplace vendors can choose to monetize their apps through third-party payment systems directly from within the platform. We believe investing in our ecosystem will expand our addressable market, as we will be able to serve more customers in new verticals and in regulated industries with greater security requirements.

**Expand our global footprint.** We will continue to deepen our global roots, particularly with the growth and expansion of our global events, as well as continuing to invest in our partner ecosystem and localizing our platform. We believe there is an opportunity to increase our global presence even further over time.

**Our success by numbers**

We have experienced rapid growth since launching our platform in 2014. Our revenue was \$1,232.0 million, \$972.0 million and \$729.7 million for the years ended December 31, 2025, 2024, and 2023, respectively, representing an increase of 27%, 33%, and 41%, respectively, over the prior year. Additionally, we had net income of \$118.7 million and \$32.4 million, and net losses of \$1.9 million, for the years ended December 31, 2025, 2024, and 2023, respectively. We had net cash provided by operating activities of \$333.6 million, \$311.1 million and \$215.4 million in the years ended December 31, 2025, 2024 and 2023, respectively, with adjusted free cash flow of \$322.7 million, \$295.8 million and \$204.9 million for the years ended December 31, 2025, 2024 and 2023, respectively. Adjusted free cash flow is a non-GAAP financial measure. For additional information and a reconciliation of this non-GAAP financial measure to the most directly comparable GAAP financial measure, see "Part 4 - Operating and Financial Review and Prospects - Non-GAAP Financial Measures".

**Industry trends**

We believe that we are at the center of generational shifts in technology and the way people work, and that these trends create significant opportunities for our business with our existing customer base and target segments, while also opening entirely new segments for us.

## AI is everywhere

In the past few years, the tech industry transitioned from novel AI use cases, like suggesting email copy to more complex capabilities, such as digital workforces, which remove traditional limits on capacity and cost. We believe that companies that leverage AI with a collaborative culture will have the opportunity to better leverage creativity and critical thinking at all levels in delivering better results both for teams and for customers alike. As a new and rapidly evolving technology, adoption of AI by employees is a challenge. Companies that make AI accessible and intuitive have the advantage. When AI becomes part of the team by taking on repetitive work and driving execution, people see its value immediately. We refer to this as the "adoption advantage."

## Unified platforms are the future of enterprise tech

Platforms will reign supreme as businesses consolidate their tech stacks into unified systems for greater efficiency and strategic advantage. By grounding company data, decision-making becomes faster and smarter, unlocking insights that fuel growth. Companies looking to achieve a complete AI transformation will find it more effective to implement an AI-native platform, rather than standalone AI tools, in order to unlock its full potential across all aspects of the business. This way, teams can leverage context-aware AI consistently across every workflow. Today, a unified platform is the foundation for building a durable competitive edge. mondayDB, the foundation of our platform, was natively built in a manner to deliver this context, and offers a unique competitive advantage in aiding this transformation.

## Organizations are increasing software spend to prioritize AI

Organizations are increasing software budgets in order to prepare for the cost of organizational transformation with AI. AI that is built into the software that already runs a business will increase the success of these digital transformation efforts and how businesses compete in an AI world. According to Gartner®, "The long-term realization of outcomes from new use cases and readiness to scale across infrastructure, AI products and humans will grow spending to \$4.7 trillion by 2029."<sup>(1)</sup>

- (1) Gartner, Forecast: AI Spending, Worldwide, 2024-2029, 4Q25, Kay Arnott, Amarendra., Adrian O'Connell, Hardeep Singh, Arunasree Cheparthi, Colleen Graham, Ranjit Atwal, Naresh Singh, Shailendra Upadhyay, Jon Erensen, Peter Middleton, 19 December 2025. GARTNER is a trademark of Gartner, Inc. and/or its affiliates. The Gartner content described herein (the "Gartner Content") represents research opinion or viewpoints published, as part of a syndicated subscription service, by Gartner, Inc. ("Gartner"), and is not a representation of fact. Gartner Content speaks as of its original publication date (and not as of the date of this 20F filing), and the opinions expressed in the Gartner Content are subject to change without notice.

## Enterprise work management: The key to scaling success

Enterprise work management is a cornerstone of business success as companies understand that seamless execution at scale is essential for growth. With hybrid teams spread across offices and remote locations, orchestrating workflows across departments, time zones, and geographies is vital. Businesses that master this alignment are driving innovation and agility and stay ahead in an increasingly digital-first world.

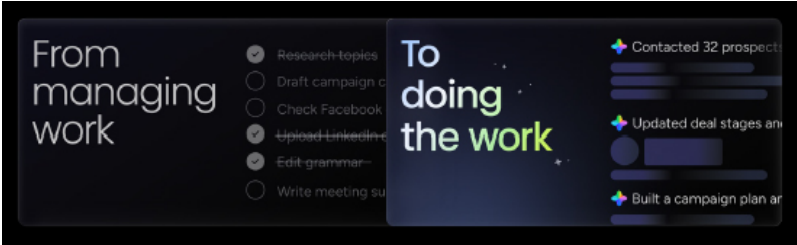
Our opportunity

Taking the lead in an AI world

Our biggest opportunity has always been the democratization of software. While businesses have historically been dependent on pre-packaged software that required significant implementation and maintenance costs, the monday.com platform has a proven track record of enabling users, teams, and organizations to create their own software applications and work management tools to suit their specific and ever-growing needs.

This year and going forward, our opportunities have broadened from democratizing software in general to democratizing the power of AI. Thus, our offering has transformed from managing work to doing work for customers with AI. Through this period of change, the world of work faces great challenges surrounding the usability of AI, effective integration of AI into existing systems and processes, as well as the cost associated with adopting new AI tools.

By embedding AI functionalities across our platform and products, while also introducing new standalone AI capabilities, we now offer AI-powered solutions that are intuitive, feel familiar, and are integrated directly into our customers' existing workflows. Therefore, customers can benefit from AI that already has context about their work, and they can avoid the learning curve and cost associated with new AI tools.



Our platform

With the monday.com AI work platform, organizations can build software applications and work management tools to fit their needs and execute on their behalf. Our no-code and low-code platform consists of modular building blocks that are simple enough for anyone to assemble, yet powerful enough to build solutions that drive the core business of any organization in any vertical. On top of the platform, we have built a suite of products, for the work management, sales, marketing, software development, and service verticals, to address the needs of specific industries and use cases.

Users use **boards** to hold any information and processes they have, within **items** and **columns**. Our schemaless database infrastructure is completely flexible, allowing users to easily define the way they capture and present data. They use **views** to manipulate and consume that board information in different ways. Users can create **forms** to capture data from anyone, including non-monday.com users.

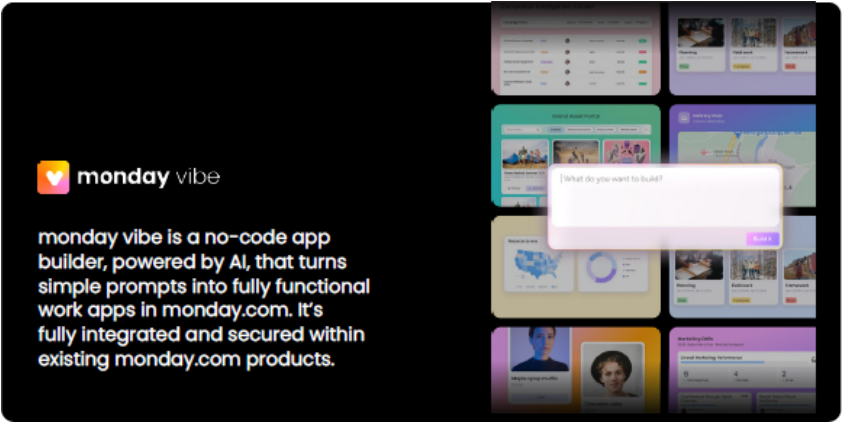
**Integrations** pull data from other applications into boards, export data to other systems, and synchronize data across applications. **Automations** eliminate repetitive manual processes, saving time and reducing human error. **monday workflows** optimizes customers' automations and allows them to build more complex workflows across teams and products, while also leveraging AI agents within them to execute work autonomously and with pre-set guardrails. **AI Blocks** allow users to automate task generation, build formulas, compose emails, and generate content. **AI Notetaker** automatically joins meetings and generates recordings, transcripts, and summaries. Users build **dashboards** that pull data across many boards so stakeholders can get a complete high-level view of anything they may want. Users can access a variety of monday.com "stores" to further customize any kind of building block: for example, the **column** store allows customers to add new data types to any board, including location, formulas, numbers, text, and dates. The **views** store provides different types of interactive interfaces, including calendar, location, and timeline views. The **dashboard widget store** includes many widgets such as graphs, lists, and numbers for use in any dashboard layout customers want to create.

With **monday workdocs**, users can collaborate on documents in real-time and embed monday.com dashboards, images, videos, and more. Users can organize their boards, dashboards, and workdocs using **workspaces**.

Upon discovering our platform, customers can enroll in a 14-day free trial of our Pro plan for the product that fits their needs, after which they are prompted to either continue with our Free plan for small teams (limited to two users) or pay for one of our four paid subscription plans.

Our AI work capabilities

In 2025, four new AI capabilities were introduced: monday vibe, monday agents & monday workflows (our "work execution layer"), and monday sidekick.



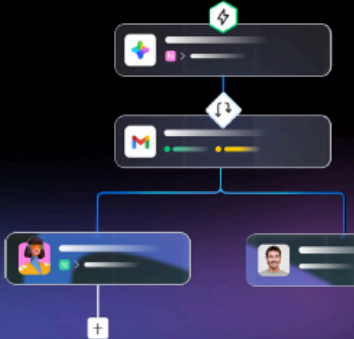


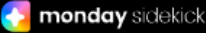


monday agents enables users to create their own AI agents with simple prompts that can perform specialized tasks. The agents' skills, style, language, and tools can all be customized and refined by the user.

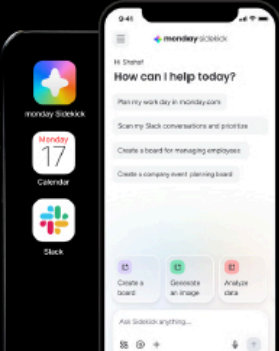


monday workflows is used to create custom, complex workflows that automate repetitive tasks and connect tools in one place. In 2025, this capability was enhanced with the incorporation of AI agents that can be implemented at any point within a workflow to carry out actions on behalf of the user.





monday sidekick is a context-aware conversational AI companion embedded across the platform. It executes work on behalf of users by performing actions directly inside their work environment, such as creating insights, generating content, and updating boards.



## Our products

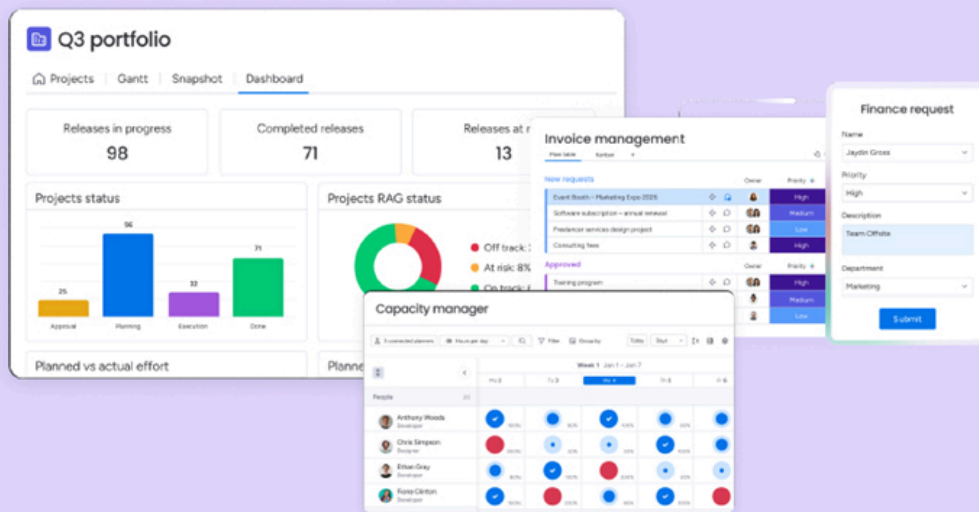
Thanks to the flexibility of our infrastructure and the embedding of AI, we offer end-to-end products on top of the monday.com platform. Each product is tailored to a specific business need, allowing customers to run the core of their work on monday.com, while also helping to execute work for them. As of the end of 2025, our product suite included:

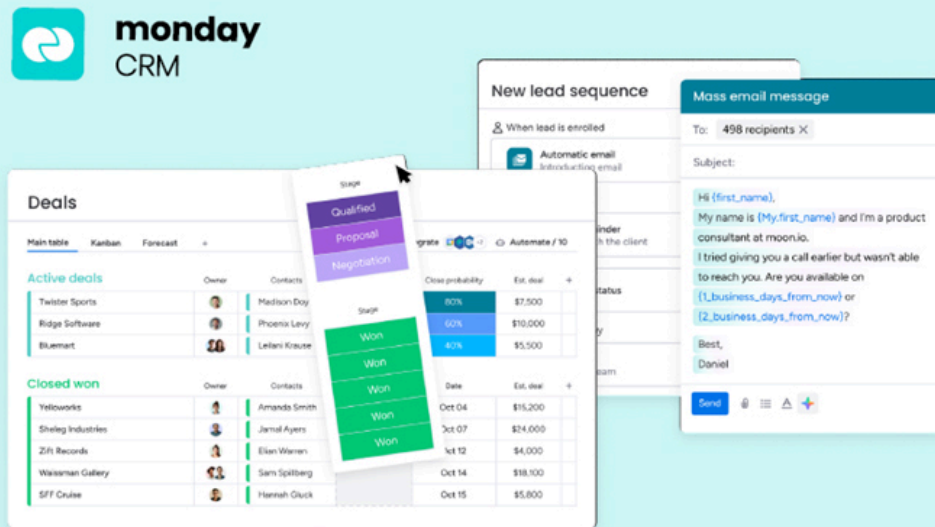


**monday work management:** the complete solution for connecting strategy to effective execution, at scale. It enables customers to manage all aspects of work, from daily tasks to entire projects, plus collaborating and reporting in real-time, all in one place. Users can build workflows that suit their needs using no-code and low-code building blocks across all departments and industries. The product can be further leveraged to streamline operations through automations and integrations with other software platforms.

The product is designed to suit the needs of larger enterprise customers, including portfolio and resource management features. These enable customers to have birds-eye-views of all ongoing projects at once, identify risks and bottlenecks faster, and ensure strategic use of resources.

In 2025, new features were introduced to enhance enterprise-level work management capabilities. These include features enabling better leadership visibility, standardization and alignment to drive collaboration at scale, and resource optimization tools. For example, we've introduced multi-level subitems, scaled portfolio capacity, and incorporated AI capabilities specific to enterprise work management.





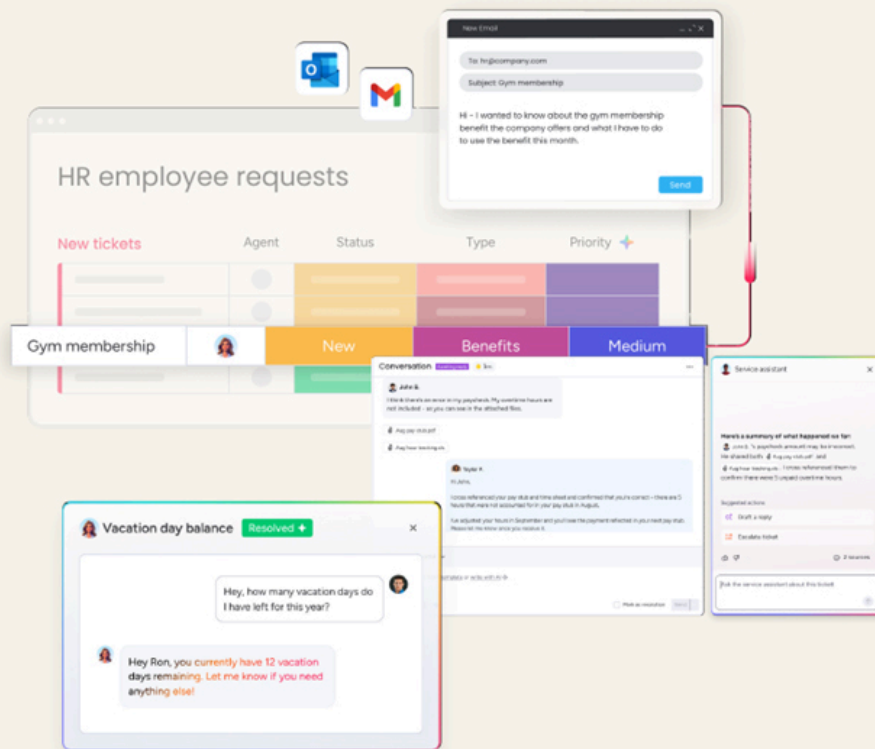
**monday CRM:** a fully customizable CRM that can be implemented within minutes, empowering business owners and sales teams to manage every aspect of their sales cycle and customer data in one centralized place. Some key features of monday CRM include email sync, which connects to Gmail and Outlook, email tracking, which automatically notifies users when a lead opens or replies to an email, post-sales management, which helps users manage all of their activities in one place, and sales operations, which allows users to plan and fast-track the sales hiring process while equipping teams with the necessary tools and resources to close more deals.

In 2025, we deepened monday CRM capabilities with an activity tracker, which provides a single view for all reps' activities, deals at risk reporting, which uses AI to flag risk and prevent loss of deals, and an AI Notetaker to support reps with meeting summaries, drafting follow-up emails, and updating the CRM board. We also introduced pre-built sales-specific third-party AI agents, including "Lexi," the lead agent, "Chris," the sales agent, and "Amanda," the qualification agent.

As of 2025, we've also turned monday CRM from a single product to a product suite, with the introduction of a new AI-powered product called monday campaigns. This marketing product uses AI to proactively suggest strategic campaigns based on data in monday CRM, calendars in Work Management, as well as market trends and more. It then builds suggested email campaigns, including copy and design. The built-in AI then leverages performance data of previous campaigns to inform future campaigns.



**monday service:** empowers service teams to deliver exceptional support with AI and automations. The strategic focus is equipping service teams with the tools needed to be proactive rather than reactive to service requests. The Portal is a unique feature of monday service, which functions as a fully customizable minisite where resource articles can be accessed, and tickets can be created. The entire lifecycle of a service ticket can be managed in monday service, from intake via Gmail, Outlook, monday inbox, WorkForms, or the Portal, to ticket resolution and evergreen resource generation. AI is leveraged to intelligently prioritize and resolve tickets, as well as generate articles for the Portal.





**monday dev:** equips product and development teams with the tools to seamlessly manage all development processes and achieve their goals faster in one easy-to-use platform.

Key features of monday dev include sprint management, which empowers scrum teams to easily manage end-to-end sprints from one place, product lifecycle management, which streamlines entire development workflows, and agile reporting that creates customizable, real-time reports.

In 2025, AI capabilities unique to monday dev were introduced, including the native "task breakdown" feature, which turns plain language briefs into a set of tasks that are added to a sprint board, as well as integration capabilities with third-party AI tools, such as Cursor and more.



## monday marketplace

The scope of our building blocks is expanded by extending our platform to external developers through a no-code and low-code framework and monday marketplace. Our framework and flexible application programming interface, "monday code," allow customers, partners, and external developers to easily create their own apps, either for private use or public availability on the marketplace. App builders can also distribute their solutions through monday marketplace for commercial purposes and to gain exposure to monday.com's over 250,000 customers. Marketplace partners can monetize their apps via a payment processing system directly within the platform, offering a flexible subscription payment model to existing customers. As of December 31, 2025, we had 869 apps in the marketplace and 704 apps with native monetization.

## Key benefits to our customers

**Democratize the power of software to all users:** As a no-code and low-code platform with contextually aware AI capabilities built right in, the possibilities for customization and the level of control our platform offers are virtually endless. Our platform is designed to enable users to build infinite software solutions with AI that's familiar, easy to use, and provides instant value.

**Increase productivity and efficiency:** We believe our platform greatly reduces the reliance on meetings, communications, and emails. This gives employees significant time back during their days and unlocks greater potential.

Additionally, our AI work platform automates repetitive, manual, and error-prone work at scale, which frees up precious time and energy to focus on more impactful work. With the recent implementations of native AI capabilities, monday.com is transitioning from helping people to manage their work to helping do the work for them.

**Increase impactful work:** Our AI work platform helps our customers reimagine workflows with AI in order to offload low impact work and maximize the user's capacity for high-value work that only humans can do. With capabilities such as AI-powered automations at scale, custom AI agents to handle time-consuming tasks, and the ability to create fully functioning custom apps with simple prompts, our customers are able to gain time and efficiency that was previously unimaginable.

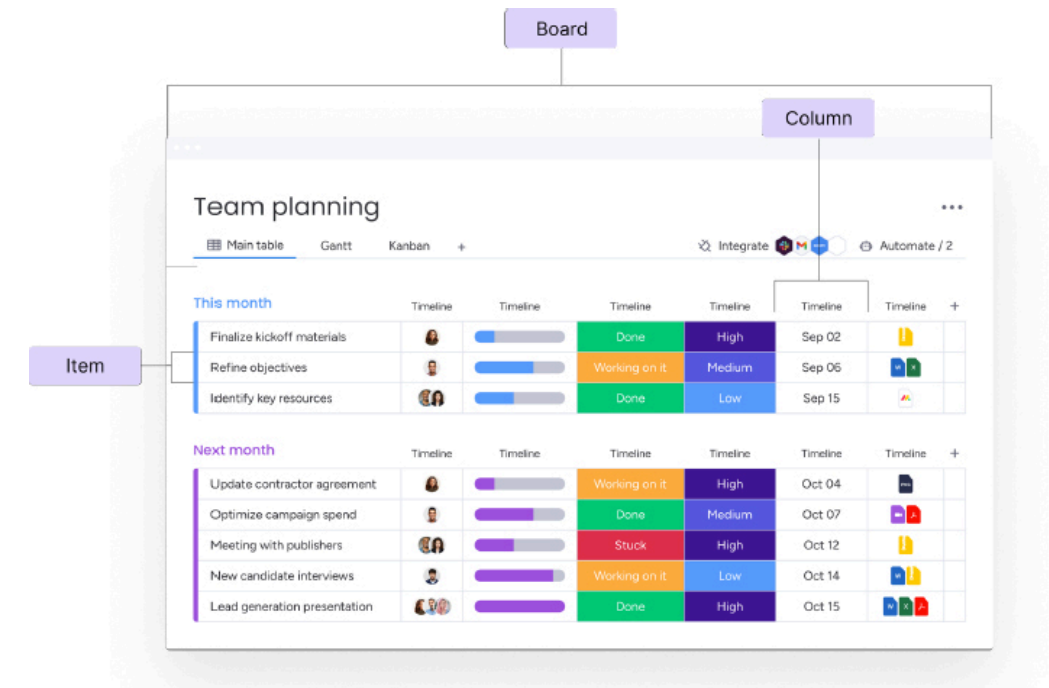
**Create a unified workspace:** By serving as a connective layer, our multi-product AI work platform brings organizations, applications, and data into a unified workspace. This enables our customers to make complete data-driven decisions, eliminate silos across the organization, foster collaboration, and centralize all tools in one place. It also gives native AI capabilities, such as monday sidekick, full context into our customers' work, allowing it to give more direct, customized, and accurate responses. Rather than adopting a multitude of separate products and AI tools across an organization, our customers are able to leverage our single-platform solution to centralize all software needs.

**Make data-driven decisions:** By working with data that can be tracked, measured, and analyzed, our customers can gain new insights and work more effectively. AI capabilities, such as monday sidekick, can also bring insights from outside of the workspace into projects where relevant. This allows customers to implement more data-driven decision-making and work more effectively.

**Enhance company culture:** Our platform helps foster a culture of inclusion, ownership, and clarity. By empowering everyone to think more holistically and have access to greater information, our platform helps promote better collaboration within an organization.

The components of our platform

**Boards:** capture data and manage processes. Our boards are at the core of our platform. Each board has the infrastructure of a schemaless database with an easy-to-use interface, which users can easily customize, populate, and build applications upon.



**Items:** customized to fit any use case. An item is a row within a board that can represent virtually anything a user chooses, including an entity, workstream, or campaign. Users populate items with actions, steps, leads, contacts, or other elements of a workstream.

**Columns:** represent data in a tailored way. Each item has a number of columns associated with it. Users add columns to perform a wide range of actions, such as identifying owners of an item or workstream, tracking the status of an item, rating specific items, and adding files related to the item, along with many more options. Users can also customize columns to fit virtually any use case and leverage AI Blocks for more efficient work.

**Views:** visualize and tailor a board's contents for any need. Users can view and work with their data with multiple board view options. Each view is built for a different set of workflow needs.

**monday workdocs:** collaborate on a powerful doc that empowers users to turn words into actions. monday workdocs enables users to work simultaneously on the same shareable documents. Users can tag each other and embed boards and dashboards to collaborate within the context of their workflows and processes. They can co-edit, comment, and drag-and-drop text in real-time without disrupting other users working on the doc.

**WorkForms:** capture data from others, including non-monday.com users. Users can create and collect data with intuitive, web-based, and easily shareable forms. Each submission generates a new item within the board, with all of the data supplied by the recipient automatically populated in the relevant columns.

**Automations:** save time and minimize human error by automating repetitive processes. Automations can be triggered when certain actions occur or thresholds are reached. They include automatically sending notifications, creating items, assigning owners and due dates, and moving items to other boards. AI Blocks and monday workflows can also be used for more complex and powerful automations at scale. Users can automate work using our predefined automation recipes or create their own.

Form

Automation

Contact us

Work Email\*

First name\*

Last name\*

Job title

🇺🇸

🇬🇧

<01

Company name\*

Company Size\*

What would you like to manage?\*

How can our team help you?

By clicking submit, I acknowledge monday.com's [Privacy Policy](#).

contact us

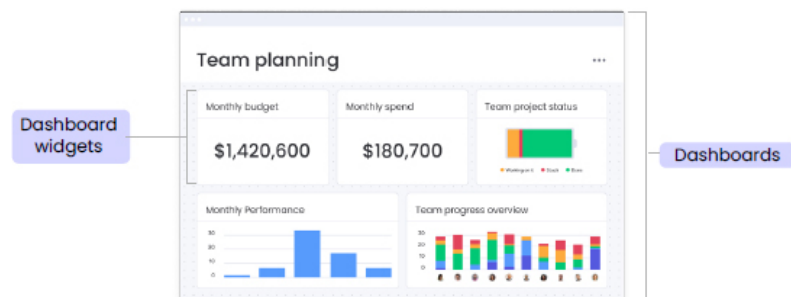
+

When **Status** changes to **Delayed**, notify **Project Owner**

+ Add to board

**Integrations:** connect with external tools to share data and automate actions between them. Currently, our integration center includes integrations with other tools, such as Gmail, Outlook, Jira, Salesforce, Google Drive, Dropbox, Stripe, Slack, GitHub, and Zendesk. Users can find additional integrations in our app marketplace or build their own using the monday.com API.

**Dashboards:** a high-level view of everything happening across an organization. Users can create dashboards with summaries and reports from data across multiple boards to track progress across their monday.com account. These dashboards help visualize everything happening across their organization to enable data-driven decision-making.



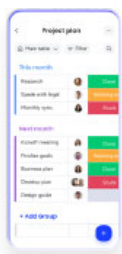
**Dashboard widgets:** track all data in one place. Users can select any dashboard widget according to the data they want to display to build a dashboard, with different visualizations of the data they want to track, all on one screen. Dashboard widgets allow users to immediately get the full picture of their organization, from the drill-down to high-level insights.

**Workspaces:** keep work organized as work scales. Users can organize and centralize boards and dashboards using workspaces, which are defined by any category the user chooses. In large organizations, for example, workspaces can represent an entire department or a team working on a cross-company project.

**My Work:** centralize all assigned items in a single place. My Work allows users to view and manage all the items that are assigned to them without needing to go into individual boards. Users can customize the data in their My Work tab to get an instant overview of everything that they are working on.

**monday magic:** a native AI solutions builder. Users can describe a workflow that they'd like to build using a prompt, and monday magic will build it for them within monday.com. This capability is also leveraged by monday sidekick.

## Mobile application



Mobile capabilities are a key requirement for users as more work is done outside the office, including in industries where operational mobility is critical to success, such as construction or real estate. We have invested in our mobile development to ensure the high performance of our platform on smartphones and tablets. Our native mobile application is built for both iOS and Android and is designed to support mobile-first customer use cases. Our mobile application's robust functionalities differ from the desktop version, as we designed it to be more compact and thumb-friendly, creating an easy-to-use, on-the-go experience.

## Our technology and in-house tools

### Extensible technology platform

monday.com is a cloud-based, proprietary software-as-a-service platform that is built to be fully resilient and fault-tolerant while staying agile, flexible, and fast. To accomplish this, we utilize multiple data centers across multiple geographical regions of Amazon Web Services ("AWS") and Google Cloud Platform.



### mondayDB 3.0



Our mission has always been to empower our customers to build anything on top of the monday.com platform. Every day, our customers' use cases are getting more and more complex and impressive, with increasing amounts of data. As they scale, our platform needs to scale with them. This is designed to ensure that anything our customers build performs with speed and reliability. We have upgraded our core infrastructure through a flagship initiative called mondayDB (monday database).

In 2025, mondayDB 3.0 entered beta, and we expect that it will enable Work Management customers to host 5X more projects within a single portfolio.

mondayDB 3.0's redefined data infrastructure enables organizations to achieve their business goals. Its key capabilities include major performance improvements that enhance the user experience, such as increased speed across all boards. Elasticity at scale has also been improved, which supports customers' unique needs and adapts to changing variables, such as added users, updated data tables, and query volume.



Our in-house business intelligence tool, BigBrain, supports our data-driven culture by providing every monday.com employee with easy access to the company's core data and AI platforms that are required for their job. We believe these capabilities allow our employees to work efficiently and provide them with the ability to do their jobs in the best way possible.

BigBrain collects and processes data from ~2 billion events per workday from multiple separate sources and aggregates it into one place that every employee can access. This enables our team to analyze and make informed decisions based on transparent data, in real-time. BigBrain includes various tools, such as a landing page generator, AI brain for internal content search and activities, account data insights, an AB testing tool, and media buying statistics tracking, all of which were built by our in-house team. BigBrain also aligns our team around key performance indicators ("KPIs") and metrics. We proactively connect employees to the business status via an internal app we developed which is updated daily with high-level KPIs and strategically distributed data dashboards powered by BigBrain throughout our offices.

We believe BigBrain supports our core product by paving the way for quick-to-market, efficient, and high-quality execution. It also aligns with our values of transparency and trust within the monday.com culture.

## Our customers

We have a large customer base that consists of over 250,000 customers as of December 31, 2025. Our customers span thousands of use cases and range from teams of all sizes. In 2025, we prioritized retention accountability through expanded internal coverage. We're investing in high-touch CSM coverage for strategic accounts and AI-powered tech-touch at scale to ensure every customer receives proactive engagement aligned to their segment. As of December 31, 2025, we had 4,281 enterprise customers with more than \$50,000 in ARR. Since inception, we have been focused on ensuring that any user can easily adopt our platform on their own regardless of their technical skills. Because of our easy-to-use interface, customers across industries use our platform, with a majority of them working in traditionally non-tech industries, such as real estate, banking, journalism, and construction, alongside customers from traditional tech industries, such as IT management, software development, and e-commerce.

## Research and development

### Builders

Our research and development ("R&D") group, together with our product and product design groups, which we also refer to as our "builders group," consists of autonomous, multidisciplinary teams of engineers, analysts, designers, and product managers, each with high talent density and its own product mission.

These small and agile teams are empowered to make independent decisions, move quickly, and are able to execute at a fast pace, launching a new version of monday.com almost every day while meeting high-quality assurance standards. Our builders group works in a closed loop of customer feedback, testing, and data to remain connected to our users in order to keep our product aligned with their needs.

We invest substantial resources in R&D to improve and scale our product. The builders group is a lean and efficient organization within monday.com with a highly significant impact on our revenue. As of December 31, 2025, we had 875 employees in our builders group.

#### CIO Team

As our organization scales, we aim to centralize our efforts to help our departments streamline business processes and work more efficiently. Our CIO team, led by the Chief Information Officer, oversees the management of our main information systems and data infrastructures, in order to enable data-driven decision-making and optimize business operations. Our CIO team comprises several domains, such as BigBrain, data analysis, and infrastructure.

#### Security Team

Our security efforts are guided and monitored by our SVP Data & Information, as well as our dedicated global security teams, composed of the following specialized domains: Platform Security (application security & data security); Infrastructure Security (IT security, Cloud Security & DevSecOps); Governance, Risk, and Compliance (GRC); and our in-house SOC team.

#### CRO Team

Customers are and have always been at the core of our business. To better serve them, all of our sales functions operate under the CRO (Chief Revenue Officer) organization. We engage our customers directly and indirectly, through our sales and partnerships teams. This alignment ensures that from the moment a customer begins using monday.com and throughout their growth trajectory, their experience is seamless.

#### Sales

Our account executives and account managers focus on acquiring new customers and expanding existing accounts, respectively. As part of our combined flywheel and top-down approach, our account managers are actively monitoring customers' usage patterns and engaging with them to add more users and adopt other products and use cases within the platform, as they expand across different departments. Our sales teams specialize by region and customer size.

Our product suite provides us with multiple entry points into our sales flywheel, and we have observed that our products offer both complimentary and compounding value to our customers. Since all products are built on top of the platform, customers can easily adopt additional products as they grow their accounts and use cases. As adoption of our products grows, we have been able to increase the footprint of monday.com across accounts.

As we are increasingly employing a sales-led-growth strategy, the sales function has increased its geographical footprint for more boots-on-the-ground sales efforts. This strategy also includes more face to face interaction between our sales team and customers/prospects, such as at regional events.

In 2025, we have begun to deploy AI agents to assist sales teams in delivering greater output more efficiently.

#### **Our partners**

Our global partner ecosystem was built to extend our reach, add product value, and position monday.com and its partners as leaders in the market. We are also leveraging partners for growth, to shift some of the business from being monday-led to partner-led, particularly as it pertains to onboarding and training. For example, our Southeast Asia market was mostly partner-led until monday.com staff more recently planted roots in the region.

Our broad ecosystem includes leading enterprise software companies and emerging startups, global systems integrators, and channel partners. As of December 31, 2025, we have 300 channel partners in ~50 countries and territories. With a wide array of vertical and industry expertise, our partners do more than just sell our products; they also provide professional services and extend our products with partner-led solutions and applications.

We have 58 listed and partner-built solutions on the monday.com platform, across accounting, construction, HR management, and other verticals. In addition, our partners built, listed, and started monetizing 280 applications on the monday.com marketplace, such as resource management, time tracking, and portfolio management apps.

Professional services provided by partners enable larger deals and demonstrate the power of our company. Our partners are uniquely situated to help potential customers implement our products. Customers can find a partner that fits their specific needs based on geographical location and desired verticals through our services marketplace and partner directory.

We have partnered with some of the world's leading tech companies, such as Amazon AWS, as well as with a broad set of independent software vendors, in order to increase in scope, deepen our products, and strengthen our ability to serve as the connective layer across organizations.

We also have regional partnerships in order to strengthen our ability to move upmarket. We work together to help customers achieve digital transformation with deep, enterprise-grade solutions with multiple products built on top of our platform.



## CCO Team

### Customer Success

Our customer success teams are focused on retention and driving deep product value for monday.com customers by maximizing adoption and impact across the platform. The CSM role has transformed into a product-expert, hands-on partnership, delivering comprehensive solution expertise, while building champion relationships that drive long-term loyalty. Customer success augments our sales teams by helping customers achieve their business objectives through technical configuration, proactive issue mitigation, and platform mastery. They play a key role in the retention-focused flywheel, supporting sustainable account growth.

### Customer Experience

Our customer experience team, along with our newly released AI agents, provides 24/7 support to our customers. We offer support to every account and every user, with extended service to enterprise customers. All customers receive an extensive self-service knowledge base, on-demand webinars and demonstrations, and access to the monday.com community — a place to connect with thousands of monday.com users. Our extended service includes priority support and specialized onboarding services, along with additional services.

## Marketing

As a multi-product company, we utilize our marketing efforts to expand brand awareness, grow lead generation, and strengthen relationships with both existing and potential customers.

In order to expand our brand awareness, we invest in organic marketing, online brand advertising, out-of-home campaigns, and are constantly testing new channels.

We target potential customers on the team and managerial levels with both a bottom-up and top-down marketing approach, casting a wide net of performance-based marketing — like acquisition and media-buying — across several digital and offline channels to help bring in new customers.

Our B2B marketing enables our client-facing teams to deliver value and impact to current and potential customers, as well as our partner ecosystem. We are focused on delivering a tailored and valuable experience to all accounts with product-specific or industry-specific offerings. Our multidisciplinary marketing approach allows us to continue expanding upmarket, deliver value to customers in over 200 industries, and bring leads ranging from small businesses to Fortune 500 companies.



## Our competition

We are creating a new category of software that seeks to change the way people work and businesses operate. As a result, we compete across multiple different markets. Our competitors include the following:

- companies that primarily offer project and work management solutions, including the application of processes, methods, skills, and knowledge to achieve specific objectives. This includes companies such as Asana, Inc., Smartsheet Inc., Notion Labs, Inc., Atlassian Corporation PLC (Trello), ClickUp, and Freshworks Inc.
- companies that primarily offer customer relationship management solutions. This includes companies such as HubSpot, Pipedrive, Zoho Corp., and SugarCRM
- companies that primarily offer enterprise service management tools. This includes companies such as Freshworks Inc. (Freshservice), and Atlassian Corporation PLC (Jira Service Management).
- companies that primarily offer software development tools. This includes companies such as Atlassian Corporation PLC (Jira).

In the future, we will likely face increased competition from companies providing similar products to our platform. Our principal competitive factor is our open and modular infrastructure, leading in flexibility and adaptability, as well as our ability to scale our vertical and horizontal offerings as we continue to rapidly build end-to-end products and advanced AI capabilities. We believe our ability to compete successfully depends primarily on the following factors:

- our ability to introduce new and improve on existing features, products, and services in response to competition, user sentiment, online, market and industry trends, and the ever-evolving technological landscape;
- our ability to continue to increase social and technological acceptance of our products;
- continued growth in the digitization of the workplace;
- our ability to maintain the value and reputation of monday.com as a solution; and
- the scale, growth, and engagement of our community relative to those of our competitors.

## Intellectual property

Our intellectual property is valuable and important to our business. To establish and protect our proprietary rights, including our proprietary technology, AI capabilities, software, know-how, and brand, we rely upon a combination of patents, designs, copyright, trade secret, domain names and trademark rights, and contractual restrictions such as confidentiality agreements, licenses, and intellectual property assignment agreements.

Although we take great efforts to establish and protect our proprietary rights, we believe factors such as the technological and creative skills of our personnel, creation of new modules, features and functionality, and frequent enhancements to our platform, are more essential to establishing and maintaining our technology leadership position.

We have developed a patent program and a strategy to identify and apply for patents for innovative aspects of our platform and technology. As of December 31, 2025, we had 44 non-provisional U.S. patent-pending applications, eight pending U.S. provisional patent applications, 114 granted U.S. patents, four allowed U.S. patents, two EU patent-pending applications, one granted Israeli patent, one Chinese (CNIPA) granted patent and four pending PCT applications relating to certain aspects of our technology.

We have trademark rights in our name, logo, and other brand elements, including trademark registrations for select marks in the United States and other jurisdictions around the world. We also have design registrations and applications in the United States and the European Union, as well as domain names for websites we use. We intend to pursue additional patent, trademark and design registration to the extent we believe it would be beneficial.

## Legal proceedings

On March 10, 2026, an individual shareholder filed a putative class action asserting claims under Sections 10(b) and 20(a) of the Exchange Act concerning certain of the Company's forward-looking earnings guidance. The case is pending in the U.S. District Court for the Southern District of New York and asserts claims against the Company and certain of its directors and officers. The case is currently in a preliminary stage. The Company believes the claims are without merit and intends to vigorously defend against them. In addition, from time to time, we may be involved in other legal or regulatory proceedings arising in the ordinary course of our business. Although the outcome of any complex litigation is inherently uncertain, based on information presently known to management, we do not believe that any of these matters are likely to have a material impact on our financial condition, results, or operations.

## monday.com corporate responsibility and sustainability

### The monday.com way

Our culture is why we win and is more than a catchphrase or a poster on a wall. It is what we do. It is how we act. Our culture is the "monday.com way."

**Transparency and trust.** Radical transparency, data accessibility, and trust allow us to reduce complexity, ensure that we are all working towards the same goal, and increase accountability and ownership. Transparency is a tool that helps us harness our collective intelligence and eliminates politics and bureaucracy.

**Customer-centricity.** We have achieved leading benchmarks for customer service, answering tickets at faster-than-industry-average response times. We prioritize customer satisfaction over our potential short-term gains, and we believe that when our customers win, we win.

**Product-first.** We believe a product should work for the customer and not the other way around. Every feature is designed to be intuitive and accessible, as evidenced by the fact that a majority of our customers work in traditionally non-tech industries.

**Ownership and impact.** We empower our employees to make their own decisions so that they can maximize their impact. We believe autonomy allows our employees to move faster, be more efficient and learn from their own mistakes.

**Speed and execution.** Speed is the key to success in everything we do. We constantly push ourselves to learn fast, gain first-mover advantage, and deliver quickly. As part of this value, we also expect all team members to reimagine how they work with AI. As we continue to scale, our ability to execute and adapt quickly will continue to give us a competitive edge.

**Inclusivity.** Belonging and inclusion are rooted in the core of our company. We celebrate individuality together as a team. We have embedded inclusivity not only within the company's values but also within the platform, providing a user experience open to everyone.

## Privacy and security

We are committed to providing our customers with a highly secure and reliable environment, and to giving them peace of mind while they manage their data on the platform. By using top-of-the-line security tools and aligning with the strictest security and data protection measures available on the market, we meet the needs of all verticals, including those with stringent requirements, such as healthcare and banking. We earn the trust of our customers by making data security our top priority.

In order to increase our customers' privacy and security capabilities, we have the Guardian add-on to enhance data protection and governance, streamline organization-wide access, and adhere to compliance requirements with an extra layer of protection. The add-on includes: Tenant-level encryption (TLE), Bring Your Own Key (BYOK) and Multiple SSOs capabilities.

We conduct annual red team assessments on our defensive posture, applicative penetration tests, infrastructure attack simulations, manage a private bug bounty program, and assume breach simulations. These assessments and drills are performed and accompanied by leading industry standard offensive and defensive third-party security consulting companies, which use high-end sophisticated attack techniques to provide unique visibility into our potential security risks and vulnerabilities.

Our security strategy and controls are based on international standards and industry best practices, such as ISO 27001, ISO 27018, and OWASP Top 10, and are subject to independent annual SOC2 audits. Additionally, our security strategy and controls include features that are designed to comply with HIPAA-compliant features.

We have a dedicated privacy team that builds and executes our privacy program, which includes working with our legal teams to conduct product and feature reviews, privacy and impact assessments, and support for data protection and privacy-related requests. We monitor guidance from industry and regulatory bodies and update our product features and contractual commitments accordingly.

Our facilities

Our current corporate headquarters are located in Tel Aviv, Israel where we lease approximately 230,000 square feet pursuant to an operating lease that is expected to expire in May 2031. We plan to expand our office space in Tel Aviv by an additional 118,000 square feet by the end of 2026.

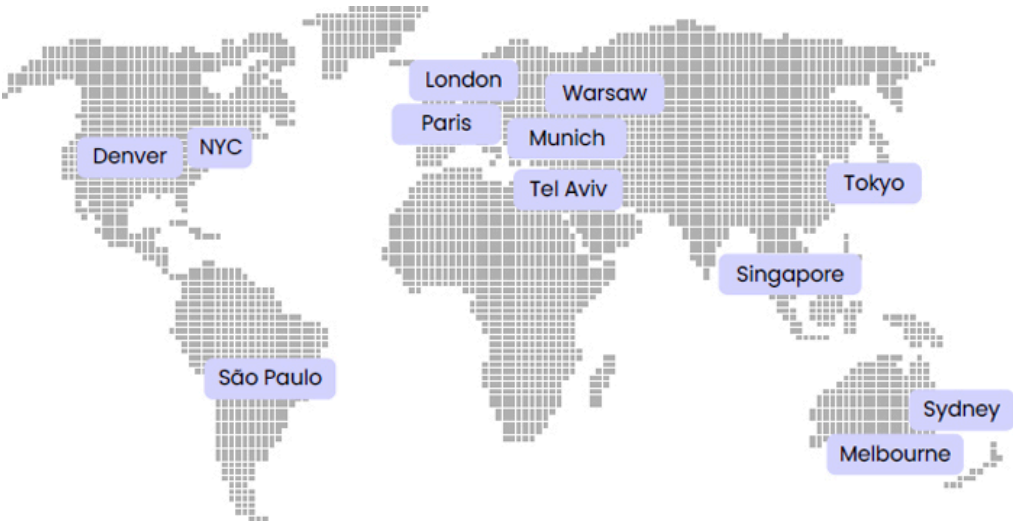
We also lease office space in New York City, Denver, São Paulo, London, Warsaw, Sydney, Melbourne, Tokyo, Paris, Munich, and Singapore, and are planning to open office space in Atlanta in 2026. We further intend to expand our global facilities and lease additional office space as we recruit more employees and enter new geographic markets. We believe suitable additional or alternative space will be available as needed to accommodate any such growth. We are committed to ensuring that all new buildings, even though led by third-party developers, follow sustainable principles.

Our offices are designed to support our work culture, as well as each location's local culture. When designing our global offices, we create a local identity that incorporates unique aspects of each location. We promote ownership and transparency with a completely open workspace and glass-walled conference rooms. There are no private offices, without exception. All our meeting rooms are optimized for both online and face-to-face meetings to facilitate seamless collaboration between employees globally. We also strategically place hundreds of dashboards throughout the office to encourage transparency and data-driven decision-making. In every element of our office design, we are mindful of our environmental impact. Wherever possible in our offices, we implement smart energy and waste management systems.

Our workforce

As of December 31, 2025, we had 3,155 employees worldwide. Provided below is a breakdown of employees by region:

| Region         | Americas | Europe | APAC | IL    |
|----------------|----------|--------|------|-------|
| Employee count | 755      | 514    | 157  | 1,729 |



## Belonging and inclusion

At monday.com, we are committed to building an equitable and inclusive workplace that empowers our employees to do their best work in service of our customers and communities. We recognize and value the competitive advantage that comes with having varied teams, equitable employee experiences, and an inclusive workplace. We understand this is both the right thing to do and critical to our continued growth and success as a global organization.

We have nine Employee Resource Groups (ERGs) that are open to all employees and aim to create business impact through initiatives that support talent attraction, retention, professional and leadership development, as well as employee engagement. Through several key engagements with organizations, our ERGs create programming for their members and support our efforts to establish relationships with organizations with which we plan to create long-term partnerships as we scale our inclusion efforts.

Looking ahead, our strategic priorities include enhancing our demographic data collection systems and processes, implementing inclusive leadership learning programs, and continuing to scale our programming through collaborating with our ERGs and external partners.



### Employee wellness

We work continuously around the globe to ensure our people's physical and mental well-being. To promote physical health, we offer medical checkups throughout the year, physical fitness classes, a full in-office gym or gym passes, sports & interest-based internal communities, nutritionist services, and alternative medicine services.

We also prioritize our employees' mental health by offering confidential therapy sessions, free subscriptions to a meditation and sleep app, meditation rooms, and a daily mindfulness group.



### Learning and development

Through our learning and development programs, we work to continuously improve the performance of our workforce and invest in the career development of each employee.



### Management workshops

We believe one of the best ways to retain and develop our talent is by 'leading the leaders'. We conduct onboarding and ongoing sessions with our managers to provide them with the tools they need to manage, mentor and develop their employees. The sessions also empower them to effectively deal with day-to-day managerial challenges and conflicts in order to create the best possible work environment.



### Talent development

We are committed to the personal and professional development of all our employees. We have several programs in place offering external learning resources tailored to each employee's professional growth path. We offer multiple internal courses as well, including stock option education, employee knowledge sharing, and more.

An annual budget is reserved for each business unit within the Company to provide profession-specific education and training to their employees. We also have a comprehensive internal mobility program in place to empower employees to follow their interests and seek new career opportunities within monday.com.



### Rewards program

Our rewards program is designed to recruit and retain top talent worldwide. We offer market-competitive compensation and benefits packages in an equitable way. We assess these programs on an ongoing basis in order to maintain our competitiveness within the industry and ensure intrinsic value for all of our employees.

## monday.com for Nonprofits

We help nonprofits scale their impact by leveraging the power of monday.com's Work OS. By providing nonprofits with the platform and skills they need, they can be more effective and productive in their mission.

## The monday.com Foundation

The monday.com Foundation ("Foundation") is a philanthropic initiative focused on supporting communities across the world through technology, human capital, and financial resources.

The Foundation was incorporated in Israel in 2024 as a Public Benefit Company (a nonprofit organization for public purposes). Upon its incorporation, various social impact initiatives that were part of monday.com's philanthropic efforts were transferred into the Foundation, including the Emergency Response Team and Tech School.



**The Emergency Response Team ("ERT")** partners with the humanitarian aid sector to enhance and scale its core disaster response operations and impact with the monday.com platform. The initiative is run by a team of experts and volunteers from monday.com and the greater ecosystem.



**Tech School** is a program launched in 2023 that empowers youth from underserved communities with tech skills and innovation in order to close the digital gap. The initiative is run by a dedicated team together with educational professionals, and supported by industry leaders and mentors.

Organizational structure

The legal name of our company is monday.com Ltd., and we are organized under the laws of the State of Israel.

The following table sets forth our key subsidiaries, all of which are 100% owned directly by monday.com Ltd.:

| Name of subsidiary       | Place of incorporation  |
|--------------------------|-------------------------|
| monday.com Inc.          | Delaware, United States |
| monday.com Pty Ltd.      | Australia               |
| monday.com UK 2020 Ltd.  | United Kingdom          |
| monday.com Ltda.         | Brazil                  |
| monday.com K.K.          | Japan                   |
| monday.com Sp. Z O.O.    | Poland                  |
| monday.com PTE. LTD.     | Singapore               |
| monday.com SAS           | France                  |
| monday.com GmbH          | Germany                 |
| MONDAY.COM, S.A. DE C.V. | Mexico                  |

## Part 2 - Directors and senior management

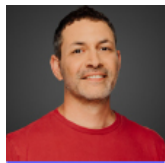
The following table sets forth the name and position of each of our senior management and directors as of the date of this annual report:

| Name                                             | Age | Position                                                    |
|--------------------------------------------------|-----|-------------------------------------------------------------|
| <b>Senior management and Employee Directors:</b> |     |                                                             |
| Roy Mann <sup>(1)</sup>                          | 47  | Co-Founder, Co-Chief Executive Officer, Director            |
| Eran Zinman                                      | 42  | Co-Founder, Co-Chief Executive Officer, Director            |
| Eliran Glazer                                    | 54  | Chief Financial Officer                                     |
| Daniel Lereya                                    | 41  | Chief Product and Technology Officer                        |
| Casey George                                     | 54  | Chief Revenue Officer                                       |
| Shiran Nawi                                      | 42  | Chief People and Legal Officer                              |
| Harris Beber                                     | 46  | Chief Marketing Officer                                     |
| Adi Dar                                          | 54  | Chief Customer Officer                                      |
| <b>Non-Employee Directors</b>                    |     |                                                             |
| Jeff Horing                                      | 62  | Independent Director, Chairperson of the Board of Directors |
| Aviad Eyal <sup>(1)(2)</sup>                     | 55  | Independent Director                                        |
| Avishai Abrahami                                 | 54  | Independent Director                                        |
| Gili Iohan <sup>(2)</sup>                        | 50  | Independent Director                                        |
| Ronen Faier <sup>(1)(2)</sup>                    | 55  | Independent Director                                        |
| Petra Jenner                                     | 61  | Independent Director                                        |

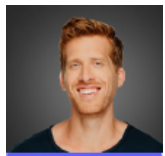
(1) Serves as a member of our corporate responsibility and sustainability committee.

(2) Serves as a member of our audit committee, compensation committee, and nominating and corporate governance committee.

## Senior management



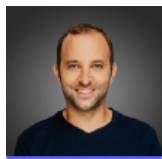
**Roy Mann** is our Co-Founder and has served as our Co-Chief Executive Officer since June 1, 2012. Mr. Mann has also served as a member of our board of directors since February 2012. Mr. Mann previously served as a senior technology leader at Wix.com Ltd. (Nasdaq: WIX), from 2010 to 2012. Mr. Mann is also the Co-Founder of and led the technology vision and operation at SaveAnAlien.com, from 2006 to 2010. Mr. Mann holds a B.A. in Computer Science from the Interdisciplinary Center Herzliya, Israel.



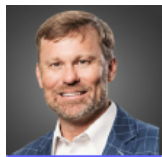
**Eran Zinman** is our Co-Founder and has served as our Co-Chief Executive Officer since November 2020 after having served as our Chief Technology Officer between 2012 and 2020. Mr. Zinman has also served as a member of our board of directors since March 2018. Mr. Zinman previously served as the Research and Development Manager at the founding team of Conduit Mobile (now Como) at Conduit Ltd. from 2010 to 2012. Mr. Zinman is the Co-Founder of Othersay and served as its Chief Executive Officer from 2009 to 2010. Mr. Zinman holds a B.Sc. in Computer Science and Electrical Engineering from Tel Aviv University, Israel.



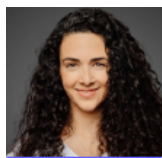
**Eliran Glazer** has served as our Chief Financial Officer since March 2021. Mr. Glazer previously served as the Chief Financial Officer of Lightricks Ltd. from December 2019 to February 2021 and the Chief Financial Officer of Nex Markets from April 2012 to November 2018. Following the acquisition of Nex Markets by the CME Group, Mr. Glazer served as the Chief Financial Officer of Nex Markets, a CME Group Company from November 2018 to November 2019. Mr. Glazer holds a B.A. in Business and Accounting from The College of Management Academic Studies as well as an L.L.M. from Bar Ilan University and is a licensed certified public accountant.



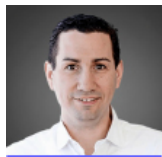
**Daniel Lereya** has served as our Chief Product and Technology Officer since 2023, and previously served as our Vice President of Research and Development since October 2016 and Vice President of Product since December 2020. Mr. Lereya previously served in numerous positions, including as a software team leader at International Business Machines Corp. (NYSE: IBM) from November 2012 to October 2016, and as a software engineer at SAP SE from February 2011 to October 2012. Mr. Lereya holds a B.Sc. in Computer Science and Economics from Tel Aviv University, Israel.



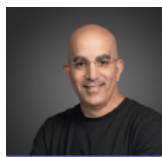
**Casey George** has served as our Chief Revenue Officer since 2025. Previously, Casey was Executive Vice President of Global Sales at Qlik, a leading data and analytics cloud company. He joined Qlik through its acquisition of Talend, a data integration software company, where he served as CRO. Before Talend, Casey was Senior Vice President and General Manager at Verint, and held several leadership roles during his over two-decade tenure at IBM, with the latest being General Manager of the company's North American cybersecurity business. He holds a Bachelor of Science in Management of Technology from Southern Polytechnic State University, a Master of Science in Management from Mercer University's Stetson School of Business and Economics, and an MBA from Georgia Institute of Technology's Scheller College of Business.



**Shiran Nawi** has served as our Chief People and Legal Officer since 2023, and previously served as our General Counsel since June 2018. Prior to joining monday.com, Ms. Nawi served as a senior legal counsel at Wix.com Ltd. (Nasdaq: WIX) from June 2014 to June 2018 and as an associate at Israeli, Ben-Zvi, Attorneys at Law, from July 2009 to April 2014. Ms. Nawi holds an L.L.B. and a Master of Business Taxation from The College of Management Academic Studies, Israel, and is a member of the Israel Bar Association.



**Harris Beber** has served as our Chief Marketing Officer (CMO) since 2025. Most recently, Harris led global marketing for Google Workspace, helping launch, monetize, and drive adoption of AI innovations across the full product suite. Prior to that, he was CMO at Waze and Vimeo. He also served as CMO of The Nature's Bounty Co. and held senior marketing roles at Amazon and Shutterfly. He holds a Bachelor's degree and an MBA from Binghamton University School of Management.



**Adi Dar** has served as our Chief Customer Officer (CCO) since 2025, and prior to that served as Chief Operating Officer since 2024. Adi previously served as the CEO of ELOP, an electro-optics subsidiary of Elbit Systems (Nasdaq: ESLT). Prior to ELOP, he founded and led Elbit Systems' Intelligence and Cyber division. Adi is also the founder of Cyberbit, a leading cybersecurity company. Adi holds a Bachelor's degree in Industrial Engineering from Technion - Israel Institute of Technology and an MBA from Tel Aviv University, Israel.

## Directors



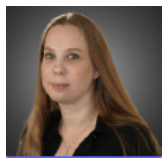
**Jeff Horing** has served as a member of our board of directors since May 20, 2017. Mr. Horing has been a Managing Director of Insight Partners, a private equity investment firm he co-founded, since 1995. Mr. Horing previously served on the board of directors of nCino, Inc. (Nasdaq: NCNO) from February 2015 until December 2025, WalkMe Ltd. (NYSE: WKME) until November 2024, Alteryx, Inc. (NYSE: AYX) until March 2024 and JFrog Ltd. (Nasdaq: FROG) until December 2023. In addition, Mr. Horing currently serves on the board of directors of several privately held companies. Mr. Horing holds a B.S. and B.A. from the University of Pennsylvania's Moore School of Engineering and the Wharton School, respectively, and an M.B.A. from the M.I.T. Sloan School of Management.



**Aviad Eyal** has served as an independent director on our board of directors since June 2014. Mr. Eyal is the Co-Founder of Entrée Capital and has served as its Managing Partner since 2011. Prior to that, Mr. Eyal co-founded and built a number of successful startups over a span of 18 years. Mr. Eyal currently serves on the board of directors of several privately held companies, including Broadlume Inc. since 2019, BlueWhite Robotics Ltd. since 2019 and Riverly Ltd. since 2021. He has also served on the board of directors of Prospa Group Ltd. (ASX:PGL) since 2017. Mr. Eyal holds a B.Sc. Engineering degree from the University of Natal, South Africa. Mr. Eyal was selected to the Forbes Europe Midas list of top 25 VCs for the past five years.



**Avishai Abrahami** has served as an independent director on our board of directors since October 24, 2012. Mr. Abrahami is the Co-Founder of Wix.com Ltd. (Nasdaq: WIX) and has served as its Chief Executive Officer since September 2010, prior to which he served as its Co-Chief Executive Officer, and as a member of its board of directors since October 2006. From May 2016 to November 2017, Mr. Abrahami served as a member of the board of directors of SodaStream International Ltd. (acquired by PepsiCo Inc.). From 2004 to 2006, Mr. Abrahami was the Vice President of Strategic Alliances at Arel Communications & Software Ltd., a private Israeli company specializing in communication technology. In 1998, he co-founded Sphera Corporation, a private company that develops software for managing data centers, and he served as its Chief Technology Officer from 1998 until 2000 and Vice President of Product Marketing from 2000 until 2003. In 1993, he co-founded AIT Ltd., a private Israeli software company, and served as its Chief Technology Officer until it was acquired in 1997. Mr. Abrahami served in the Israeli Defense Forces' elite computer intelligence unit from 1990 until 1992.



**Gili Iohan** has served as an independent director on our board of directors since June 9, 2021. Since 2018, Ms. Iohan has been a partner at ION Crossover Partners, an Israeli-based cross-over fund and has been a Partner of Cato Networks since 2024. Ms. Iohan currently serves on the board of directors of Varonis Systems, Inc. (Nasdaq: VRNS), and Fiverr International Ltd. (Nasdaq: FVRR), as well as Aqua Security Ltd. and Lusha Ltd. Ms. Iohan previously served on the board of directors of SimilarWeb Ltd. (NYSE: SMWB) until 2024. Ms. Iohan holds a B.A. in Accounting and Economics and an M.B.A. from Tel Aviv University and is a licensed certified public accountant.



**Ronen Faier** has served as an independent director on our board of directors since June 9, 2021. Mr. Faier currently serves as a special advisor, and has previously served as the Chief Financial Officer of SolarEdge Technologies Inc. (Nasdaq: SEDG). Previously, Mr. Faier served as the Chief Financial Officer of Modu Ltd. from 2008 through December 2010 and as the Chief Financial Officer of M-Systems Ltd., which was acquired by SanDisk Corp. (a Western Digital Corp. (Nasdaq: WDC) company). Mr. Faier has served on the board of directors of Kaltura Inc. (Nasdaq: KLTR) since July 2021 and Cato Networks Ltd. Mr. Faier holds a B.A. in accounting and economics from the Hebrew University in Jerusalem and an M.B.A. from Tel Aviv University and is a licensed certified public accountant.



**Petra Jenner** has served as an independent director on our board of directors since April 2024. Petra is currently Senior Vice President and General Manager for Europe, Middle East, and Africa (EMEA) at Splunk, where she oversees the company's go-to-market strategy and growth in the region. Prior to Splunk, she held various executive positions of increasing responsibility during her six-year tenure at Salesforce and leadership roles with Microsoft, Checkpoint Software, and Pivotal. Based in Munich, she studied International Management at the Stanford Graduate School of Business in Singapore and holds a Master's Degree in Business and IT.

## Part 3 - Major Shareholders and Related Party Transactions

### Major shareholders

The following table sets forth information with respect to the beneficial ownership of our shares as of December 31, 2025, by:

- each person or entity known by us to own beneficially more than 5% of our outstanding shares;
- each of our directors and executive officers individually; and
- all of our executive officers and directors as a group.

The beneficial ownership of ordinary shares is determined in accordance with the SEC rules and generally includes any ordinary shares over which a person exercises sole or shared voting or investment power. For the purposes of the table below, we deem shares subject to options that are currently exercisable or exercisable within 60 days of December 31, 2025, and RSUs that shall vest within 60 days of December 31, 2025, to be outstanding and to be beneficially owned by the person holding the options or RSUs for the purposes of computing the percentage ownership of that person but we do not treat them as outstanding for the purpose of computing the percentage ownership of any other person. The percentage of shares beneficially owned is based on 51,160,822 ordinary shares outstanding as of December 31, 2025.

As of December 31, 2025, we had 12 holders of record of our ordinary shares in the United States, including Cede & Co., the nominee of The Depository Trust Company. These shareholders held in the aggregate 46,462,971 of our outstanding ordinary shares, or approximately 91% of our outstanding ordinary shares as of December 31, 2025. The number of record holders in the United States is not representative of the number of beneficial holders nor is it representative of where such beneficial holders are resident since many of these ordinary shares were held by brokers or other nominees.

All of our shareholders, including the shareholders listed below, have the same voting rights attached to their ordinary shares. See "Part 7 - Additional Information - Memorandum and Articles of Association." None of our principal shareholders or our directors and senior management have different or special voting rights with respect to their ordinary shares. Unless otherwise noted below, each shareholder's address is monday.com Ltd., 6 Yitzhak Sadeh Street, Tel Aviv, 6777506 Israel. A description of any material relationship our principal shareholders have had with us or any of our predecessors or affiliates since January 1, 2023 is included under "Related Party Transactions."

## Shares Beneficially Owned

| Name of Beneficial Owner                                     | Number    | %    |
|--------------------------------------------------------------|-----------|------|
| <b>Principal Shareholders</b>                                |           |      |
| Capital World Investors <sup>(1)</sup>                       | 3,286,461 | 6.4  |
| WCM Investment Management, LLC <sup>(2)</sup>                | 3,761,924 | 7.4  |
| <b>Directors and Executive Officers</b>                      |           |      |
| Roy Mann <sup>(3)</sup>                                      | 4,932,613 | 9.6  |
| Eran Zinman <sup>(4)</sup>                                   | 1,736,323 | 3.4  |
| Eliran Glazer <sup>(5)</sup>                                 | 30,277    | *    |
| Daniel Lereya <sup>(6)</sup>                                 | 67,747    | *    |
| Shiran Nawi <sup>(7)</sup>                                   | 39,845    | *    |
| Casey George                                                 | —         | *    |
| Avishai Abrahami <sup>(8)</sup>                              | 104,273   | *    |
| Aviad Eyal <sup>(9)</sup>                                    | 210,177   | *    |
| Jeff Horing <sup>(10)</sup>                                  | 5,454     | *    |
| Ronen Faier <sup>(11)</sup>                                  | 4,773     | *    |
| Gili Iohan <sup>(12)</sup>                                   | 4,773     | *    |
| Petra Jenner <sup>(13)</sup>                                 | 939       | *    |
| All executive officers and directors as a group (12 persons) | 7,137,194 | 13.9 |

\* Indicates ownership of less than 1%.

- (1) Based on the Schedule 13G filed by Capital World Investors with the SEC on February 13, 2026, Capital World Investors has sole voting power and sole dispositive power over 3,286,461 ordinary shares.
- (2) Based on the Schedule 13G/A filed by WCM Investment Management, LLC with the SEC on February 1, 2026, WCM Investment Management, LLC has sole voting power and sole dispositive power over 3,761,924 ordinary shares.
- (3) Consists of (i) 4,824,159 ordinary shares held of record by Roy Mann, (ii) 108,147 ordinary shares subject to options held by Roy Mann that are exercisable within 60 days of December 31, 2025, and (iii) 307 RSUs held by Roy Mann that vest within 60 days of December 31, 2025.
- (4) Consists of (i) 1,641,919 ordinary shares held of record by Eran Zinman, (ii) 93,495 ordinary shares subject to options held by Eran Zinman that are exercisable within 60 days of December 31, 2025, and (iii) 909 RSUs held by Eran Zinman that vest within 60 days of December 31, 2025.
- (5) Consists of (i) 12,384 ordinary shares held of record by Eliran Glazer, (ii) 15,655 ordinary shares subject to options held by Eliran Glazer that are exercisable within 60 days of December 31, 2025 and (iii) 2,238 RSUs held by Eliran Glazer that vest within 60 days of December 31, 2025.

- (6) Consists of (i) 16,251 ordinary shares held of record by Daniel Lereya, (ii) 49,822 ordinary shares subject to options held by Daniel Lereya that are exercisable within 60 days of December 31, 2025 and (iii) 1,674 RSUs held by Daniel Lereya that vest within 60 days of December 31, 2025.
- (7) Consists of (i) 13,006 ordinary shares held of record by Shiran Nawi, (ii) 25,433 ordinary shares subject to options held by Shiran Nawi that are exercisable within 60 days of December 31, 2025 and (iii) 1,406 RSUs held by Shiran Nawi that vest within 60 days of December 31, 2025.
- (8) Consists of (i) 4,773 ordinary shares held of record by Avishai Abrahami, and (ii) 99,500 ordinary shares subject to options held by Avishai Abrahami that are exercisable within 60 days of December 31, 2025.
- (9) Consists of 210,177 ordinary shares held of record by Aviad Eyal.
- (10) Consists of 5,454 ordinary shares held of record by Jeff Horing.
- (11) Consists of 4,773 ordinary shares held of record by Ronen Faier.
- (12) Consists of 4,773 ordinary shares held of record by Gili Iohan.
- (13) Consists of (i) 805 ordinary shares held of record by Petra Jenner, and (ii) 134 RSUs held by Petra Jenner that vest within 60 days of December 31, 2025.

As of December 31, 2025, each of Sonnipe Limited and FMR LLC, which previously beneficially owned approximately 8.2% and 5.3% of our ordinary shares, respectively, no longer held more than 5% of our ordinary shares.

## Related Party Transactions

Our policy is to enter into transactions with related parties on terms that, on the whole, are no more or less favorable than those available from unaffiliated third parties. Based on our experience in the business sectors in which we operate and the terms of our transactions with unaffiliated third parties, we believe that all of the transactions described below met this policy standard at the time they occurred. The following is a description of our material related party transactions since January 1, 2023.

### monday.com Foundation

We established the Digital Lift Initiative to further our mission of closing the digital divide between the for-profit and nonprofit sectors. Our goal is for the Digital Lift Initiative to provide a robust digital transformation toolbox for nonprofit teams.

In order to aid us in carrying out aspects of our Digital Lift Initiative, we established an Israeli 'Public Benefit' company, the monday.com Foundation. The monday.com Foundation is charged with helping us carry out our social responsibility mission. On August 26, 2024 we issued 68,000 Ordinary Shares of the Company to the monday.com Foundation.

## Donation and Loan Agreement

On August 26, 2024, we entered into a Donation and Loan Agreement with the Foundation (the "Donation and Loan Agreement"). Under the Donation and Loan Agreement, we undertook to provide the Foundation with a one-time donation of \$6.3 million, reflecting 1% of the proceeds received through our initial public offering. The donation amount is intended to support the Foundation's operations solely for the charitable causes and purposes referred to in the Donation and Loan Agreement. In addition, under the Donation and Loan Agreement, we are authorized to grant loans to the Foundation (the "Foundation Loans") to support the Foundation's ongoing activities. Interest accrues on the Foundation Loans from the date any such loan is granted and until repayment of the Foundation Loan, and the interest rate will be in accordance with Section 3(j) of the Ordinance. The Foundation Loans will mature and be repaid by no later than 90 days following receipt of notice from us, and the Foundation is entitled to early repayment without penalty. The entire loan amount under any Foundation Loan will become immediately due and payable upon the occurrence of customary default events.

## Services Agreement

On August 26, 2024, we entered into a Services Agreement with the Foundation (the "Foundation Services Agreement"), under which we are permitted to provide the Foundation with certain services necessary for the operation and activities of the Foundation, such as lease, logistics, IT and HR services. The fees in consideration of such services will be determined from time to time based on the costs we incur in the provision of such services, and shall not exceed \$1.5 million per calendar year. In addition, under the Foundation Services Agreement, the Foundation may participate in promotional and referral activities to advance our social impact plans (such as our pre-existing nonprofit and HERO plans). Solely for this purpose, and subject to the conditions specified in the Foundation Services Agreement, we undertook to grant the Foundation a limited worldwide, non-exclusive, non-sublicensable, non-transferable license to use our trademarks, logos, and other brand or creative materials in connection with such promotional and referral activities. These promotional and referral activities shall not entitle the Foundation to any payment by us.

## Agreements with Directors and Officers

### Employment and Related Agreements

We have entered into written employment agreements with each of our officers. These agreements provide for notice periods of varying duration for termination of the agreement by us or by the relevant executive officer, during which time the officer will continue to receive base salary and benefits. These agreements also contain customary provisions regarding confidentiality of information and ownership of inventions.

## Equity Awards

Since our inception, we have granted options to purchase, and RSUs underlying, our ordinary shares to our officers and certain of our directors. Such award agreements contain acceleration provisions upon certain merger, acquisition, or change of control transactions. We describe our option plans under "Part 7 - Additional Information - Compensation— Employment agreements with executive officers and directors" and the equity-based compensation received by certain of our senior managers in "Part 7 - Additional Information - Compensation — Compensation of Directors and Executive Officers." If the relationship between us and an officer, or a director, is terminated, except for cause (as defined in the various option plan agreements), all options that are vested will remain exercisable for three months after such termination.

## Exculpation, Indemnification and Insurance

Our articles of association permit us to exculpate, indemnify and insure certain of our office holders to the fullest extent permitted by Israeli law. We have entered into agreements with certain of our office holders, including our directors, exculpating them from a breach of their duty of care to us to the fullest extent permitted by law and undertaking to indemnify them to the fullest extent permitted by law, subject to certain exceptions, including with respect to liabilities resulting from our initial public offering to the extent these liabilities are not covered by insurance. See "Part 7 - Additional Information - Compensation— Employment agreements with executive officers and directors — Exculpation, Indemnification, and Insurance."

## Investors' Rights Agreement

We are party to an amended and restated investors' rights agreement, dated as of June 21, 2019, as amended on April 27, 2021 and June 10, 2021 ("Investors' Rights Agreement"). The Investors' Rights Agreement will provide, among other things, that certain holders of our ordinary shares, including Roy Mann, who holds more than 5% of our outstanding ordinary shares have the right to demand we file a registration statement or request that their shares be covered by a registration statement that we are otherwise filing. For a description of these registration rights, see Exhibit 2.2 "Description of Securities — Registration Rights."

Part 4 - Operating and Financial Review and Prospects

You should read the following discussion together with the consolidated financial statements and related notes included elsewhere in this annual report. The statements in this discussion regarding industry outlook, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements in this discussion are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in "Part 6 - Risk Factors" and "Special Note Regarding Forward-Looking Statements." Our actual results may differ materially from those contained in or implied by any forward-looking statements.

monday.com FY-25 overview in numbers

\$1,232M

Revenue

27%

YoY revenue growth

89%

Gross margin

110%

Net Dollar Retention Rate <sup>(1)</sup>

\$334M

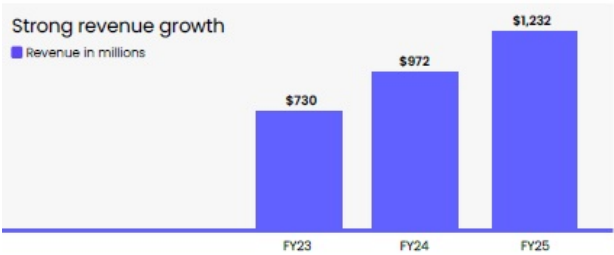
Net cash provided by operating activities representing 27% of revenue

\$323M

Adjusted free cash flow, representing 26% of revenue <sup>(2)</sup>

(1) For the definition of Net Dollar Retention Rate see "Part 4 - Operating and Financial Review and Prospects - Key Business Metrics".

(2) Non-GAAP measure. See "Part 4 - Operating and Financial Review and Prospects - Non-GAAP Financial Measures".



## Growth at scale

We have experienced rapid growth since we launched our product in 2014.

- **Revenue:** Our revenue was \$1,232.0 million, \$972.0 million, and \$729.7 million for the years ended December 31, 2025, 2024 and 2023, respectively.
- **Year-over-Year Revenue Growth:** An increase of 27%, 33%, and 41% in the years ended December 31, 2025, 2024 and 2023, respectively.
- **Net Income (Loss):** Our net income (loss) was \$118.7 million, \$32.4 million, and (\$1.9) million for the years ended December 31, 2025, 2024 and 2023, respectively.
- **Net Cash Provided by Operating Activities:** Our net cash provided by operating activities was \$333.6 million, \$311.1 million, and \$215.4 million in the years ended December 31, 2025, 2024 and 2023, respectively.
- **Adjusted Free Cash Flow:** Our adjusted free cash flow was \$322.7 million, \$295.8 million and \$204.9 million for the years ended December 31, 2025, 2024 and 2023, respectively.

## Key Business Metrics

We believe our growth and financial performance are dependent upon many factors, including the key factors described below.

### A Large and Diversified Customer Base

We are focused on expanding within our existing customer base by increasing the number of users within the organization, upgrading to higher tiers and offering additional add-on services and products, including our AI-powered capabilities. Our operating results and growth opportunities depend, in part, on our ability to expand relationships with existing customers and attract new larger customers. We believe we have significant greenfield opportunities among addressable customers worldwide and we will continue to invest in our research and development to differentiate our products and AI offerings from competitive products and services. We will also continue to invest in our sales and marketing to help us take advantage of this opportunity. To this extent, we are making significant investments in our sales and marketing efforts, including investment and expansion of our CRO teams.

As of December 31, 2025, we had over 250,000 paying customers, compared to nearly 245,000 as of December 31, 2024. We define "customer" to mean a unique web domain-based account that is on a paid subscription plan, which could include an organization, educational or government institution, or distinct business unit of an organization. With more than 250,000 customers, we are not reliant on any specific customer, as no single customer accounts for more than 1% of our revenues, and our top 100 customers accounted for less than 10% of our revenues for the years ended December 31, 2025 and 2024.

### Consistent Growth of Enterprise Customers

Our ability to successfully move upmarket is demonstrated by the consistent growth in the number of our enterprise customers. We grew the number of enterprise customers, which we define as customers with more than \$50,000 in Annual Recurring Revenue ("ARR") (defined below), on our platform by 34% from 3,201 customers as of December 31, 2024, to 4,281 customers as of December 31, 2025. The ARR from such enterprise customers grew by 42% from December 31, 2024, to December 31, 2025, outpacing our overall ARR growth. As of December 31, 2025 and December 31, 2024, such enterprise customers accounted for 41% and 36% of our ARR, respectively. In addition, such enterprise customers are significantly more likely to adopt multiple products of ours. As of December 31, 2025, 29% of our enterprise customers had multiple products as compared to 6% of our sub-\$50,000 ARR customers.

Customers with more than \$100,000 in ARR grew by 45% during the 12 months ending on December 31, 2025, from 1,207 customers as of December 31, 2024, to 1,756 customers as of December 31, 2025. The ARR from such enterprise customers grew by 49% from December 31, 2024, to December 31, 2025. As of December 31, 2025 and December 31, 2024, such enterprise customers accounted for 28% and 24% of our ARR, respectively.

Customers with more than \$500,000 in ARR grew by 74% during the 12 months ending on December 31, 2025, from 50 customers as of December 31, 2024, to 87 customers as of December 31, 2025. The ARR from such enterprise customers grew by 87% from December 31, 2024, to December 31, 2025. As of December 31, 2025, and December 31, 2024, such enterprise customers accounted for 6% and 4% of our ARR, respectively.

"Annual Recurring Revenue" or "ARR" is defined to mean, as of the measurement date, the annualized value of our customer subscriptions plan, assuming that any contract that expires during the next 12 months is renewed on its existing terms.

We believe ARR illustrates the improvements we have made to our products to increase the value we deliver to our customers over time. We expect the percentage of ARR attributable to customers with more than \$50,000, \$100,000 and \$500,000 in ARR to increase.

### Net Dollar Retention Rate

We expect to derive a significant portion of our revenue growth from expansion within our customer base, where we have an opportunity to expand adoption of our products across teams, departments, and organizations. We believe our dollar-based net retention rate ("Net Dollar Retention Rate") underscores the significant opportunity to further expand within our customer base, particularly those that generate high annual revenue.

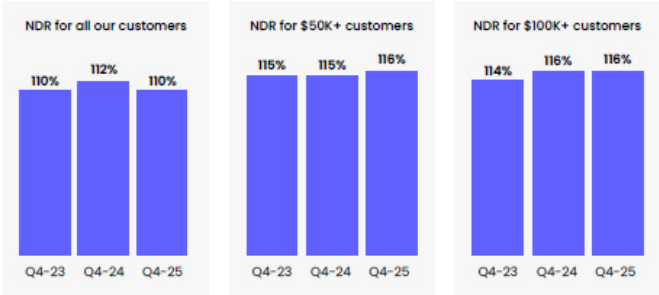
We calculate Net Dollar Retention Rate as of a period end by starting with the ARR from customers as of the 12 months prior to such period end ("Prior Period ARR"). We then calculate the ARR from these customers as of the current

period end ("Current Period ARR"). The calculation of Current Period ARR includes any upsells, contraction and attrition. We then divide the total Current Period ARR by the total Prior Period ARR to arrive at the Net Dollar Retention Rate. For the trailing 12-month calculation, we take a weighted average of this calculation of our quarterly Net Dollar Retention Rate for the four quarters ending with the most recent quarter.

Our Net Dollar Retention Rate may fluctuate due to a number of factors, including the level of penetration within our customer base, expansion of products and features, the introduction of new offerings, pricing adjustments or changes in packaging, and our ability to retain our customers.

Our Net Dollar Retention Rate for all of our customers was 110%, 112% and 110% for the three months ended December 31, 2025, 2024, and 2023, respectively. Net Dollar Retention Rate for Customers with more than \$50,000 in ARR was 116%, 115% and 115% for the three months ended December 31, 2025, 2024, and 2023, respectively. Net dollar Retention Rate for Customers with more than \$100,000 in ARR was 116%, 116% and 114% for the three months ended December 31, 2025, 2024, and 2023, respectively.

Our Net Dollar Retention Rate for the three months ended December 31, 2024 was positively impacted by pricing adjustments implemented during 2024 and the first half of 2025 across our entire customer base. The Net Dollar Retention Rate for the three months ended December 31, 2025 reflects continued seat and product expansion with our existing customer base, partially offset by the anniversary of pricing adjustments.



A. Operating Results

Components of Results of Operations

The following briefly describes the components of revenue and expenses as presented in our consolidated statements of operations.

## Revenue

We derive revenue mainly from monthly or annual subscription agreements with our customers for access to our cloud-based Work OS products. Our customers do not have the ability to take possession of our software.

## Cost of Revenue

Cost of revenue consists of merchant and credit card processing fees, hosting and cloud infrastructure fees (including costs associated with AI compute, model usage and data processing), amortization of capitalized software development costs, subcontractor costs, salaries and related expenses, share-based compensation, software license fees, and allocated overhead costs.

## Gross Profit and Gross Margin

Gross profit, or revenue less cost of revenues, and gross margin, or gross profit as a percentage of revenue, has been, and will continue to be, affected by various factors, including the timing of our acquisition of new customers, renewals of and follow-on sales to existing customers, costs associated with operating our cloud-based products, and the extent to which we expand our operations and customer support organizations. As adoption of our AI-powered offerings increases, we expect associated infrastructure and compute costs to increase. As a result, we expect our gross margin to decline modestly in the mid-term, before stabilizing over the long term as we drive efficiencies and scale.

## Operating Expenses

Our operating expenses consist of research and development, sales and marketing, and general and administrative expenses. Sales and marketing expenses are the most significant component of our operating expenses and consist of marketing and advertising expenses and commissions paid. In addition, personnel-related expenses are a substantial component of our operating expenses and consist of salaries, benefits, and share-based compensation expenses. Operating expenses also include an allocation of overhead costs for facilities and shared IT-related expenses, including depreciation expenses.

## Research and Development Expenses

Research and development expenses include salaries and related expenses, share-based compensation, subcontractor costs and allocated overhead costs.

As we continue to focus our research and development efforts on enhancing our Work OS and existing products, expanding our AI-powered capabilities, and building new products, we expect our research and development expenses to increase in absolute dollar amounts and remain at approximately the same level as a percentage of revenue. We foresee that such investment in research and development will contribute to our long-term growth, but will also negatively impact our short-term profitability. For the years ended December 31, 2025, 2024 and 2023, our research and development expenses as a percentage of revenue were approximately 26%, 22% and 21%, respectively.

**Sales and Marketing Expenses**

Sales and marketing expenses consist primarily of compensation expenses for our employees, including share-based compensation, online and offline marketing and advertising expenses, commissions, and allocated overhead costs.

Our sales related commissions as a percentage of revenue were approximately 2%, 5% and 6% for the years ended December 31, 2025, 2024, and 2023, respectively. The year-over-year decrease is related to changes in our commissions model. For the years ended December 31, 2025, 2024 and 2023, our sales and marketing expenses as a percentage of revenue were approximately 51%, 55% and 60%, respectively.

As part of our ongoing go-to-market evolution, we are increasingly allocating resources toward enterprise sales efforts, including expanding our direct sales capacity and brand marketing initiatives. This has included rebalancing investments away from certain online marketing channels toward initiatives that we believe support long-term customer relationships and higher value contracts.

We expect our sales and marketing expenses will increase in absolute dollar amounts, as we plan to expand our sales and marketing efforts globally through personnel, online and offline marketing efforts and brand awareness. In the long term, as our business scales through customer expansion and market awareness, we anticipate that sales and marketing expenses as a percentage of total revenue will continue to decline.

**General and Administrative Expenses**

General and administrative expenses consist of salaries and related expenses, share-based compensation, charitable contributions to the monday.com Foundation, professional service fees and allocated overhead costs.

We expect our general and administrative expenses to increase in absolute dollars as we continue to grow and expand our operations and operate as a public company. In the long term, we expect that general and administrative expenses as a percent of total revenue will remain at approximately the same level. For the years ended December 31, 2025, 2024 and 2023, our general and administrative expenses as a percentage of revenue were approximately 12%, 15% and 13%, respectively.

**Financial Income, net**

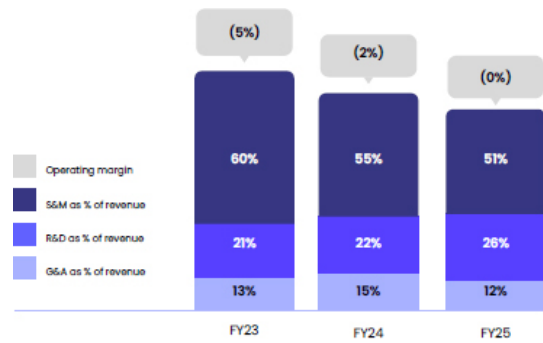
Financial income, net, consists primarily of interest generated by our money market funds, bank deposits and marketable securities, amortization of discount on marketable securities, and foreign exchange gains and losses, offset by bank charges and interest expenses.

**Income Tax Expense (Benefit)**

Income tax expense (benefit) consists of a one-time tax benefit associated

with the reversal of the valuation allowance associated with our deferred tax assets of \$61.1 million, partially offset by income tax related to foreign jurisdictions in which we conduct business.

### Comparison of Period-to-Period Results of Operations



The following tables set forth the consolidated statements of operations in U.S. dollars and as a percentage of revenue for the periods presented.

|                                              | Year ended December 31, |                |            |
|----------------------------------------------|-------------------------|----------------|------------|
|                                              | 2025                    | 2024           | 2023       |
|                                              |                         | (in thousands) |            |
| Revenue                                      | \$ 1,231,997            | \$ 971,995     | \$ 729,695 |
| Cost of revenue <sup>(1)</sup>               | 133,099                 | 103,691        | 80,645     |
| Gross profit                                 | 1,098,898               | 868,304        | 649,050    |
| Operating expenses:                          |                         |                |            |
| Research and development <sup>(1)</sup>      | 320,799                 | 213,709        | 156,500    |
| Sales and marketing <sup>(1)</sup>           | 630,851                 | 533,539        | 438,402    |
| General and administrative <sup>(1)(2)</sup> | 148,996                 | 142,090        | 92,733     |
| Total operating expenses                     | 1,100,646               | 889,338        | 687,635    |
| Operating loss                               | (1,748)                 | (21,034)       | (38,585)   |
| Financial income, net                        | 61,065                  | 55,500         | 41,911     |
| Income before income taxes                   | 59,317                  | 34,466         | 3,326      |
| Income tax benefit (expense)                 | 59,425                  | (2,094)        | (5,203)    |
| Net income (loss)                            | \$ 118,742              | \$ 32,372      | \$ (1,877) |

<sup>(1)</sup> Includes share-based compensation expense as follows:

|                                           | Year ended December 31, |                |          |
|-------------------------------------------|-------------------------|----------------|----------|
|                                           | 2025                    | 2024           | 2023     |
|                                           |                         | (in thousands) |          |
| Cost of revenue                           | \$ 8,561                | \$ 6,603       | \$ 6,307 |
| Research and development                  | 82,250                  | 50,995         | 38,737   |
| Sales and marketing                       | 44,084                  | 33,865         | 25,395   |
| General and administrative <sup>(2)</sup> | 42,116                  | 55,654         | 29,747   |
| Total share-based compensation expense    | 177,011                 | 147,117        | 100,186  |

(2) G&A expenses in 2024 include (i) an equity grant of \$17.9 million, which represents the fair market value of 68,000 of our ordinary shares that we contributed to the monday.com Foundation and is presented as part of share-based compensation in the table above, and (ii) a one-time cash contribution of \$6.3 million from us to the monday.com Foundation, calculated based on 1% of the gross proceeds from our initial public offering.

|                              | Year ended December 31, |      |      |
|------------------------------|-------------------------|------|------|
|                              | 2025                    | 2024 | 2023 |
| Revenue                      | 100%                    | 100% | 100% |
| Cost of revenue              | 11                      | 11   | 11   |
| Gross profit                 | 89                      | 89   | 89   |
| Operating Expenses:          |                         |      |      |
| Research and development     | 26                      | 22   | 21   |
| Sales and marketing          | 51                      | 55   | 60   |
| General and administrative   | 12                      | 15   | 13   |
| Total operating expenses     | 89                      | 92   | 94   |
| Operating loss               | (0)                     | (2)  | (5)  |
| Financial income, net        | 5                       | 6    | 6    |
| Income before income taxes   | 5                       | 3    | 1    |
| Income tax benefit (expense) | 5                       | (0)  | (1)  |
| Net income (loss)            | 10%                     | 3%   | (0)% |

Amounts may not sum to 100% due to rounding

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

### Revenue

|         | Year ended December 31, |                        | \$ change  | % change |
|---------|-------------------------|------------------------|------------|----------|
|         | 2025                    | 2024<br>(in thousands) |            |          |
| Revenue | \$ 1,231,997            | \$ 971,995             | \$ 260,002 | 27%      |

Revenue was \$1,232.0 million for the year ended December 31, 2025, an increase of \$260.0 million, or 27%, compared to \$972.0 million for the year ended December 31, 2024.

This increase was driven primarily by a combination of deferred revenue and open sales orders from prior periods' transactions in the amount of \$141.0 million, and new business activity from the current period of \$119.0 million. Specifically, out of the \$1,232.0 million of revenue for 2025, \$516.0 million was associated with performance obligations from prior periods and \$716.0 million was derived from current period activity, including contract renewals, expansions, and new client acquisitions.

The overall growth was driven by: (i) strong retention and renewals, successfully maintaining our core revenue base through consistent contract renewals; (ii) upselling and expansion efforts, including increased seat penetration, multi-product adoption, and broader adoption of AI capabilities, all of which significantly contributed to growth from existing customer transactions; and (iii) new client acquisition, securing new contracts and further expanding our market reach.

### Cost of Revenue and Gross Profit

|                 | Year ended December 31, |                        | \$ change | % change |
|-----------------|-------------------------|------------------------|-----------|----------|
|                 | 2025                    | 2024<br>(in thousands) |           |          |
| Cost of revenue | \$ 133,099              | \$ 103,691             | \$ 29,408 | 28%      |
| Gross profit    | 89%                     | 89%                    |           |          |

Cost of revenue was \$133.1 million for the year ended December 31, 2025, an increase of \$29.4 million, or 28%, compared to \$103.7 million for the year ended December 31, 2024.

This increase is directly related to the growth and scale of our business and was primarily driven by an increase of \$8.3 million in salaries and related expenses and an increase of \$2.0 million in share-based compensation expenses, due to increase in the number of employees, an increase of \$7.1 million in hosting expenses, an increase of \$5.7 million in third-party consulting costs, an increase of \$3.0 million in processing fees, an increase of \$1.4 million in software costs, and an increase in allocated overhead costs of \$1.0 million

as a result of increased overall costs to support our business growth and related infrastructure.

### Operating Expenses

|                            | Year ended December 31, |                        | \$ change  | % change |
|----------------------------|-------------------------|------------------------|------------|----------|
|                            | 2025                    | 2024<br>(in thousands) |            |          |
| Research and development   | \$ 320,799              | \$ 213,709             | \$ 107,090 | 50%      |
| Sales and marketing        | 630,851                 | 533,539                | 97,312     | 18%      |
| General and administrative | 148,996                 | 142,090                | 6,906      | 5%       |
| Total operating expenses   | \$ 1,100,646            | \$ 889,338             | \$ 211,308 | 24%      |

### Research and Development Expenses

Research and development expenses were \$320.8 million for the year ended December 31, 2025, an increase of \$107.1 million, or 50%, compared to \$213.7 million for the year ended December 31, 2024.

This increase is directly related to the growth and scale of our business and was primarily driven by an increase of \$59.6 million in salaries and related expenses and an increase of \$31.3 million in share-based compensation expenses due to an increase in the number of employees, an increase of \$10.3 million in allocated overhead costs as a result of increased overall costs to support our business growth and related infrastructure, an increase of \$2.9 million in software costs, and an increase of \$1.9 million in hosting costs.

### Sales and Marketing Expenses

Sales and marketing expenses were \$630.9 million for the year ended December 31, 2025, an increase of \$97.3 million, or 18%, compared to \$533.5 million for the year ended December 31, 2024.

This increase is directly related to the growth and scale of our business and was primarily driven by an increase of \$79.6 million in salaries and related expenses and an increase of \$10.2 million in share-based compensation expenses due to an increase in the number of employees, an increase of \$18.6 million in online marketing campaigns, branding and costs associated with global events, an increase of \$7.4 million in allocated overhead costs to support our business growth and related infrastructure, an increase of \$2.0 million in software costs, an increase of \$1.6 million in courses and conferences expenses, and an increase of \$2.2 million in travel expenses, partially offset by a decrease of \$25.2 million in partners commission expenses, due to capitalization.

### General and Administrative Expenses

General and administrative expenses were \$149.0 million for the year ended December 31, 2025, an increase of \$6.9 million, or 5%, compared to \$142.1 million for the year ended December 31, 2024.

This increase is directly related to the growth and scale of our business and was primarily driven by an increase of \$20.5 million in salaries and related expenses due to an increase in the number of employees, an increase of \$9.5 million in rent and related expenses mainly due to global expansion, an increase of \$4.2 million in third-party consulting costs, an increase of \$2.8 million in software expenses, an increase of \$2.0 million in depreciation expenses, an increase of \$1.9 million in bad debt expenses, an increase of \$1.5 million in employees welfare expenses, an increase of \$1.3 million in office maintenance expenses, an increase of \$1.0 million in travel expenses, and an increase of \$0.8 million in IT expenses, partially offset by an \$18.7 million increase in overhead allocation expenses to other departments, a \$13.5 million decrease in share-based compensation expenses due to a \$17.9 million equity contribution to the monday.com Foundation in 2024 and a \$7.1 million decrease in donation expenses mainly due to a one-time cash contribution of \$6.3 million in 2024 to the monday.com Foundation.

#### Financial Income, Net

|                       | Year ended December 31, |                |           |          |
|-----------------------|-------------------------|----------------|-----------|----------|
|                       | 2025                    | 2024           | \$ change | % change |
|                       |                         | (in thousands) |           |          |
| Financial income, net | \$ 61,065               | \$ 55,500      | \$ 5,565  | 10%      |

Financial income, net, was an income of \$61.1 million for the year ended December 31, 2025, an increase of \$5.6 million, or 10%, compared to income of \$55.5 million for the year ended December 31, 2024.

This increase in income was partially driven by positive global macroeconomic trends, such as higher interest on our money market funds, bank deposits and marketable securities and amortization of discount of \$4.2 million, and lower foreign currency losses of \$1.7 million.

#### Income Tax Benefit (Expense)

|                              | Year ended December 31, |                |           |          |
|------------------------------|-------------------------|----------------|-----------|----------|
|                              | 2025                    | 2024           | \$ change | % change |
|                              |                         | (in thousands) |           |          |
| Income tax benefit (expense) | \$ 59,425               | \$ (2,094)     | \$ 61,519 | 2,938%   |

Income tax benefit (expense) was a benefit of \$59.4 million for the year ended December 31, 2025 compared to income tax expense of \$2.1 million for the year ended December 31, 2024. The change was primarily attributable to the reversal of the valuation allowance on the Company's deferred tax assets in the fourth quarter of 2025 of \$61.1 million.

During 2024 and 2025, the Company generated sustained consolidated pretax income and, as of December 31, 2025, achieved cumulative pretax

income over the most recent three-year period. In addition, the Company has utilized net operating loss carryforwards in recent periods and expects to fully utilize the remaining balance during 2026. Based on this positive evidence, management concluded it is more likely than not that the Company's deferred tax assets will be realized and, accordingly, reversed the valuation allowance previously recorded.

The valuation allowance reversal resulted in a non-cash income tax benefit during the year and significantly reduced the Company's effective tax rate for 2025. No valuation allowance was recorded on deferred tax assets as of December 31, 2025.

For a comparison of the years ended December 31, 2024 and 2023, please see our Annual Report on Form 20-F for the year ended December 31, 2024, filed with the SEC on March 17, 2025.

### Non-GAAP Financial Measures

We regularly review several financial measures, including non-GAAP operating income and adjusted free cash flow, to evaluate our business, measure our performance, identify trends in our business, prepare financial forecasts and make strategic decisions. We believe these non-GAAP financial measures are useful in evaluating our performance in addition to our financial results prepared in accordance with GAAP. You should read these non-GAAP measures in conjunction with the discussion of our GAAP results of operations and together with our consolidated financial statements and related notes included elsewhere in this annual report.

Non-GAAP financial measures have limitations as analytical tools and should not be considered in isolation or as substitutes for financial information presented under GAAP. For example, other companies in our industry may calculate these non-GAAP financial measures differently or may use other measures to evaluate their performance. Investors are encouraged to review the reconciliations of these non-GAAP financial measures to their most directly comparable GAAP financial measures and to not rely on any single financial measure to evaluate our business.

The following table sets forth our non-GAAP operating income and adjusted free cash flow for the years ended December 31, 2025, 2024 and 2023:

|                           | Year ended December 31, |                |            |
|---------------------------|-------------------------|----------------|------------|
|                           | 2025                    | 2024           | 2023       |
|                           |                         | (in thousands) |            |
| Non-GAAP operating income | \$ 175,263              | \$ 132,383     | \$ 61,601  |
| Adjusted free cash flow   | \$ 322,660              | \$ 295,830     | \$ 204,945 |

### Non-GAAP Operating income

We define non-GAAP operating income as GAAP operating income (loss), adjusted for certain non-cash items such as share-based compensation

expenses. We exclude these items because we believe they do not reflect our ongoing operational performance and may not be comparable across periods. In addition, management uses non-GAAP operating income to evaluate our financial performance and for planning and forecasting purposes. Non-GAAP operating income should not be considered as an alternative to GAAP operating income (loss) or net income as an indicator of operating performance. The following table provides a reconciliation of non-GAAP operating income to GAAP operating loss for the periods indicated:

|                                                      | Year ended December 31, |                        |             |
|------------------------------------------------------|-------------------------|------------------------|-------------|
|                                                      | 2025                    | 2024<br>(in thousands) | 2023        |
| Operating loss                                       | \$ (1,748)              | \$ (21,034)            | \$ (38,585) |
| Share based compensation                             | 177,011                 | 129,209                | 100,186     |
| Charitable contribution to foundation <sup>(1)</sup> | —                       | 24,208                 | —           |
| Non-GAAP operating income                            | \$ 175,263              | \$ 132,383             | \$ 61,601   |

(1) Includes (i) an equity grant of \$17.9 million, which represents the fair market value of 68,000 of our ordinary shares that we contributed to the monday.com Foundation and (ii) a one-time cash contribution of \$6.3 million from us to the monday.com Foundation, calculated based on 1% of the gross proceeds from our initial public offering.

### Adjusted Free Cash Flow

We define adjusted free cash flow as net cash provided by operating activities, less cash used for purchases of property and equipment and capitalized software development costs, plus costs associated with the build-out and expansion of our corporate headquarters.

We believe adjusted free cash flow is a useful indicator of liquidity that provides information to management and investors, even if negative, about the amount of cash used in our operations and for investments in property and equipment and capitalized software development costs. However, we caution that adjusted free cash flow does not reflect our future contractual commitments and the total increase or decrease of our cash balance for a given period.

The following table provides a reconciliation of adjusted free cash flow to net cash provided by operating activities for the periods indicated:

|                                                                                                     | Year ended December 31, |                |            |
|-----------------------------------------------------------------------------------------------------|-------------------------|----------------|------------|
|                                                                                                     | 2025                    | 2024           | 2023       |
|                                                                                                     |                         | (in thousands) |            |
| Net cash provided by operating activities                                                           | \$ 333,644              | \$ 311,065     | \$ 215,404 |
| Purchase of property and equipment                                                                  | (20,362)                | (13,211)       | (7,901)    |
| Capitalized software development costs                                                              | (3,380)                 | (2,024)        | (2,558)    |
| Purchase of property and equipment related to build-out and expansion of our corporate headquarters | 12,758                  | —              | —          |
| Adjusted free cash flow                                                                             | \$ 322,660              | \$ 295,830     | \$ 204,945 |

## B. Liquidity and Capital Resources

As of December 31, 2025, we had \$1,503.1 million in cash and cash equivalents and \$162.3 million in short-term investments consisting of marketable securities. In the year ended December 31, 2025, we generated net cash provided by operating activities for the fifth consecutive year since our initial public offering in June 2021.

Excluding capital raises, our principal sources of funds are from our deferred revenue, which is included in the liabilities section of our consolidated balance sheet. Deferred revenue consists of payments received in advance of revenue recognition, excluding amounts subject to right of return, and is recognized as revenue recognition criteria are met. We generally invoice our customers in advance of services being provided. The majority of our deferred revenue is expected to be recognized as revenue during the succeeding 12-month period, provided all other revenue recognition criteria have been met.

As of December 31, 2025 and 2024, we had deferred revenue of \$411.6 million and \$342.6 million, respectively. We have generated losses from our operations as reflected in our accumulated deficit of \$433.3 million and \$552.0 million as of December 31, 2025 and 2024, respectively. Our future capital requirements will depend on many factors, including revenue growth and costs incurred to support customer usage and growth in our customer base, increased research and development expenses to support the growth of our business and related infrastructure, and general and administrative expenses to support being a publicly traded company.

We assess our liquidity primarily through our cash on hand, as well as the projected timing of billings under contract with our paying customers and related collection cycles. We believe our current cash and cash equivalents and marketable securities will be sufficient to meet our working capital and capital expenditure requirements as well as our share repurchase program for at least the next 12 months and for the foreseeable future.

The Company's material cash requirements, include the following contractual obligations:

**Leases:**

The Company has lease arrangements for offices. As of December 31, 2025, the Company had fixed lease payment obligations of \$189.5 million, with \$28.5 million payable within 12 months. Additionally, the Company also signed new lease agreements that have not commenced yet in Israel and the US with total undiscounted cash flows of \$51.7 million, of which \$1.5 million is payable within the next 12 months.

**Other Purchase Obligations:**

The Company's other purchase obligations primarily consist of noncancelable obligations related to supplier arrangements, licensed intellectual property, and hosting. As of December 31, 2025, the Company had other purchase obligations of \$73.2 million, with \$55.7 million payable within 12 months.

**Share repurchase program:**

In addition to its contractual cash requirements, the Company authorized a share repurchase program in September 2025 in the amount of up to \$870 million with no expiration date. The program does not obligate the Company to acquire a minimum amount of its ordinary shares. In the fourth quarter of 2025, the Company repurchased 883,913 of its ordinary shares in the total amount of \$135.0 million. All repurchases were made using cash resources. As of December 31, 2025, \$735.0 million remained of our share repurchase program.

**Cash Flows**

The following table presents the summary consolidated cash flow information for the periods presented:

|                                                     | Year ended December 31, |                |            |
|-----------------------------------------------------|-------------------------|----------------|------------|
|                                                     | 2025                    | 2024           | 2023       |
|                                                     |                         | (in thousands) |            |
| Net cash provided by operating activities           | \$ 333,644              | \$ 311,065     | \$ 215,404 |
| Net cash used in investing activities               | (133,716)               | (70,805)       | (10,459)   |
| Net cash provided by (used in) financing activities | \$ (108,381)            | 55,214         | \$ 25,289  |

For a comparison of the years ended December 31, 2024 and 2023, please see our Annual Report on Form 20-F for the year ended December 31, 2024, filed with the SEC on March 17, 2025.

**Operating Activities**

Cash provided by operating activities for the year ended December 31, 2025 of \$333.6 million was primarily related to our net income of \$118.7 million, adjusted for non-cash charges of \$189.0 million and net cash inflows of \$25.9 million resulting from changes in our operating assets and liabilities. Non-cash charges primarily consisted of share-based compensation, depreciation and amortization of property and equipment and amortization of discount

and accretion of interest on marketable securities. The main drivers of the changes in operating assets and liabilities were \$69.0 million in deferred revenue, resulting primarily from increased billings for subscriptions, \$60.0 million in accrued expenses and other liabilities, and \$8.4 million in accounts payable, primarily driven by payments timing differences. These amounts were partially offset by \$61.1 million in deferred tax assets, net, \$45.6 million in prepaid expenses and other assets, and \$4.7 million in accounts receivable, net, due to increases in sales, primarily driven by timing differences.

#### **Investing Activities**

Cash used in investing activities during the year ended December 31, 2025 was \$133.7 million, primarily as a result of purchases of \$187.8 million of marketable securities, purchases of \$20.4 million of property and equipment and \$3.4 million of capitalized software development costs, partially offset by proceeds from maturities of marketable securities of \$77.9 million.

#### **Financing Activities**

Cash used in financing activities for the year ended December 31, 2025 was \$108.4 million and was primarily as a result of the repurchase and immediate retirement of our ordinary shares in the amount of \$135.0 million and a \$15.2 million repayment of tax advance relating to exercises of share options and RSUs, net, partially offset by proceeds of \$41.9 million from the exercise of share options, purchases under the employee share purchase plan.

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

We do not have any off-balance sheet arrangements, as defined by applicable regulations of the SEC, that are reasonably likely to have a current or future material effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

### **C. Research and development, patents and licenses, etc.**

Refer to "Part 1 - Who We Are" and "Part 4 - Operating and Financial Review and Prospects - Operating Results" for information on our research and development policies for the last three years.

### **D. Trend information**

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events since December 31, 2025 that are reasonably likely to have a material adverse effect on our net revenue, income, profitability, liquidity or capital resources, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial condition

## E. Critical Accounting Estimates

Our significant accounting estimates and their effect on our financial condition and results of operations are more fully described in our audited consolidated financial statements included elsewhere in this annual report. We have prepared our financial statements in conformity with GAAP, which requires management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes. Critical accounting estimates are those estimates made in accordance with GAAP that involve a significant level of estimation uncertainty and have had or are reasonably likely to have a material impact on our financial condition or results of operations. These estimates are prepared using our best judgment, after considering past and current events and economic conditions. While management believes the factors evaluated provide a meaningful basis for establishing and applying sound accounting policies, management cannot guarantee that the estimates will always be consistent with actual results.

These estimates are based on information available as of the date of the financial statements; therefore, actual results could differ from those estimates. The critical accounting estimates that we believe have the most significant impact on our consolidated financial statements are described below.

### Revenue Recognition

Our revenue consists primarily of subscription revenue derived from access to our Work OS platform. Our subscription contracts are offered primarily on a monthly or annual basis, and a large portion of the arrangements are paid in full upfront at the outset of the arrangement. Customers may not take possession over the software and instead are granted continuous access to our products over the contractual period. Accordingly, the arrangements are accounted for as service contracts.

Our subscription contracts generally include a fixed number of users and fixed price per user. Revenue for these arrangements is recognized ratably over the contract term. Our subscription contracts are generally non-cancelable except for contracts with first-time customers whereby the contract terms provide rights to cancel the contract in the first 30 days for a pro-rated refund for unutilized days.

Historically, refunds have not been material and can be reasonably estimated, and therefore no provision for refund liability has been recorded to date.

In accordance with ASC 606, revenue is recognized when a customer obtains control of promised services. The amount of revenue recognized reflects the consideration we expect to be entitled to receive in exchange for these services. We determine revenue recognition through the following steps:

# 1. Identification of the contract, or contracts, with the customer.

We consider the terms and conditions of our contracts and the customary business practices in identifying our contracts under ASC 606. We determine a contract with a customer to exist when the contract has been approved by both parties, it can identify each party's rights regarding the services to be transferred and the payment terms for the services, it has determined the customer to have the ability and intent to pay, and the contract has commercial substance.

We apply judgment in determining the customer's ability and intent to pay, which is based on a variety of factors, including the customer's payment history or, in the case of a new customer, credit and financial information pertaining to the customer.

# 2. Identification of the performance obligations in the contract.

Performance obligations committed in a contract are identified based on the services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its own or together with other resources that are readily available, and are distinct in the context of the contract, whereby the transfer of the services and the products is separately identifiable from other promises in the contract.

Our performance obligations generally consist of access to our Work OS and related support services which is considered one performance obligation.

Our customers do not have the ability to take possession of the software, and through access to the products we provide a series of distinct software-based services that are satisfied over the term of the subscription.

# 3. Determination of the transaction price.

The transaction price is determined based on the consideration to which we expect to be entitled in exchange for transferring services to the customer. Payment terms are generally upfront at the time of the transaction, except for enterprise customers, which are generally net 30 days. In instances where the timing of revenue recognition differs from the timing of invoicing, we have determined our contracts generally do not include a significant financing component. We applied the practical expedient in ASC 606 and did not evaluate payment terms of one year or less for the existence of a significant financing component. Our policy is to exclude sales and other indirect taxes when measuring the transaction price.

# 4. Allocation of the transaction price to the performance obligations in the contract.

Our contracts contain a single performance obligation. Therefore, the entire transaction price is allocated to the single performance obligation.

# 5. Recognition of revenue when, or as, a performance obligation is satisfied.

Revenue is recognized ratably over the term of the subscription agreement, generally beginning on the date that the product is made available to a customer.

**Contract balances**

Contract assets consist of unbilled accounts receivable, which occur when a right to consideration for the Company's performance under the customer contract occurs before invoicing to the customer. The amount of unbilled accounts receivable included within accounts receivable, net on the consolidated balance sheets was immaterial for the periods presented.

Contract liabilities consist of deferred revenue. The Company records contract liabilities when cash payments are received in advance of performance to deferred revenue or to customer advances in case of refund rights.

**Contract costs**

Sales commissions earned by external partners and by internal salespersons are considered incremental and recoverable costs of acquiring customer contracts. These costs are capitalized and amortized on a straight-line basis over the anticipated period of benefit, which is estimated to be three years, taking into consideration anticipated contract renewals. The Company determined the period of benefit by taking into consideration historical customer attrition rates, the useful life of the Company's technology, and other factors.

The Company has elected to apply the practical expedient allowed by ASC 606, according to which incremental costs of obtaining a contract are recognized as an expense when incurred if the amortization period of the asset is one year or less, and the initial commission rate is commensurate with the commission rate on subsequent renewals.

**Income Taxes — Valuation Allowance on Deferred Tax Assets**

The accounting for income taxes requires management to make significant estimates and judgments in determining the realizability of deferred tax assets. Deferred tax assets are recognized to the extent management concludes it is more likely than not that such assets will be realized, which requires an evaluation of both positive and negative evidence in accordance with ASC 740.

Significant judgment is involved in assessing the weight of available evidence, including historical and projected taxable income, cumulative results over recent periods, the utilization of net operating loss carryforwards, and the duration of carryforward periods. Objective evidence, such as cumulative pretax income or loss in recent years, is given greater weight than subjective evidence, including forecasts of future taxable income.

During 2025, the Company achieved cumulative consolidated pretax income for the three-year period ended December 31, 2025 and continued to utilize net operating loss carryforwards. Based on these factors, and after weighing all available evidence, management concluded it was more likely than not that the Company's deferred tax assets would be realized and reversed the valuation allowance in the fourth quarter of 2025.

Changes in assumptions or future operating results could require the Company to adjust its valuation allowance in future periods, which could have a material effect on income tax expense and the effective tax rate.

## F. Recently Issued Accounting Pronouncements

A description of recently issued accounting pronouncements that may potentially impact our financial position, results of operations or cash flows is disclosed in Note 2 to our audited consolidated financial statements included elsewhere in this annual report.

## G. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of foreign currency exchange rates and interest rates, which are discussed in detail below.

### Foreign Currency Risk

The U.S. dollar is our functional currency. The majority of our revenue was denominated in U.S. dollars for the years ended December 31, 2025, 2024 and 2023; however, certain expenses comprising our cost of revenue and operating expenses were denominated in NIS, mainly payroll and rent.

This foreign currency exposure gives rise to market risk associated with exchange rate movements of the U.S. dollar against the NIS. Furthermore, we anticipate that a material portion of our expenses will continue to be denominated in NIS.

A decrease of 5% in the U.S. dollar to NIS exchange rate would have increased our cost of revenue and operating expenses by approximately 1% during each of the years ended December 31, 2025, 2024 and 2023. If the NIS fluctuates significantly against the U.S. dollar, it may have a negative impact on our results of operations.

To reduce the impact of foreign exchange risks associated with forecasted future cash flows and the volatility in our Consolidated Statements of Operations, we have established a hedging program, as further described in Note 2 to our audited consolidated financial statements included in this annual report. Foreign currency contracts are generally utilized in this hedging program.

Our foreign currency contracts are short-term in duration. We do not enter into derivative instruments for trading or speculative purposes. We account for our derivative instruments as either assets or liabilities and carry them at fair value in the Consolidated Balance Sheets. The accounting for changes in the fair value of the derivative depends on the intended use of the derivative and the resulting designation. Our hedging program reduces but does not eliminate the impact of currency exchange rate movements.

Our derivatives expose us to credit risk to the extent the counterparties may be unable to meet the terms of the agreement. We seek to mitigate such risk by limiting our counterparties to major financial institutions and by spreading the risk across a number of major financial institutions. However, failure of one or more of these financial institutions is possible and could result in incurred losses.

As of December 31, 2025, the notional amount of our outstanding foreign exchange contracts was \$188.1 million, all of which met the requirements of hedge accounting.

The table below provides information regarding our derivative instruments held in order to limit the exposure to exchange rate fluctuation as of December 31, 2025 (in thousands of dollars).

Derivatives designated as hedging instruments:

|                             | Maturity in<br>2026 |
|-----------------------------|---------------------|
| Foreign exchange contracts: |                     |
| NIS                         | \$ 188,088          |
| Total                       | \$ 188,088          |

**Interest rate risk**

We believe we have no significant exposure to interest rate risk, as we have no long-term loans. However, our future interest income may fall short of expectations due to changes in market interest rates.

## Part 5 - Consolidated Financial Statements and Additional Financial Information

### Consolidated Financial Statements

Starting at page 173, we have appended, as part of this annual report, our consolidated financial statements.

### Controls and procedures

#### Disclosure Controls and Procedures

As required by Rule 13a-15(b) under the Exchange Act, our management, with the participation of our Co-Chief Executive Officers and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act), as of the end of the period covered by this annual report on Form 20-F. Based on such evaluation, our Co-Chief Executive Officers and our Chief Financial Officer have concluded that, as of December 31, 2025, our disclosure controls and procedures were effective at the reasonable assurance level.

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating and implementing possible controls and procedures.

#### Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act. Our management conducted an assessment of the effectiveness of our internal control over financial reporting based on the criteria set forth in "Internal Control - Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, our management concluded that, as of December 31, 2025, our internal control over financial reporting was effective.

#### Attestation Report of the Registered Public Accounting Firm

Our independent registered public accounting firm, Brightman Almagor Zohar & Co., a firm in the Deloitte Global Network, has audited the consolidated financial statements included in this annual report on Form 20-F, and, as part of its audit, has issued its attestation report regarding the effectiveness of our internal control over financial reporting as of December 31, 2025. The report of Brightman Almagor Zohar & Co. is included with our consolidated financial statements included elsewhere in this annual report and is incorporated herein by reference.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the year ended December 31, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Principal accountant fees and services

We have recorded the following fees for professional services rendered by Brightman Almagor Zohar & Co., a firm in the Deloitte Global Network, an independent registered public accounting firm, for the years ended December 31, 2025 and 2024:

|                               | 2025           | 2024   |
|-------------------------------|----------------|--------|
|                               | (In thousands) |        |
| Audit fees <sup>(1)</sup>     | \$ 830         | \$ 725 |
| Audit related fees            | —              | —      |
| Tax Fees <sup>(2)</sup>       | 76             | 65     |
| All other fees <sup>(3)</sup> | 66             | —      |
| Total fees                    | \$ 972         | \$ 790 |

- (1) Audit fees consist of professional services provided in connection with the audit of our annual consolidated financial statements and the review of our unaudited quarterly consolidated financial statements.
- (2) Tax fees consist of fees for professional services for tax compliance, tax advice, and tax audits. These services include consultation on tax matters and assistance regarding federal, state, and international tax compliance.
- (3) Other fees relate to due diligences and other non audit services.

Our Audit Committee has adopted a pre-approval policy for the engagement of our independent accountant to perform certain audit and non-audit services. Pursuant to this policy, which is designed to ensure such engagements do not impair the independence of our auditors, the audit committee pre-approves each type of audit, audit-related, tax and other permitted services, subject to the ability of the Audit Committee to delegate certain pre-approval authority to one or more of its members. All audit and non-audit services provided by our auditors in 2025 and 2024 were approved in accordance with our policy.

Legal Proceedings

From time to time, we may be involved in legal or regulatory proceedings arising in the ordinary course of our business. We are currently not a party to

any material litigation, and we are not aware of any pending or threatened material legal or administrative proceedings against us. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

## Dividend Policy

We have never declared or paid any dividends on our ordinary shares. We do not anticipate paying any dividends in the foreseeable future. We currently intend to retain future earnings, if any, to finance operations and expand our business. Our board of directors has sole discretion over whether to pay dividends.

If our board of directors decides to pay dividends, the form, frequency and amount will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that our directors may deem relevant.

## Significant Changes

No significant changes have occurred since December 31, 2025, except as otherwise disclosed in this annual report.

## Taxation

The following description is not intended to constitute a complete analysis of all tax consequences relating to the acquisition, ownership and disposition of our ordinary shares. You should consult your own tax advisor concerning the tax consequences of your particular situation, as well as any tax consequences that may arise under the laws of any state, local, foreign or other taxing jurisdiction.

### Israeli Tax Considerations

The following is a brief summary of the material Israeli tax laws applicable to us and certain Israeli Government programs that benefit us. This section also contains a discussion of material Israeli tax consequences concerning the ownership and disposition of our ordinary shares purchased by investors.

This summary does not discuss all the aspects of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances or to some types of investors subject to special treatment under Israeli law. Examples of such investors include residents of Israel or traders in securities who are subject to special tax regimes not covered in this discussion. To the extent the discussion is based on new tax legislation that has not yet been subject to judicial or administrative interpretation, we cannot assure you that the appropriate tax authorities or the courts will accept the views expressed in this discussion. The discussion below is subject to change, including due to amendments under Israeli law or changes to the applicable judicial or administrative interpretations of Israeli law, which change could affect the tax consequences described below. The discussion should not be construed as legal or professional tax advice and does not cover all possible tax considerations.

**General Corporate Tax Structure in Israel**

Israeli resident companies are generally subject to corporate tax. The current corporate tax rate, as from 2018, is 23%. However, the effective tax rate payable by a company that derives income from a Preferred Enterprise or a Preferred Technological Enterprise (as discussed below) may be considerably less.

Capital gains derived by an Israeli resident company are generally subject to the prevailing corporate tax rate. Under Israeli tax law, a corporation will be considered as an "Israeli resident" if it meets one of the following: (a) it was incorporated in Israel; or (b) the control and management of its business are operated from Israel.

Generally, business losses can be offset against income from any source in the same year. Losses may be carried forward and set-off without time limit against income from any trade or business or capital gains arising in the business, but not against income from any other source. Carrybacks of losses are not allowed.

**Law for the Encouragement of Industry (Taxes), 5729-1969**

The Law for the Encouragement of Industry (Taxes), 5729-1969, generally referred to as the Industry Encouragement Law, provides several tax benefits for "Industrial Companies." We believe that as of December 31, 2025, including also 2022-2024, we qualified as an Industrial Company within the meaning of the Industry Encouragement Law, and we believe that we currently continue to qualify as such.

The Industry Encouragement Law defines an "Industrial Company" as an Israeli resident company incorporated in Israel, of which 90% or more of its income in any tax year, other than income from certain government loans, is derived from an "Industrial Enterprise" owned by it and located in Israel or in the "Area," in accordance with the definition in section 3A of the Israeli Income Tax Ordinance (New Version) 1961 (the "Ordinance"). An "Industrial Enterprise" is defined as an enterprise that is held by an Industrial Company whose principal activity in a given tax year is industrial production.

The following corporate tax benefits, among others, are available to Industrial Companies:

- amortization of the cost of purchased patent, rights to use a patent, and know-how, which are used for the development or advancement of the Industrial Enterprise, over an eight-year period, commencing on the year in which such rights were first exercised;
- under limited conditions, an election to file consolidated tax returns with related Israeli Industrial Companies; and
- expenses related to a public offering are deductible in equal amounts over three years commencing on the year of the offering.

Eligibility for benefits under the Industry Encouragement Law is not contingent upon approval of any governmental authority.

There can be no assurance that we will continue to qualify as an Industrial Company or that the benefits described above will be available in the future.

#### **Tax Benefits and Grants for Research and Development**

Israeli tax law allows, under certain conditions, a tax deduction for expenditures, including capital expenditures, related to scientific research and development for the year in which they are incurred. Expenditures are deemed related to scientific research and development projects, if:

- the expenditures are approved by the relevant Israeli government ministry, determined by the field of research;
- the research and development must be for the promotion of the company; and
- the research and development is carried out by or on behalf of the company seeking such tax deduction.

The amount of such deductible expenses is reduced by the sum of any funds received through government grants for the finance of such scientific research and development projects. Under these research and development deduction rules, no deduction is allowed for any expense invested in an asset depreciable under the general depreciation rules of the Ordinance.

Expenditures related to scientific research and development that were not specifically approved by the relevant Israeli government ministry, and therefore do not qualify for this special deduction, are deductible in equal amounts over three years.

From time to time, we may apply to the Israel Innovation Authority ("IIA") for approval to allow a tax deduction for all research and development expenses during the year incurred. There can be no assurance that such approval will be granted.

#### **Law for the Encouragement of Capital Investments, 5719-1959**

The Law for the Encouragement of Capital Investments, 5719-1959, generally referred to as the Investment Law, provides certain incentives for capital investments in production facilities (or other eligible assets).

The Investment Law was significantly amended effective as of April 1, 2005, as of January 1, 2011, and as of January 1, 2017 ("2017 Amendment"). The 2017 Amendment introduces new benefits for Technology Enterprises, alongside the existing tax benefits.

#### **Tax Benefits Under the 2017 Amendment**

The 2017 Amendment was enacted as part of the Economic Efficiency Law that was published on December 29, 2016, and is effective as of January 1, 2017. The 2017 Amendment provides new tax benefits for two types of "Technological Enterprises," as described below, and is in addition to the other existing tax benefits programs under the Investment Law.

The 2017 Amendment provides that a technology company satisfying certain conditions will qualify as a "Preferred Technological Enterprise" and will thereby enjoy a reduced corporate tax rate of 12% on income that qualifies as "Preferred Technological Income," as defined in the Investment Law. In addition, a Preferred Technological Company will enjoy a reduced corporate tax rate of 12% on capital gain derived from the sale of certain "Benefitted Intangible Assets" (as defined in the Investment Law) to a related foreign company if the Benefitted Intangible Assets were acquired from a foreign company after January 1, 2017, for at least NIS 200 million, and the sale receives prior approval from the IIA.

The 2017 Amendment further provides that a technological company satisfying certain conditions (including a group turnover of at least NIS 10 billion) will qualify as a "Special Preferred Technological Enterprise" and will thereby enjoy a reduced corporate tax rate of 6% on "Preferred Technological Income" regardless of the company's geographic location within Israel. In addition, a Special Preferred Technological Enterprise will enjoy a reduced corporate tax rate of 6% on capital gain derived from the sale of certain "Benefitted Intangible Assets" to a related foreign company if the Benefitted Intangible Assets were either developed by the Special Preferred Technological Enterprise or acquired from a foreign company on or after January 1, 2017, and the sale received prior approval from IIA. A Special Preferred Technological Enterprise that acquires Benefitted Intangible Assets from a foreign company for more than NIS 500 million will be eligible for these benefits for at least 10 years, subject to certain approvals as specified in the Investment Law.

Dividends distributed by a Preferred Technological Enterprise or a Special Preferred Technological Enterprise, paid out of Preferred Technological Income, are generally subject to withholding tax at source at the rate of 20% (and in the case of non-Israeli shareholders – subject to the receipt in advance of a valid certificate from the ITA allowing for such withholding, a lower rate as may be provided in an applicable tax treaty). However, if such dividends are paid to an Israeli company, no tax is required to be withheld (although, if such dividends are subsequently distributed to individuals or a non-Israeli company, the aforesaid will apply). If such dividends are distributed to a foreign company that holds (solely or together with other foreign companies) 90% or more in the Israeli company, and other conditions are met, the withholding tax rate will be 4%.

We believe that, as of December 31, 2025 in each of the three years then ended, we qualify as a Preferred Technological Enterprise, and continue to examine our qualification, as well as the amount of Preferred Technological Income we may have, and other benefits that we may receive under the 2017 Amendment. We have obtained tax rulings from the Israel Tax Authority regarding our status as a Preferred Technological Enterprise, which is in effect for the years 2019-2028, subject to provisions. In order to remain eligible for the tax benefits for a "Preferred Technological Enterprise", we must continue to meet certain conditions stipulated in the Investment Law and its regulations, as amended, and under the condition that there will be no change in the

business activity and/or in the business model or a significant reduction in the scope of research and development. However, in the future, if these tax benefits are reduced, canceled or discontinued, our Israeli taxable income from the Preferred Technological Enterprise would be subject to regular Israeli corporate tax rates. Additionally, if we increase our activities outside of Israel through acquisitions, for example, our expanded activities might not be eligible for inclusion in future Israeli tax benefit programs.

## Taxation of Non-Israeli Resident Shareholders

### Capital Gains Taxes

Israeli capital gains tax is imposed on the disposition of capital assets by a non-Israeli resident if those assets (i) are located in Israel, (ii) are shares or a right to shares in an Israeli resident corporation or (iii) represent, directly or indirectly, rights to assets located in Israel, unless a tax treaty between Israel and the seller's country of residence provides otherwise. The Israeli tax law distinguishes between "Real Capital Gain" and "Inflationary Surplus."

Inflationary Surplus is a portion of the total capital gain which is equivalent to the increase in the relevant asset's price that is attributable to the increase in the Israeli Consumer Price Index or, in certain circumstances, a foreign currency exchange rate, between the date of purchase and the date of disposition.

Inflationary Surplus is currently not subject to tax in Israel. Real Capital Gain is the excess of the total capital gain over the Inflationary Surplus. Generally, Real Capital Gain accrued by individuals on the sale of our ordinary shares will be taxed at the rate of 25%. However, if the individual shareholder is a "substantial shareholder" at the time of sale or at any time during the preceding 12-month period, such gain will be taxed at the rate of 30%. A "substantial shareholder" is generally a person who alone or together with such person's relative or another person who collaborates with such person on a permanent basis, holds, directly or indirectly, at least 10% of any of the "means of control" of the corporation. "Means of control" generally include the right to vote, receive profits, nominate a director or an executive officer, receive assets upon liquidation, or order someone who holds any of the aforesaid rights how to act, regardless of the source of such right. Real Capital Gain derived by corporations will be generally subject to a corporate tax rate of 23% (in 2025).

A non-Israeli resident who derives capital gains from the sale of shares of an Israeli resident company that were purchased following the listing of the shares of the company for trading on a stock exchange outside of Israel will be exempt from Israeli capital gains tax so long as the shares were not held through a permanent establishment maintained by the non-Israeli resident in Israel. However, non-Israeli corporations will not be entitled to the foregoing exemption if Israeli residents (i) have a controlling interest of more than 25% in any of the means of control of such non-Israeli corporation or (ii) are the beneficiaries of, or are entitled to, 25% or more of the revenue or profits of such non-Israeli corporation, whether directly or indirectly. In addition, such exemption is not applicable to a person whose gains from selling or disposing the shares are deemed to be business income.

Additionally, a sale of securities by a non-Israeli resident may be exempt from Israeli capital gains tax under the provisions of an applicable tax treaty. For example, under the Convention Between the Government of the United States of America and the Government of the State of Israel with respect to Taxes on Income, as amended ("United States-Israel Tax Treaty"), the sale, exchange or other disposition of shares by a shareholder who is a United States resident (for purposes of the treaty) holding the shares as a capital asset and is entitled to claim the benefits afforded to such a resident by the United States-Israel Tax Treaty (a "Treaty U.S. Resident") is generally exempt from Israeli capital gains tax, unless: (i) the capital gain arising from such sale, exchange or disposition is attributed to real estate located in Israel; (ii) the capital gain arising from such sale, exchange or disposition is attributed to royalties; (iii) the capital gain arising from such sale, exchange or disposition is attributed to a permanent establishment in Israel, under certain terms; (iv) such Treaty U.S. Resident holds, directly or indirectly, shares representing 10% or more of the voting capital during any part of the 12-month period preceding the disposition, subject to certain conditions; or (v) such Treaty U.S. Resident is an individual and was present in Israel for 183 days or more during the relevant taxable year. In any such case, the sale, exchange or disposition of such shares would be subject to Israeli tax, to the extent applicable. However, under the United States-Israel Tax Treaty, a U.S. Resident may be permitted to claim a credit for the Israeli tax against the U.S. federal income tax imposed with respect to the sale, exchange or disposition of the shares, subject to the limitations under U.S. laws applicable to foreign tax credits. The United States-Israel Tax Treaty does not provide such credit against any U.S. state or local taxes.

Regardless of whether non-Israeli shareholders may be liable for Israeli capital gains tax on the sale of our ordinary shares, the payment of the consideration for such sale may be subject to withholding of Israeli tax at source and holders of our ordinary shares may be required to demonstrate they are exempt from tax on their capital gains in order to avoid withholding at source at the time of sale. Specifically, the Israel Tax Authority may require shareholders who are not liable for Israeli capital gains tax on such a sale to sign declarations in forms specified by the Israel Tax Authority, provide documentation (including, for example, a certificate of residency) or obtain a specific exemption from the Israel Tax Authority confirming their status as non-Israeli residents (and, in the absence of such declarations or exemptions, the Israel Tax Authority may require the purchaser of the shares to withhold tax at source).

**Taxation on Receipt of Dividends**

Non-Israeli residents (whether individuals or corporations) are generally subject to Israeli income tax on the receipt of dividends paid on our ordinary shares at the rate of 25% (or 30% in the case such shareholder is considered a "substantial shareholder" at any point in the preceding 12-month period),

which will be withheld at source, unless relief is provided in an applicable tax treaty between Israel and the shareholder's country of residence. However, a distribution of dividends to non-Israeli residents is subject to withholding tax at source at a rate of 20% if the dividend is distributed from income attributed to a Preferred (including Preferred Technological) Enterprise. If the dividend is attributable in part to income derived from a Preferred Enterprise or a Preferred Technological Enterprise, the withholding rate will be a blended rate reflecting the relative portions of the types of income. We cannot assure you that we will designate the profits we may distribute in a way that will reduce shareholders' tax liability. Such dividends are generally subject to Israeli withholding tax at a rate of 25%, so long as the shares are registered with a nominee company (whether the recipient is a substantial shareholder or not) and 20% if the dividend is distributed from income attributed to a Preferred Enterprise.

However, a reduced tax rate may be provided under an applicable tax treaty. For example, under the United States-Israel Tax Treaty, the maximum rate of tax withheld at source in Israel on dividends paid to a holder of our ordinary shares who is a Treaty U.S. Resident is 25%. However, generally, the maximum rate of withholding tax on dividends not generated by a Preferred Enterprise, that are paid to a United States corporation holding 10% or more of the outstanding voting capital throughout the tax year in which the dividend is distributed, as well as during the previous tax year is 12.5%, provided that not more than 25% of the gross income for such preceding year consists of certain types of dividends and interest. If dividends are distributed from income attributed to a Preferred Enterprise, or a Preferred Technological Enterprise and the foregoing conditions are met, such dividends are subject to a withholding tax rate of 15% for a shareholder that is a United States corporation.

#### **Surtax**

Subject to the provisions of an applicable tax treaty, individuals who are subject to income tax in Israel (whether any such individual is an Israeli resident or non-Israeli resident) are also subject to an additional tax at a rate of 3% on annual income (including, but not limited to, income derived from dividends, interest and capital gains) exceeding NIS 721,560 for 2025, which amount is generally linked to the annual change in the Israeli consumer price index (with the exception that based on new Israeli legislation such amount, and certain other statutory amounts, will not be linked to the Israeli consumer price index for the years 2025-2027). In addition, according to new legislation, effective January 1, 2025, an additional 2% excess tax is imposed on Capital-Sourced Income (defined as income from any source other than employment income, business income or income from "personal effort"), to the extent that the Individual's Capital Sourced Income exceeds the specified threshold of NIS 721,560 (and regardless of the employment/business income amount of such individual). This new surtax applies, among other things, to income from capital gains, dividends, interest, rental income, or the sale of real property.

**Estate and Gift Tax**

Israeli law presently does not impose estate or gift taxes.

**U.S. Federal Income Tax Considerations**

The following summary describes certain United States federal income tax considerations generally applicable to United States Holders (as defined below) of our ordinary shares. This summary deals only with our ordinary shares held as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended ("Internal Revenue Code"). This summary also does not address the tax consequences that may be relevant to holders in special tax situations including, without limitation, dealers in securities, traders that elect to use a mark-to-market method of accounting, holders that own our ordinary shares as part of a "straddle," "hedge," "conversion transaction," or other integrated investment, banks or other financial institutions, individual retirement accounts and other tax-deferred accounts, insurance companies, tax-exempt organizations, United States expatriates, holders whose functional currency is not the U.S. dollar, holders subject to any alternative minimum tax, holders that acquired our ordinary shares in a compensatory transaction, holders which are entities or arrangements treated as partnerships for United States federal income tax purposes or holders that actually or constructively through attribution own 10% or more of the total voting power or value of our outstanding ordinary shares.

This summary is based upon the Internal Revenue Code, applicable United States Treasury regulations, administrative pronouncements and judicial decisions, in each case as in effect on the date hereof, all of which are subject to change (possibly with retroactive effect). No ruling will be requested from the Internal Revenue Service ("IRS"), regarding the tax consequences described herein, and there can be no assurance that the IRS will agree with the discussion set out below. This summary does not address any United States federal tax consequences other than United States federal income tax consequences (such as the estate and gift tax or the Medicare tax on net investment income).

As used herein, the term "United States Holder" means a beneficial owner of our ordinary shares that is, for United States federal income tax purposes, (i) an individual who is a citizen or resident of the United States, (ii) a corporation or other entity taxable as a corporation created or organized under the laws of the United States or any state thereof or therein or the District of Columbia, (iii) an estate the income of which is subject to United States federal income taxation regardless of its source, or (iv) a trust (a) that is subject to the supervision of a court within the United States and the control of one or more United States persons as described in Internal Revenue Code Section 7701(a) (30), or (b) that has a valid election in effect under applicable United States Treasury regulations to be treated as a "United States person."

If an entity or arrangement treated as a partnership for United States federal income tax purposes acquires our ordinary shares, the tax treatment of a partner in the partnership generally will depend upon the status of the partner and the activities of the partnership. Such a partner or a partnership should consult their tax advisors regarding the United States federal income tax consequences of acquiring, owning, and disposing of our ordinary shares.

**THE SUMMARY OF UNITED STATES FEDERAL INCOME TAX CONSEQUENCES SET OUT BELOW IS FOR GENERAL INFORMATION ONLY. ALL PROSPECTIVE INVESTORS SHOULD CONSULT THEIR TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF OWNING AND DISPOSING OF OUR ORDINARY SHARES, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL AND NON-U.S. TAX LAWS AND POSSIBLE CHANGES IN TAX LAW.**

#### **Dividends**

Although we do not anticipate paying any dividends in the foreseeable future, as described in "Part 5 - Consolidated Financial Statements and Additional Financial Information— Dividend Policy" above, if we do make any distributions, subject to the discussion below under "Passive Foreign Investment Company", the amount of dividends paid to a United States Holder with respect to our ordinary shares before reduction for any Israeli taxes withheld therefrom generally will be included in the United States Holder's gross income as ordinary income from foreign sources to the extent paid out of our current or accumulated earnings and profits (as determined for United States federal income tax purposes). Distributions in excess of earnings and profits will be treated as a non-taxable return of capital to the extent of the United States Holder's tax basis in those ordinary shares and thereafter as capital gain.

However, we do not intend to calculate our earnings and profits under United States federal income tax principles. Therefore, United States Holders should expect to treat a distribution as a dividend even if that distribution would otherwise be treated as a non-taxable return of capital or as capital gain under the rules described above.

Foreign withholding tax (if any) paid on dividends on our ordinary shares at the rate applicable to a United States Holder (taking into account any applicable income tax treaty) will, subject to limitations and conditions, be treated as foreign income tax eligible for credit against such holder's United States federal income tax liability or, at such holder's election, eligible for deduction in computing such holder's United States federal taxable income. Dividends paid on our ordinary shares generally will constitute "foreign source income" and "passive category income" for purposes of the foreign tax credit. However, if we are a "United States-owned foreign corporation," solely for foreign tax credit purposes, a portion of the dividends allocable to our United States source earnings and profits may be re-characterized as United States source. A "United States-owned foreign corporation" is any foreign corporation in which United States persons own, directly or indirectly, 50% or more (by vote or by value) of the stock. In general, United States-owned foreign corporations with less than 10% of earnings and profits attributable to sources within the United States are an exception from these rules. If we are treated as a "United States-owned foreign corporation," and if 10% or more of our earnings and profits are attributable to sources within the United States, a portion of the dividends paid on the ordinary shares allocable to our United States source earnings and profits will be treated as United States source, and, as such, the ability of a United States Holder to claim a foreign tax credit for any Israeli withholding taxes payable in respect of our dividends may be limited.

Pursuant to applicable United States Treasury regulations (subject to temporary relief potentially available under applicable IRS Notices until further IRS guidance), however, if a United States Holder is not eligible for the benefits of an applicable income tax treaty or does not elect to apply such treaty, then such holder may not be able to claim a foreign tax credit arising from any foreign tax imposed on a distribution on our ordinary shares, depending on the nature of such foreign tax. The rules governing the treatment of foreign taxes imposed on a United States Holder and foreign tax credits are complex, and United States Holders should consult their tax advisors about the impact of these rules in their particular situations, including their eligibility for benefits under an applicable income tax treaty and the potential impact of the applicable United States Treasury regulations and IRS Notices.

Dividends received by certain non-corporate United States Holders (including individuals) may be "qualified dividend income," which is taxed at the lower capital gain rate, provided that (i) either our ordinary shares are readily tradable on an established securities market in the United States or we are eligible for benefits under a comprehensive United States income tax treaty that includes an exchange of information program and which the United States Treasury Department has determined is satisfactory for these purposes, (ii) we are neither a passive foreign investment company ("PFIC") (as discussed below) nor treated as such with respect to the United States Holder for either the taxable year in which the dividend is paid or the preceding taxable year, and (iii) the United States Holder satisfies certain holding period and other requirements. In this regard, shares generally are considered to be readily tradable on an established securities market in the United States if they are listed on the Nasdaq, as our ordinary shares are. United States Holders should consult their tax advisors regarding the availability of the reduced tax rate on dividends paid with respect to our ordinary shares. The dividends will not be eligible for the dividends received deduction available to United States Holders that are corporations in respect of dividends received from other United States corporations.

#### **Disposition of Ordinary Shares**

Subject to the discussion below under "Passive Foreign Investment Company", a United States Holder generally will recognize capital gain or loss for United States federal income tax purposes on the sale or other taxable disposition of our ordinary shares equal to the difference, if any, between the amount realized and the United States Holder's tax basis in those ordinary shares.

If any Israeli tax is imposed on the sale, exchange or other disposition of our ordinary shares, a United States Holder's amount realized will include the gross amount of the proceeds of the dispositions before deduction of the Israeli tax. In general, capital gains recognized by a non-corporate United States Holder, including an individual, are subject to a lower rate under current law if such United States Holder held the ordinary shares for more than one year.

The deductibility of capital losses is subject to limitations. Any such gain or loss generally will be treated as United States source income or loss for purposes of the foreign tax credit. A United States Holder's tax basis in its ordinary shares generally will equal the cost of such shares. Because gain for the sale or other taxable disposition of our ordinary shares will be treated as United States source income, and a United States Holder may use foreign tax credits against only the portion of United States federal income tax liability that is attributed to foreign source income in the same category, a United States Holder's ability to utilize a foreign tax credit with respect to the Israeli tax imposed on any such sale or other taxable disposition, if any, may be significantly limited. In addition, if a United States Holder is eligible for the benefit of the income tax convention between the United States and the State of Israel and pays Israeli tax in excess of the amount applicable to the United States Holder under such convention or if the Israeli tax paid is refundable, the United States Holder will not be able to claim any foreign tax credit or deduction with respect to such excess portion of Israeli tax paid or the amount of Israeli tax refunded. In addition, pursuant to applicable United States Treasury regulations (subject to temporary relief potentially available under applicable IRS Notices until further IRS guidance), if a United States Holder is not eligible for the benefits of an applicable income tax treaty or does not elect to apply such treaty, then such holder may not be able to claim a foreign tax credit arising from any foreign tax imposed on the disposition of our ordinary shares, depending on the nature of such foreign tax. The rules governing the treatment of foreign taxes imposed on a United States Holder and foreign tax credits are complex, and United States Holders should consult their tax advisors as to whether the Israeli tax on gains may be creditable or deductible in light of their particular circumstances, including their eligibility for benefits under an applicable treaty and the potential impact of applicable United States Treasury regulations and IRS Notices.

**Passive Foreign Investment Company**

We would be a PFIC for any taxable year if, after the application of certain look-through rules, either: (i) 75% or more of our gross income for such year is "passive income" (as defined in the relevant provisions of the Internal Revenue Code), or (ii) 50% or more of the value of our assets (generally determined on the basis of a quarterly average) during such year is attributable to assets that produce or are held for the production of passive income. For these purposes, cash and other assets readily convertible into cash or that do or could generate passive income are categorized as passive assets, and the value of goodwill and other unbooked intangible assets is generally taken into account. Passive income generally includes, among other things, rents, dividends, interest, royalties, gains from the disposition of passive assets and gains from commodities and securities transactions. For purposes of this test, we will be treated as owning a proportionate share of the assets and earning a proportionate share of the income of any other corporation of which we own, directly or indirectly, at least 25% (by value) of the stock. Based on our market

capitalization and the composition of our income, assets and operations, we believe we were not a PFIC for the year ending December 31, 2025 and do not expect to be a PFIC for United States federal income tax purposes for the current taxable year or in the foreseeable future. However, this is a factual determination that must be made annually after the close of each taxable year. Moreover, the value of our assets for purposes of the PFIC determination may be determined by reference to the trading value of our ordinary shares, which could fluctuate significantly. In addition, it is possible that the IRS may take a contrary position with respect to our determination in any particular year, and therefore, there can be no assurance that we were not a PFIC for the year ending December 31, 2025 or will not be classified as a PFIC, in the current taxable year or in the future. Certain adverse United States federal income tax consequences could apply to a United States Holder if we are treated as a PFIC for any taxable year during which such United States Holder holds our ordinary shares. Under the PFIC rules, if we were considered a PFIC at any time that a United States Holder holds our ordinary shares, we would continue to be treated as a PFIC with respect to such holder's investment unless (i) we cease to be a PFIC, and (ii) the United States Holder has made a "deemed sale" election under the PFIC rules.

If we are a PFIC for any taxable year that a United States Holder holds our ordinary shares, unless the United States Holder makes certain elections, any gain recognized by the United States Holder on a sale or other disposition of our ordinary shares would be allocated pro-rata over the United States Holder's holding period for the ordinary shares. The amounts allocated to the taxable year of the sale or other disposition and to any year before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or the highest rate in effect for corporations, as appropriate, for that taxable year, and an interest charge would be imposed. Further, to the extent that any distribution received by a United States Holder on our ordinary shares exceeds 125% of the average of the annual distributions on the ordinary shares received during the preceding three years or the United States Holder's holding period, whichever is shorter, that distribution would be subject to taxation in the same manner as gain on the sale or other disposition of our ordinary shares if we were a PFIC, described above. If we are treated as a PFIC with respect to a United States Holder for any taxable year, the United States Holder will be deemed to own equity in any of the entities in which we hold equity that also are PFICs. Certain elections may be available that would result in alternative treatments (such as mark-to-market treatment) of the ordinary shares. In addition, a timely election to treat us as a qualified electing fund under the Internal Revenue Code would result in an alternative treatment. However, we do not intend to prepare or provide the information that would enable United States Holders to make a qualified electing fund election. If we are considered a PFIC, a United States Holder also will be subject to annual information reporting requirements. United States Holders should consult their tax advisors about the potential application of the PFIC rules to an investment in the ordinary shares.

**Information Reporting and Backup Withholding**

Dividend payments and proceeds paid from the sale or other taxable disposition of our ordinary shares may be subject to information reporting to the IRS. In addition, a United States Holder (other than an exempt holder who establishes its exempt status if required) may be subject to backup withholding on dividend payments and proceeds from the sale or other taxable disposition of our ordinary shares paid within the United States or through certain U.S.-related financial intermediaries.

Backup withholding will not apply, however, to a United States Holder who furnishes a correct taxpayer identification number, makes other required certification and otherwise complies with the applicable requirements of the backup withholding rules. Backup withholding is not an additional tax. Rather, any amount withheld under the backup withholding rules will be creditable or refundable against the United States Holder's United States federal income tax liability, provided the required information is timely furnished to the IRS.

**Foreign Financial Asset Reporting**

Certain United States Holders are required to report their holdings of certain foreign financial assets, including equity of foreign entities, if the aggregate value of all of these assets exceeds certain threshold amounts. Our ordinary shares are expected to constitute foreign financial assets subject to these requirements unless the ordinary shares are held in an account at certain financial institutions. United States Holders should consult their tax advisors regarding the application of these reporting requirements.

## Part 6 - Risk Factors

### Risk factors summary

The following summarizes the principal risks that could materially and adversely affect our business, financial condition, operating results and growth prospects.

### Risks related to our business and industry

- If we fail to effectively manage the scope and complexity of our business following years of rapid growth, we may be unable to execute our business plan or maintain high levels of service and customer satisfaction.
- We have experienced an increase in operating expenses and anticipate increasing operating expenses in the future, and we may not be able to maintain profitability.
- We face exposure to foreign currency exchange rate fluctuations.
- We derive a majority of our revenue from monday work management.
- We have experienced, and expect to continue to experience, quarterly fluctuations in our results of operations.
- Real or perceived errors, failures, vulnerabilities, or bugs in our platform, products, or third-party applications offered on our app marketplace, could harm our business, results of operations, and financial condition.
- If there are interruptions or performance problems associated with the technology or infrastructure underlying our platform, then our users may experience service outages, other organizations may be reluctant to adopt our products and our reputation could be harmed.
- Issues relating to the use of artificial intelligence ("AI") and machine learning ("ML") in our offerings could adversely affect our reputation, business and operating results.
- If we are unable to attract customers, grow our retention rates, expand usage within organizations, including through cross-selling and upselling, and sell subscription plans, our revenue growth and any future profitability could be harmed.
- Because we recognize subscription revenue over the subscription term, downturns or upturns in new sales and renewals are not immediately reflected in full in our results of operations.
- Our sales efforts may require considerable time and expense, and the use of differing sales strategies may extend our sales cycles.
- Changes in the sizes or types of businesses that purchase our platform and products could negatively affect our operating results.

- If we fail to offer high quality customer support or fail to effectively develop and expand our direct sales capabilities, our customer base expansion, business and reputation could suffer.
- Our corporate culture has contributed to our success, and if we cannot preserve this culture as we grow, we could lose the innovation, creativity, and teamwork fostered by our culture.
- Because our success depends, in part, on our ability to expand sales and customer support of our products and products internationally, our business is susceptible to risks associated with international operations.
- Compliance with laws and regulations applicable to our global operations, including export controls, also substantially increases our cost of doing business in foreign jurisdictions.
- Future acquisitions, strategic investments, partnerships, or alliances could be difficult to identify and integrate, divert the attention of key management personnel, disrupt our business, dilute shareholder value, and harm our results of operations and financial condition.
- We are subject to risks associated with scrutiny related to environmental and social matters.
- We are subject to a series of risks related to climate change.
- We depend on our founders and other key employees, and the loss of one or more of these employees could harm our business.
- An inability to attract and retain other highly skilled employees could harm our business.
- Our failure to raise additional capital or generate cash flows necessary to expand our operations and invest in new technologies in the future could reduce our ability to compete successfully and harm our results of operations.
- Uncertain global economic conditions and inflation could materially adversely affect our business and results of operations.

### Risks related to our market and competitive landscape

- The market and software categories in which we participate are competitive, new, and rapidly changing.
- Our ability to introduce new products, features, integrations, capabilities, and enhancements is dependent on adequate research and development resources.

### Risks related to third parties

- If we are unable to ensure that our products interoperate with a variety of software applications that are developed by third parties, including our partners, our products may become less competitive, and our results of operations may be harmed.

- We rely on third-party application stores to distribute our mobile application.
- Our growth depends in part on the success of our strategic relationships with third parties.
- We rely on web search engines, both traditional and AI-generated, to direct traffic to our website through search engines and networking sites.
- Interruptions or delays in services from third parties or our inability to adequately plan for and manage service interruptions or infrastructure capacity requirements could impair the delivery of our services and harm our business.

### Risks related to privacy, data, and cybersecurity

- A security incident may allow unauthorized access to our or our third-party vendors' systems, networks, or data or the data of users and organizations using our platform.
- We are subject to stringent and changing laws, regulations, industry standards, policies, and contractual obligations related to privacy, data protection, and data security.
- Evolving security and privacy laws and regulations, cross-border data transfer restrictions, data localization requirements, and other domestic or foreign laws or regulations may limit the use and adoption of our services, expose us to liability or otherwise adversely affect our business.
- Legislation regulating AI, online content and the digital economy may impose additional regulatory obligations on us, which may subject us to liability if we are not compliant with these laws and may affect the results of our operations as we are required to adjust our business practices.

### Risks related to taxation

- Changes in tax laws or regulations we are subject to in the various tax jurisdictions may have an adverse effect on us or our customers and could increase the costs of our products and harm our business.
- Our results of operations may be harmed if we are required to collect sales or other similar indirect taxes for subscriptions to our products in jurisdictions where we have not historically done so.
- The enactment of legislation implementing changes in taxation of international business activities, the adoption of other corporate tax reform policies, or changes in tax legislation or policies could impact our future financial position and results of operations.
- There can be no assurance that we will not be classified as a passive foreign investment company, which could result in adverse U.S. federal income tax consequences to United States Holders of our ordinary shares.

- Our ability to realize our deferred tax assets depends on our ability to achieve and maintain profitability.

### Risks related to our proprietary and intellectual property rights

- If we fail to adequately maintain, protect, or enforce our proprietary and intellectual property rights, our competitive position could be impaired, and we may lose valuable assets, generate reduced revenue, experience slower growth rates and incur costly litigation to protect our rights.
- Our results of operations may be harmed if we are subject to a protracted infringement claim, a claim that results in a significant damage award or a claim that results in an injunction.
- Our platform and products utilize open-source software, and any defects or security vulnerabilities in the open-source software could negatively affect our business.
- Our failure to successfully protect our intellectual property rights could negatively affect our business.

### Risks related to operations as a public company and ordinary shares

- One of our Co-Founders and Co-Chief Executive Officers holds one founder share with certain veto rights, thereby limiting your ability to influence certain key matters affecting our business and affairs.
- We are a foreign private issuer and, as a result, we are not subject to U.S. proxy rules and are subject to Exchange Act reporting obligations that, to some extent, are more lenient and less frequent than those of a U.S. domestic public company.
- As a "foreign private issuer" that follows certain home country corporate governance practices, our shareholders may not have the same protections afforded to shareholders of companies that are subject to all corporate governance rules of Nasdaq.
- We may lose our foreign private issuer status in the future, which could result in significant additional costs and expenses.
- Provisions of Israeli law and our amended and restated articles of association may delay, prevent, or make undesirable an acquisition of all or a significant portion of our shares or assets.
- We do not expect to pay any dividends in the foreseeable future.
- We cannot guarantee that we will repurchase any of our ordinary shares pursuant to our announced repurchase program or that our repurchase program will enhance long-term shareholder value.

## Risks related to our incorporation and location in Israel

- Conditions in Israel, including due to the war between Israel and Iran, and other conflicts in the region, could materially and adversely affect our business.
- It may be difficult to enforce a U.S. judgment against us and our officers and directors named in this annual report, or to assert U.S. securities laws claims in Israel or serve process on our non-U.S. officers and directors.
- Your rights and responsibilities as our shareholder are governed by Israeli law, which may differ in some respects from the rights and responsibilities of shareholders of U.S. corporations.
- We may become subject to claims for remuneration or royalties for assigned service invention rights by our employees, which could result in litigation and adversely affect our business.
- 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.
- Our amended and restated articles of association provide that unless the Company consents otherwise, the competent courts of Tel Aviv, Israel, shall be the sole and exclusive forum for substantially all disputes between the Company and its shareholders under the Israeli Companies Law and the Israeli Securities Law.

## Risks related to our Digital Lift Initiative and the monday.com Foundation

- Risks related to our Digital Lift Initiative makes us susceptible to unintended consequences.

## Risks related to legal and regulatory matters

- Our business and financial results may be affected by various litigation and regulatory proceedings.
- 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 penalties or significant fines and harm our business and reputation.
- We are subject to governmental export controls and economic sanctions laws that could impair our ability to compete in international markets and subject us to liability if we are not in full compliance with applicable laws.
- Geopolitical conflicts may adversely affect our business and results of operations.

## Risks related to our business and industry

**If we fail to effectively manage the scope and complexity of our business following years of rapid growth, we may be unable to execute our business plan or maintain high levels of service and customer satisfaction.**

In recent years, the rapid growth in the number of our employees, customers and offices has placed, and may continue to place, significant demands on our management and our operational and financial resources. Additionally, our organization's structure, operations and scope are becoming more complex, requiring us to scale our operational, financial and management controls and reporting systems and procedures.

As we continue to grow our business after years of rapid growth, we face challenges in integrating, developing, training, and motivating a growing employee base in our various offices around the world and maintaining our company culture. Moreover, our continued growth will require significant capital expenditures and the allocation of valuable management resources. Our growth has placed, and future growth could continue to place, a significant strain on our management, customer experience, research and development, sales and marketing, and other resources. If we fail to manage the scope and complexity of our business in a manner that preserves high levels of customer service and the key aspects of our corporate culture, the quality of our products and services may suffer, which could negatively affect our reputation and harm our ability to attract and retain employees, users and customers.

**We have experienced an increase in operating expenses and anticipate increasing operating expenses in the future, and we may not be able to maintain profitability.**

We have incurred significant net losses in the past and only recently became profitable. We may not be able to maintain profitability in the future. Because the market for our products and the features, integrations, capabilities, and enhancements as well as other products we offer is rapidly evolving and has not yet reached widespread adoption, it is difficult for us to predict our future results of operations or the limits of our market opportunity. Our operating expenses have increased in previous years, and we expect our operating expenses will increase over the next several years, as we hire additional personnel, expand our partners, operations, and infrastructure, continue to enhance our brand, develop, and expand our products' features, integrations, capabilities, and enhancements, expand and improve our application programming interfaces ("APIs"), and increase our spending on sales and marketing.

**We face exposure to foreign currency exchange rate fluctuations.**

We report our financial results in U.S. dollars, and we collect our revenue primarily in U.S. dollars. However, a significant portion of our headcount related expenses are denominated in New Israeli Shekels ("NIS"), which subjects us to exchange rate risks that may materially and adversely affect our financial results.

Foreign currency exchange rates have been, and could continue to be, subject to increased volatility. In the years ended December 31, 2025 and 2024, approximately 25% and 21% of our expenses, respectively, were denominated in NIS. If the NIS appreciates against the U.S. dollar or if the value of the NIS declines against the U.S. dollar at a time when the rate of inflation in the cost of Israeli goods and services exceeds the rate of decline in the relative value of the NIS, then the U.S. dollar cost of our operations in Israel would increase and our results of operations could be materially and adversely affected. The Israeli annual rate of inflation amounted to 2.68% and 3.2% for the years ended December 31, 2025 and 2024, respectively. The appreciation of the NIS in relation to the U.S. dollar amounted to 12.5% for the year ended December 31, 2025, compared to depreciation of 0.6 % for the year ended December 31, 2024. We cannot predict any future trends in the rate of inflation in Israel or the rate of depreciation or appreciation of the NIS against the U.S. dollar.

In addition, we transact in non-U.S. dollar currencies for our products and, accordingly, changes in the value of non-U.S. dollar currencies relative to the U.S. dollar could affect our revenue and results of operations due to transactional and translational remeasurements that are reflected in our results of operations. We use forward derivative instruments and plain vanilla options to hedge a significant portion of the exposures, but the use of such hedging instruments may not fully offset the adverse financial effects of unfavorable movements in foreign currency exchange rates over the limited time the hedges are in place. Moreover, the use of hedging instruments may introduce additional risks if we are unable to structure effective hedges with such instruments or if we are unable to forecast hedged exposures accurately.

**We derive a majority of our revenue from monday work management.**

The market acceptance of monday work management is critical to our success. Demand for this product and our other products is affected by a number of factors, many of which are beyond our control, such as continued market acceptance of our products by customers for existing and new use cases, the timing of development and release of new products, features, functionality and lower cost alternatives introduced by our competitors, technological changes, including AI, and developments within the markets we serve, and growth or contraction in our addressable markets. If we are unable to continue to meet customer demands or to achieve more widespread market acceptance of our products, our business, results of operations, and financial condition could be harmed.

**We have experienced, and expect to continue to experience, quarterly fluctuations in our results of operations.**

Our results of operations have fluctuated from quarter to quarter in the past and may continue to vary significantly in the future, so period-to-period comparisons of our results of operations may not be meaningful. Our quarterly financial results may fluctuate due to many factors outside of our control, may

be difficult to predict, and may not fully reflect the underlying performance of our business, given that we recognize subscription revenue over the subscription term. Accordingly, our financial results in any one quarter should not be relied upon as indicative of future performance. Factors that may cause fluctuations in our quarterly financial results include, but are not limited to:

- the level of demand for our products;
- our ability to grow or maintain our retention rates, expand usage within our customer base and sell our subscription plans to existing and future customers;
- our ability to convert users of our trial or free versions into paying customers;
- costs and timing of expenses related to the acquisition of businesses, talent, technologies or intellectual property, including potentially significant amortization costs and possible write-downs;
- the impact of market volatility and economic downturns caused by macro-economic forces out of our control;
- the timing and success of new features, integrations, capabilities and enhancements by us to our products or by our competitors to their products or any other change in the competitive landscape of our market;
- errors in our forecasting of the demand for our products, which could lead to lower revenue, increased costs or both;
- the amount and timing of operating expenses, capital expenditures, and operating leases;
- the timing of expenses and recognition of revenue;
- security breaches, technical difficulties, disruptions or outages on our platform resulting in service level agreement credits;
- adverse litigation judgments, other dispute-related settlement payments or other litigation-related costs;
- changes in the legislative or regulatory environment or in legal and regulatory compliance costs in new and existing markets;
- number of new employees, amount of share-based compensation and timing of the grant or vesting of equity awards to employees, directors or consultants;
- pricing pressure as a result of competition or otherwise;
- fluctuations and volatility in foreign currency exchange rates;
- general geopolitical and economic conditions in domestic or international markets; and
- expenses incurred in connection with our Digital Lift Initiative, including the monday.com Foundation.

**Real or perceived errors, failures, vulnerabilities, or bugs on our platform, products, or third-party applications offered on our app marketplace could harm our business, results of operations, and financial condition.**

We have historically experienced, and expect to continue to experience, errors, failures, vulnerabilities, and bugs on our platform and products, especially when updates are deployed or new products are rolled out. Our customers use our platform and products for important aspects of their businesses, and any errors, failures, vulnerabilities, or bugs affecting the performance of our platform may negatively affect our customers' businesses and could harm our reputation. In addition, our online systems, including our website and mobile applications, could contain undetected errors, bugs or misconfigurations that could adversely affect their performance. Additionally, we regularly update and enhance our website, our platform, and our other online systems and introduce new versions of our software applications. These updates may contain undetected errors when first introduced or released, which may cause disruptions in our services and may, as a result, cause us to lose market share, and our reputation, business, financial condition, and results of operations could be materially and adversely affected.

In addition, third-party applications on our app marketplace may not meet the same quality standards that we apply to our own development efforts. Accordingly, these applications may contain bugs, vulnerabilities, or failures, which could create disruptions in our customers' use of our products, lead to data loss or unauthorized access to customer data, damage our brand and reputation, and affect the continued use of our products, any of which could harm our business, results of operations and financial condition.

**If there are interruptions or performance problems associated with the technology or infrastructure underlying our platform, then our users may experience service outages, other organizations may be reluctant to adopt our products, and our reputation could be harmed.**

Our continued growth and customer loyalty depends, in part, on the ability of existing and potential users to access our products at all times without interruption or degradation of performance. We have in the past, and may in the future, experience disruptions, data loss, outages, and other performance problems with our infrastructure due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, capacity constraints, denial-of-service attacks, ransomware attacks or other security-related incidents. For example, in 2025 our platform sustained irregularities in our infrastructure resulting from disruptions or configuration issues of our third-party service providers, AWS and Cloudflare, resulting in reduced service availability. In the future, we may not be able to identify the cause or causes of performance problems in a timely manner. We may not be able to maintain the level of service uptime and performance required by our users, especially during peak usage times and as our user traffic and number of integrations continue to increase, which may negatively affect our customers' businesses and could harm our reputation and require us to make refunds or provide credits to our customers.

Our platform and products are accessed by a large number of users. As we continue to expand the number of our users and features, integrations, capabilities, and enhancements available to our customers, we will need to ensure that our platform and products can scale to meet the evolving needs of our customers, particularly as we continue to focus on enterprise organizations. However, we may not be able to scale our technology to accommodate the increased capacity requirements, which may result in interruptions or delays in service, and our customers may seek compensation from us for any losses they suffer, and may cease conducting business with us.

Further, we have created mobile applications and mobile versions of our products to respond to the increasing number of people who access the internet and cloud-based software applications through mobile devices, including smartphones and handheld tablets or laptop computers. If these mobile applications do not perform well, our business may suffer.

Any of the above circumstances or events may harm our reputation, cause organizations on our platform to terminate their agreements with us, impair our ability to obtain subscription renewals, impair our ability to grow our user base, subject us to financial penalties and liabilities under our service level agreements with our customers, cause us to issue credits or other compensation to customers, and otherwise harm our business, reputation, results of operations and financial condition.

**Issues relating to the use of AI and ML in our offerings could adversely affect our reputation, business and operating results.**

We have implemented AI features, including generative AI features, and ML throughout our platform and products, including monday AI services, which include features, applications, bots, agents, and other functionalities based on artificial intelligence and machine learning data models. These AI features are available to customers and prospective customers, and we continue to test and improve such functionalities. The technologies underpinning these features are still in the early stages of commercial use and exist in a nascent regulatory environment, which presents legal, regulatory, ethical, reputational, competitive and financial risks. In addition to our proprietary AI technologies, we also rely on AI technologies from third parties and continue to incorporate additional AI and ML solutions and features into our products and our business. We are in the process of reassessing and refining our AI models as part of our efforts to cross sell and upsell products, and we expect these solutions and features to become more important to our operations or to our future growth over time.

We expect to rely on AI solutions and features to help drive future growth in our business, but there can be no assurance that we will realize the desired or anticipated benefits from AI. Additionally, we may not be successful in monetizing AI or recouping our investments and may fail to properly implement or market our AI solutions and features. AI technologies are complex and rapidly evolving, and our competitors or other third parties may incorporate AI into their products, offerings, and solutions more quickly or more successfully than us. Developing, testing and deploying third-party AI systems may also increase the cost profile of our product offerings due to the nature of the computing costs involved in such systems and due to control of pricing by these third-parties, which could negatively impact our margins and adversely affect our business and operating results, especially if we are unable to raise the prices we charge our customers to offset these increased costs.

Our ability to effectively implement and market our AI solutions and features depends, in part, on our ability to attract and retain employees with AI expertise, and we continue to expect significant competition for professionals with the skills and technical knowledge that we will require.

Moreover, changes in the ongoing development of, how we use, train, design, develop and deploy AI and ML technologies including the models that we utilize could present risks, including if these technologies are (i) incorrectly designed or implemented, (ii) based on incomplete, inadequate, flawed, inaccurate, insufficient, biased, or otherwise poor-quality data or data to which we do not have sufficient rights, or (iii) are adversely impacted by unforeseen defects, technical challenges, cybersecurity threats, or material performance issues. In addition, we depend on the availability, support, efficacy, compatibility, and safeguards of third-party AI technologies for certain products and services, and disruptions, outage, loss of information, improper processing of data, increased pricing to use third-party AI technologies or termination of relationships with third-party AI technology providers could negatively impact us. In the event the AI tools we provide to customers do not perform reliably or in accordance with stated expectations, we may need to disable user access to such AI tools, which may undermine confidence in our use or deployment of AI, reduce customer confidence or demand for our solutions, or expose us to reputational harm, competitive harm, or legal liability. Similarly, if the AI tools that we use for internal business purposes do not perform in accordance with expectations, we may be forced to discontinue or restrict the use of such tools. Any mitigation efforts related to the foregoing may negatively affect our business and operations.

The introduction of AI technologies into new or existing products may result in new or enhanced legal or regulatory scrutiny, confidentiality or security and privacy risks, ethical concerns, misuse or other complications that could adversely affect our business, reputation, or financial results. In particular, there is a risk that generative AI could produce inaccurate or misleading content, or other discriminatory or unexpected results or behaviors, or generate irrelevant, nonsensical, or factually incorrect results, all of which could harm our reputation, business, or customer relationships. Moreover, unauthorized use or misuse of AI by our employees, customers or others, may result in reputational harm, privacy law violations, legal and contractual liability, or regulatory actions. While we aim to invest and develop AI in a responsible, measured, legal and ethical manner, we may not be successful in navigating the evolving social, ethical, regulatory and legal issues relating to the use of new and evolving technologies, such as AI. The intellectual property ownership and license rights, including copyright, surrounding AI technologies has not been fully addressed by courts or national or local laws or regulations, and the use or adoption of third-party AI technologies into our products and services may result in exposure to claims of copyright infringement or other intellectual property misappropriation. Any of the above could adversely affect our business, operations, reputation or financial results.

The market for AI and ML technologies is rapidly evolving and remains unproven in many industries, including our own. We cannot be sure that the market will continue to grow or that it will grow in ways we anticipate. Additionally, we face competition in the creation and implementation of AI and ML technologies, and our competitors may develop AI technologies that are comparable to or better than ours, and/or do so sooner or in a more costeffective way. If we are unable to develop, offer, or deploy new and high quality AI or ML technologies quickly or in a cost effective manner compared to our competitors, our business, operations, reputation or financial results could be adversely affected.

**If we are unable to attract customers, grow our retention rates, expand usage within organizations, including through cross-selling and upselling, and sell subscription plans, our revenue growth and any future profitability could be harmed.**

To increase our revenue and maintain profitability, we must increase our customer base through various methods, including, but not limited to, converting customers using our trial version into paying customers, growing or maintaining our retention rates, and expanding usage of our products within organizations that are our customers, including through cross-selling and upselling. If our cross-selling and upselling efforts are unsuccessful or if our existing customers do not expand their use of our products or adopt additional offerings and features, our operating results may suffer.

Sales efforts targeted at organizations typically involve greater costs, longer sales cycles, greater competition, and less predictability in completing some of our sales. As a result of these factors, these sales opportunities may require us to devote greater sales, research and development, and customer support resources to these customers, resulting in increased costs and lengthened sales cycles. If our efforts to sell to large organizations are not successful or do not generate additional revenue, our business could suffer.

Moreover, our business is mainly subscription based. Organizations are not obligated to and may not renew their subscriptions after their existing subscriptions expire or they may renew at a lower price by downgrading the plans to which they subscribed or reducing their number of users.

Organizations may or may not renew their subscriptions as a result of a number of factors, many of which are outside our control.

It is also difficult to predict attrition rates given our varied customer base of enterprise organizations, mid-market and small business customers. Our attrition rates may increase or fluctuate due to customer dissatisfaction with our products and services, customers' spending levels, mix of customer base, decreases in the number of users at our customers, competition, pricing increases, or changing or deteriorating general economic conditions.

If organizations, including our target customers, do not renew their subscriptions, renew on less favorable terms, or fail to add more users, or if we fail to expand within organizations on our platform, our revenue may decline or grow less quickly than anticipated, which could harm our business, results of operations and financial condition.

Additionally, organizations can and do subscribe to multiple subscription plans simultaneously for a variety of reasons. For example, many of our customers are large organizations with distributed procurement processes, in which different buyers, departments, or affiliates make their own purchasing decisions based on distinct product features or separate budgets. Existing customers may also acquire or merge into another organization that is already subscribed to our platform or products or complete a reorganization or spin-off transaction that results in an organization subscribing to multiple subscription plans.

**Because we recognize subscription revenue over the subscription term, downturns or upturns in new sales and renewals are not immediately reflected in full in our results of operations.**

We generally recognize revenue from subscriptions ratably over the term of the contract subscription period beginning on the date access to our platform is granted. Our subscription arrangements generally have monthly or annual contractual terms and require advance payment for monthly or annual periods. As a result, much of the revenue we report each quarter is the recognition of deferred revenue from recurring subscriptions entered into during previous quarters. Consequently, a decline in new or renewed recurring subscription contracts in any one quarter will not be fully reflected in revenue in that quarter but could negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in new or renewed sales of our recurring subscriptions are not reflected in full in our results of operations until future periods. By contrast, a significant portion of our costs are expensed as incurred while revenue is recognized over time. As a result, an increase in customers could result in our recognition of higher costs and lower revenue in the earlier portion of the subscription term. Finally, because revenue from new customers or from existing customers that increase their use of our platform and products is recognized over the applicable subscription term, our subscription-based revenue model makes it difficult for us to rapidly increase our revenue through additional sales in any period.

**Our sales efforts may require considerable time and expense, and the use of differing sales strategies may extend our sales cycles.**

Our current sales strategy to large organizations follows flywheel and top-down models, where we attempt to engage a given customer's account base by initially gaining acceptance from an individual user or team and, thereafter, expanding vertically, horizontally and organically within that user's organization, including through cross selling and upselling. A large organization's decision to use or expand the use of our products can sometimes be an organization-wide decision. Accordingly, we may need to engage with senior management and other key personnel within an organization for our expansion model to be successful. Moreover, larger organizations may demand additional customization, integration, features, and support services, which may require us to devote greater sales support, research and development, customer experience, and professional services resources, resulting in increased costs.

**Changes in the sizes or types of businesses that purchase our platform and products could negatively affect our operating results.**

We have sold and will continue to sell to organizations ranging from small businesses to enterprises. Our gross margins can vary depending on numerous factors related to the implementation and use of our platform and products, including the level of adoption of our platform and products by our customers and the level of professional services and support required by a customer. Sales to enterprise customers may entail longer sales cycles and more significant selling efforts. Selling to small businesses may involve greater churn risk and uncertainty. If there are changes in the mix of businesses that purchase our platform or the mix of the product plans purchased by our customers, our gross margins could decrease and our operating results could be adversely affected.

**If we fail to offer high quality customer support or fail to effectively develop and expand our direct sales capabilities, our customer base expansion, business and reputation could suffer.**

Customers rely on our high quality support services to resolve any technical, administrative, or other issues. High quality customer education and customer experience are key to the successful adoption of our products, for the conversion of users and organizations on our trial version into paying customers, for the expansion of accounts, and for growth or maintenance of our retention rates. The importance of high quality customer experience increases as we expand our business and pursue new customers, including mid-market and enterprise customers. Further, our ability to sell our products is highly dependent on our business reputation and on positive recommendations from our existing customers. Any failure to maintain an efficient, high quality customer experience and customer support that meets customer needs on a global scale, both real or perceived, could harm our reputation, our ability to sell our products, our ability to grow our operations globally, and our business, results of operations, and financial condition.

Furthermore, our ability to increase the number of our customers and users and achieve broader market acceptance of our products among large organizations will depend, to a significant extent, on our ability to scale and expand our sales operations, particularly our direct sales efforts targeted at senior executives and business unit leaders. We plan to continue expanding our direct sales force, both domestically and internationally, and this expansion will require us to invest significant financial and other resources. Our efforts to cross sell and upsell products will also require development, expansion, training and scaling of our sales personnel and capabilities. If our efforts do not generate a corresponding increase in revenue, our business, results of operations, and financial condition could be harmed.

In addition, we may not achieve anticipated revenue growth from expanding our direct sales force if we are unable to hire and develop talented direct sales personnel, if our new direct sales personnel are unable to achieve desired productivity levels in a reasonable period of time, or if we are unable to retain our existing direct sales personnel. There is significant competition in our industry for sales personnel with the skills and technical knowledge that we require. Our ability to achieve revenue growth will depend, in large part, on our success in recruiting, training, and retaining sufficient numbers of sales personnel to support our growth.

If we fail to enhance our reputation, brand, and market awareness of our products, our ability to expand the number of organizations on our platform may be impaired, our reputation may be harmed, and our business, results of operations, and financial condition may suffer.

Our continued success depends upon our ability to create and maintain brand recognition and a favorable reputation for delivering an easy and efficient platform. A failure by us to build our brand and deliver on these expectations could harm our reputation and damage our ability to attract and retain customers, which could adversely affect our business. Furthermore, we believe that the importance of brand recognition will increase as competition in our market increases. Successful promotion of our brand and our ability to increase awareness will depend largely on the effectiveness of our marketing efforts, our ability to offer high quality, reliable, and useful products at competitive prices, develop new products, and successfully differentiate our platform and products.

As our market becomes increasingly competitive, increasing awareness of our platform and products may become more difficult and expensive and may fail to result in increased profits. If we fail to successfully promote our brand, we may fail to attract new customers to our platform and products or grow or maintain our retention rates to the extent necessary to realize a sufficient return on our marketing efforts, and our business, results of operations and financial condition could suffer.

**Our corporate culture has contributed to our success, and if we cannot preserve this culture as we grow, we could lose the innovation, creativity, and teamwork fostered by our culture.**

We believe that an important contributor to our success has been our corporate culture, which creates an environment that drives and perpetuates our strategy to create a better, more productive way to work. As we continue to grow, including across multiple geographies or through acquisitions, we may find it difficult to preserve our corporate culture. If we do not maintain and continue to develop our corporate culture as we grow and evolve, it could reduce our ability to foster the innovation, craftsmanship, teamwork, curiosity, engagement, and sense of belonging that we believe we need to support our growth and operate effectively.

In turn, the failure to preserve our culture could adversely affect our business, results of operations, and financial condition by negatively affecting our ability to attract, recruit, integrate, and retain employees, continue to perform at current levels, and effectively execute our business strategy, or by exposing us to potential legal claims regarding ethical, compliance or employment matters.

**Because our success depends, in part, on our ability to expand sales and customer support of our platform and products internationally, our business is susceptible to risks associated with international operations.**

We currently maintain offices and have sales personnel in Israel, the United States, Australia, Brazil, Japan, Singapore, France, Germany, and the United Kingdom. In the years ended December 31, 2025 and 2024, the revenue that we generated from customers outside of the United States accounted for approximately 50% of our total revenue. We expect to continue expanding our international operations, which may include opening offices in new jurisdictions and providing our products in additional languages. Any additional international expansion efforts that we are undertaking, and may undertake in the future, may not be successful. In addition, conducting international operations subjects us to additional risks, some of which we have not generally faced in countries where we currently operate. These risks include, among others:

- unexpected costs in the localization of our products, including translation into foreign languages and adaptation for local culture, practices, and regulatory requirements;
- lack of familiarity and burdens of complying with foreign laws, legal standards, privacy standards, regulatory requirements, tariffs implemented by the U.S. and other countries, and other barriers;
- the risk of penalties to our users and individual members of management or employees if our practices are deemed to not comply with applicable laws and regulations;
- difficulties of enforcing intellectual property rights in other countries;
- evolving legal and regulatory frameworks and requirements for data privacy, which may require additional investments in infrastructure and processes from us;
- as an Israeli company, we are subject to Israeli laws concerning governmental access to data and the risk, or perception of risk, of such access may make our products less attractive to organizations outside Israel, and compliance with such Israeli laws may conflict with legal obligations that we, or our customers, may be subject to in other countries;
- unexpected changes in regulatory requirements, taxes, trade laws, tariffs implemented by the U.S. and other countries, export quotas, custom duties or other trade restrictions;

- difficulties in managing systems integrators and technology partners;
- differing technology standards;
- different pricing environments, longer sales cycles, longer accounts receivable payment cycles and difficulties in collecting accounts receivable;
- increased financial accounting and reporting burdens and complexities;
- difficulties in managing and staffing international operations, including the proper classification of independent contractors and other contingent workers, differing employer/employee relationships, and local employment laws;
- costs and efforts involved with recruiting and retaining a global workforce;
- global political and regulatory changes that may lead to restrictions on immigration and travel for our employees;
- regional and local economic and political conditions and personnel culture differences;
- fluctuations in exchange rates that may decrease the value of our foreign-based revenue;
- potentially adverse tax consequences, including the complexities of foreign value added tax (or other tax) systems, and restrictions on the repatriation of earnings; and
- permanent establishment risks and complexities in connection with international payroll, tax and social security requirements for international employees.

**Compliance with laws and regulations applicable to our global operations, including export controls, also substantially increases our cost of doing business in foreign jurisdictions.**

If we invest substantial time and resources to expand our international operations and are unable to do so successfully and in a timely manner, our business, results of operations, and financial condition may suffer. We may be unable to comply with changes in government requirements and regulations, which could harm our business. In many countries, it is common for others to engage in business practices that are prohibited by our internal policies and procedures or other regulations applicable to us. Although we have implemented policies and procedures designed to ensure compliance with these laws and policies, there can be no assurance that all of our employees, contractors, partners, and agents will comply with these laws and policies. Violations of laws or key control policies by our employees, contractors, partners, or agents could result in delays in revenue recognition, financial reporting misstatements, enforcement actions, reputational harm, disgorgement of profits, fines, civil and criminal penalties, damages, injunctions, other collateral consequences or the prohibition of the importation or exportation of our platform and could harm our business, results of operations and financial condition.

**Future acquisitions, strategic investments, partnerships, or alliances could be difficult to identify and integrate, divert the attention of key management personnel, disrupt our business, dilute shareholder value, and harm our results of operations and financial condition.**

We have previously invested in, and may in the future seek to acquire or invest in businesses, products, or technologies that we believe could complement our product suite or expand its breadth, enhance our technical capabilities, or otherwise offer growth opportunities. The pursuit of potential acquisitions may divert the attention of management and cause us to incur various expenses in identifying, investigating, and pursuing suitable acquisitions, whether or not they are consummated. We may not be able to successfully identify or enter into agreements with desirable acquisition targets. Acquisitions or strategic investments could also result in dilutive issuances of equity securities or the incurrence of debt, result in unforeseen difficulties or expenditures, expose us to unknown risks or liabilities, or fail to produce anticipated benefits, any of which could harm our results of operations. In addition, we have limited experience in acquiring other businesses and may not be able to successfully integrate the acquired personnel, operations, and technologies, or effectively manage the combined business following the acquisition.

We may also make strategic investments in early-stage companies developing products or technologies that we believe could offer growth opportunities. These investments are generally risky and illiquid and may never generate value.

**We are subject to risks associated with scrutiny related to environmental and social matters.**

Like many other companies, we face scrutiny related to our environmental and social matters, including from certain investors, capital providers, shareholder advocacy groups, governmental officials and other policymakers, other market participants, customers, and other stakeholder groups.

We engage in certain voluntary initiatives, including policies and disclosures, to address such matters and concerns from stakeholders. However, such initiatives may be costly, and we cannot guarantee that such efforts will have the intended results. In addition to methodological and data considerations, expectations regarding companies' management of environmental and social matters continues to evolve rapidly, in many instances due to factors that are out of our control. Our approach to such matters is likewise expected to continue evolving over time, and we cannot guarantee that our approach will align with the preferences or expectations of any particular stakeholder. Stakeholder expectations vary and, at times, can conflict. For example, some policymakers, including the European Union and the State of California, have adopted or are considering adopting various requirements to mandate, among other things, disclosure of sustainability-related information. However, other stakeholders (including certain other policymakers) have sought to constrain companies' consideration of environmental and social matters. Both advocates and opponents of such matters are increasingly resorting to a range of activism forms, including media campaigns and litigation, to advance their perspectives.

Any failure to successfully navigate such stakeholder expectations may harm our reputation, including our relationships with various stakeholders, or result in other adverse impacts. Moreover, our customers and other stakeholders may likewise be subject to scrutiny regarding such matters, which may compound or cause new impacts on our business, financial condition, or results of operations.

**We are subject to a series of risks related to climate change.**

There are inherent climate-related risks wherever business is conducted. We and our third-party vendors are located in areas that have experienced, or may experience, various natural disasters and adverse weather events (such as droughts, hurricanes, heatwaves, wildfires, storms, and floods, among others), which may be exacerbated by climate change, that may disrupt our or our third parties' operations, increase expenditures, or otherwise adversely impact our business, financial condition, or results of operations.

**We depend on our founders and other key employees, and the loss of one or more of these employees could harm our business.**

Our success depends largely upon the continued services of our founders, Roy Mann and Eran Zinman, and other key employees. From time to time, there may be changes in our executive management team resulting from the hiring or departure of executives, which could disrupt our business. We do not have employment agreements with our executive officers or other key personnel that require them to continue to work for us for any specified period and, therefore, they could terminate their employment with us at any time subject only to the notice periods prescribed by their respective executive agreements. The loss of one or both of our founders or other key employees could disrupt or harm our business.

**An inability to attract and retain other highly skilled employees could harm our business.**

To execute our growth plan, we must attract and retain highly qualified personnel, and an inability to do so could adversely affect our business, prospects, and results of operations. Competition for these personnel where we maintain offices or actively recruit is intense, especially for engineers experienced in designing and developing software and experienced sales professionals, and we have experienced, and may continue to experience, significant wage inflation requiring increased expenses. We have experienced, and we expect to continue to experience, difficulty in hiring and retaining employees with appropriate qualifications. Our principal research and development activities are conducted from our headquarters in Tel Aviv, Israel, and we face significant competition for suitably skilled developers in this region, as well as in the UK and Poland. In addition, certain domestic immigration laws restrict or limit our ability to recruit internationally. Any changes to Israeli or U.S. immigration policies that restrain the flow of technical and professional talent may inhibit our ability to recruit and retain highly qualified employees. Further, job candidates and existing employees often consider the value of the equity awards they receive, and if the actual or perceived value of our equity awards declines, it may harm our ability to recruit and retain highly skilled employees, which could harm our business and future growth prospects.

**Our failure to raise additional capital or generate cash flows necessary to expand our operations and invest in new technologies in the future could reduce our ability to compete successfully and harm our results of operations.**

Historically, we have funded our operations and capital expenditures primarily through equity issuances and cash generated from our operations. We may require additional financing, and due to macroeconomic uncertainty, inflation, and rising or elevated interest rates, we may not be able to obtain debt or equity financing on favorable terms, if at all. If we raise equity financing to fund operations or on an opportunistic basis, our shareholders may experience significant dilution of their ownership interests. If we need additional capital and cannot raise it on acceptable terms, or at all, we may not be able to, among other things:

- develop new features, integrations, capabilities, and enhancements;
- continue to expand our product development, sales and marketing organizations;
- hire, train and retain employees;
- respond to competitive pressures or unanticipated working capital requirements; and
- pursue acquisition or strategic investment opportunities.

**Uncertain global economic conditions and inflation could materially adversely affect our business and results of operations.**

We are currently operating in a period of economic uncertainty and cannot predict the timing, duration or impact of any economic downturn. To the extent unfavorable conditions in the national and global economy persist or worsen, or the economic recovery is slower than expected, our business could be harmed, as current and potential customers may reduce or postpone spending or choose not to purchase or renew subscriptions to our products, which they may consider discretionary. In particular, macroeconomic conditions have negatively affected small and medium-sized businesses, which may affect our current or potential customers' finances and purchasing power. Additionally, changes in the legal and regulatory environment, tariffs and international trade restrictions, economic and monetary policies, or other legislation and regulations, including changes by the U.S. administration, could have an adverse impact on the global economy and/or our business.

Uncertain economic conditions may also adversely affect our third-party relationships. Inflation has the potential to adversely affect our liquidity, business, financial condition, and results of operations, and we have and may continue to experience cost increases. Elevated or increased inflation has and may continue to result in, higher interest rates and capital costs, increased costs of labor, fluctuations in foreign currency exchange rates, and other similar effects.

## Risks Related to Our Market and Competitive Landscape

The market and software categories in which we participate are competitive and rapidly changing.

We compete across multiple different markets, all of which are highly competitive, fragmented, and subject to rapidly changing technology, shifting user and customer needs, new market entrants, and frequent introductions of new products and services. We may not be successful in creating, marketing, cross selling or upselling our new products. Moreover, we expect competition to increase both from our existing competitors and from new market entrants. Our competitors include the following:

- companies that primarily offer project and work management solutions, including the application of processes, methods, skills, and knowledge to achieve specific objectives. This includes companies such as Asana, Inc., Smartsheet Inc., Notion Labs, Inc., Atlassian Corporation PLC (Trello), ClickUp, and Freshworks Inc.
- companies that primarily offer customer relationship management solutions. This includes companies such as SugarCRM, Zoho Corp, Pipedrive, and HubSpot.
- companies that primarily offer enterprise service management tools. This includes Freshworks Inc. (Freshservice), and Atlassian Corporation PLC (Jira Service Management).
- companies that primarily offer software development tools. This includes companies such as Atlassian Corporation PLC (Jira).

Our principal competitive factor is our open and modular infrastructure, leading in flexibility and adaptability, and our ability to scale our vertical and horizontal offerings as we continue to rapidly build end-to-end products. We believe that our ability to compete successfully depends primarily on the following factors:

- our ability to introduce new and improve on existing, features, products, and services in response to competition, user sentiment, online, market and industry trends, and the ever-evolving technological landscape;
- our ability to continue to increase social and technological acceptance of our products;
- continued growth in digitalization of the workplace;
- our ability to maintain the value and reputation of monday.com as a solution; and
- the scale, growth, and engagement of our community relative to those of our competitors.

Our competitors may be able to adapt more quickly and effectively to new or changing circumstances, technologies, standards, or customer demands and may create more compelling product offerings or offer more attractive pricing options, making it more difficult for us to compete effectively.

In addition, some competitors have substantially broader product offerings and can leverage advantages in a manner that discourages users from purchasing our products, including through selling at zero or negative margins, product bundling, or closed technology platforms. Potential customers may also prefer to purchase from their existing suppliers rather than a new supplier regardless of product performance or features, and even superior product offerings may not result in customer purchases. These larger competitors often have broader product lines and market focus and will therefore not be as susceptible to downturns in a particular market. Our competitors may also seek to repurpose their existing offerings to provide software, programs, and tools used by information workers with subscription models.

Conditions in our market could also change rapidly and significantly due to technological advancements (including AI, gen AI and ML), partnering by our competitors, or continuing market consolidation, and it is uncertain how our market will evolve. New start-up companies that innovate and large competitors that are making significant investments in research and development may invent similar or superior products and technologies that compete with our products. These competitive pressures in our market or our failure to compete effectively may result in price reductions, fewer customers, reduced revenue, gross profit and gross margins, increased net losses and loss of market share. Any failure to meet and address these factors could harm our business, results of operations, and financial condition.

**Our ability to introduce new products, features, integrations, capabilities, and enhancements is dependent on adequate research and development resources.**

To remain competitive, we must continue to invest and develop new product offerings, applications, features and enhancements to our existing platform, and an inability or failure to do so may harm our business. In addition, our ability to attract new customers and retain and increase revenue from existing customers depends in large part on our ability to enhance and improve our existing products and to introduce compelling new products that reflect the changing nature of our markets. To achieve this, we must maintain adequate research and development resources to meet the demands of the market. Moreover, research and development projects can be technically challenging and expensive. For instance, as new technologies such as AI and ML become more prominent and important, we may be required to commit significant resources to developing new products, capabilities, and features while customer adoption of our products, capabilities, or features may lag our investments. The nature of these research and development cycles may cause us to experience delays between the time we incur expenses associated with research and development and the time we are able to offer compelling features, integrations, capabilities, and enhancements and generate revenue, if any, from such investment. In addition, our failure to maintain adequate research and development resources or to compete effectively with the research and development programs of our competitors may harm our business, results of operations and financial condition.

## Risks related to third parties

**If we are unable to ensure that our products interoperate with a variety of software applications that are developed by third parties, including our partners, our platform may become less competitive, and our results of operations may be harmed.**

Our products must integrate with a variety of network, hardware, and software platforms, and we need to continuously modify and enhance our products to adapt to changes in hardware, software, networking, browser, and database technologies. In particular, we developed our products to be able to easily integrate with third-party applications, including the software applications of providers that compete with us as well as our partners, through the interaction of APIs. In general, we rely on the providers of such software systems to allow us access to their APIs to enable these user integrations. We are typically subject to standard terms and conditions for application developers of such providers, which govern the distribution, operation, and fees of such software systems, and which are subject to change by such providers from time to time. Our business may be harmed if any provider of such software systems:

- discontinues or limits our access to its software or APIs;
- modifies its terms of service or other policies, including fees charged to, or other restrictions on, us or other application developers;
- changes how information is accessed by us or our users;
- establishes more favorable relationships with one or more of our competitors; or
- develops or otherwise favors its own competitive offerings over ours.

We believe a significant component of our value proposition to users and organizations is the ability to improve and interface with these third-party applications through APIs on our products. Third-party services and products are constantly evolving, and we may not be able to modify our products to assure their compatibility with other third parties following development changes. In addition, some of our competitors may be able to disrupt the operations or compatibility of our products with their products or services or exert strong business influence on the terms on which we operate our products. For example, we currently directly compete with several large technology companies whose applications interface with our products, including Google and Microsoft. As our respective products evolve, we expect this level of competition to increase. Should any of our competitors modify their products or standards in a manner that degrades the functionality of our products or gives preferential treatment to competitive products or services, the interoperability of our products with these products could decrease, and our business, results of operations and financial condition could be harmed. If we are not permitted or able to integrate with these and other third-party applications in the future, demand for our products could decrease and our business, results of operations, and financial condition could be harmed.

We also depend on our ecosystem of developers to create applications that will integrate with our products. Our reliance on this ecosystem of developers creates certain business risks relating to the quality and security of the applications built using our APIs, service interruptions of our products from these applications, lack of service support for these applications, possession of intellectual property rights associated with these applications, and privacy concerns around the transfer of data to these applications that we cannot control or prevent. As a result, issues relating to these applications could adversely affect our business and reputation.

In addition, our products interoperate with servers, mobile devices, and software applications predominantly through the use of protocols, many of which are created and maintained by third parties. We, therefore, depend on the interoperability of our products with such third-party servers, mobile devices, and software applications, as well as cloud-enabled hardware, software, networking, browsers, database technologies, and protocols that we do not control. Any changes in such technologies that degrade the functionality of our products or give preferential treatment to competitive services could adversely affect adoption and usage of our products. Also, we may not be successful in developing or maintaining relationships with key participants in the mobile industry or in ensuring that our products operate effectively with a range of operating systems, networks, devices, browsers, protocols, and standards. If we are unable to maintain technical interoperation, our customers may not be able to effectively integrate our products with other systems and services they use. Further, if we are unable to effectively anticipate and manage these risks, or if it is difficult for users and organizations to access and use our products, our business, results of operations, and financial condition may be harmed.

**We rely on third-party application stores to distribute our mobile application.**

We are dependent on third-party application stores that may prevent us from timely updating our products, building new features, integrations, capabilities, and enhancements, or charging for access.

We distribute the mobile monday.com application through smartphone and tablet application stores managed by Apple and Google, among others.

We cannot assure you that the third-party application stores through which we distribute our mobile application will maintain their current structures or that such application stores will not charge us fees to list our application for download. We also depend on these third-party application stores to enable us and our users to timely update our mobile application to incorporate new features, integrations, capabilities, and enhancements. In addition, certain of these companies are now, and others may in the future become, competitors of ours and could stop allowing or supporting access to our products through their products, could allow access for us only at an unsustainable cost, or could make changes to the terms of access in order to make our products less desirable or harder to access, in each case for competitive reasons.



**Our growth depends in part on the success of our strategic relationships with third parties.**

We anticipate that the growth of our business will depend on third-party relationships, including relationships with our application developers, integrated services, and other partners. The success of our products depends, in part, on our ability to integrate third-party applications and integrations into our third-party ecosystem. External developers may change the features of their offering of applications or alter the terms governing the use of their offerings in a manner that is adverse to us. If third-party applications change such that we do not or cannot maintain the compatibility of our products with these applications or if we fail to provide desirable third-party applications, demand for our products could decline. We may also be unable to maintain our relationships with certain third-party vendors if we are unable to integrate our products with their offerings. In addition, external developers may refuse to partner with us or limit or restrict our access to their offerings. Such changes could functionally limit or terminate our ability to use these third-party offerings with our products, which could negatively impact our offerings and harm our business. If we fail to integrate our products with new third-party offerings that our customers need or adapt to the data transfer requirements of such third-party offerings, we may not be able to offer the functionality that our customers expect, which could negatively impact our offerings and, as a result, harm our business.

**We rely on web search engines, both traditional and AI-generated, to direct traffic to our website through search engines and networking sites.**

Our success depends, in part, on our ability to attract customers through paid and unpaid internet search results on web search engines, such as Google, and advertisements on social networking sites, such as Facebook. The prominence of our website in response to internet searches, both traditional and AI-generated, is a critical factor in attracting potential customers to our products. If search engines modify their algorithms, AI-models, or design layouts, our website may appear less prominently or not at all in search results, which could result in reduced traffic to our website, and we may not be able to replace this traffic. For example, we have experienced declines in web traffic from google searches, primarily due to AI-generated search updates and algorithm updates, and we may experience similar issues in the future.

Additionally, if the price of marketing our products as a whole, and our products individually, over search engines or social networking sites increases, we may incur additional marketing expenses or may be required to allocate a larger portion of our marketing spend to search engine marketing, which could adversely affect our business and operating results. Furthermore, competitors may bid on the search terms that we use to drive traffic to our website. Such actions could increase our marketing costs and result in decreased traffic to our website.

In addition, search engines or social networking sites may change their advertising policies from time to time. Any change to these policies that delays or prevents us from advertising through these channels could result in reduced traffic to our website, thereby harming our ability to attract new customers. New search engines or social networking sites may also develop, including the emergence of AI-generated web search engines, that reduce traffic on existing search engines and social networking sites. If we are unable to continue to successfully promote our products, and maintain traffic to our website, or if we incur excessive expenses to do so, our business and operating results could be adversely affected.

**Interruptions or delays in services from third parties or our inability to adequately plan for and manage service interruptions or infrastructure capacity requirements could impair the delivery of our services and harm our business.**

We depend on services provided by various third parties to maintain our infrastructure. If a service provider fails to provide sufficient capacity to support our platform or otherwise experiences service outages, such failure could interrupt our users' and organizations' purchase of, or access to, our products, which could adversely affect our reputation and our business. Any disruptions in these services, including as a result of actions outside of our control, could significantly impact the continued performance of our platform. In the future, these services may not be available to us on commercially reasonable terms, or at all. Any loss of the right to use any of these services could result in decreased functionality of our platform until equivalent technology is either developed by us or, if available from another provider, is identified, obtained, and integrated into our infrastructure.

We rely on the internet and, accordingly, depend upon the continuous, reliable, and secure operation of internet servers, related hardware and software, and network infrastructure. We host our platform by mainly using AWS data centers, a provider of cloud infrastructure services. Our operations depend on protecting the virtual cloud infrastructure hosted in AWS by maintaining its configuration, architecture, and interconnection specifications, as well as the information stored in these virtual data centers and which third-party internet service providers transmit. Furthermore, we have no physical access or control over the services provided by AWS. Although we have disaster recovery plans that utilize multiple AWS locations, the data centers that we use are vulnerable to damage or interruption from human error, intentional bad acts, natural disasters and severe weather events, war, terrorist attacks, power losses, hardware failures, systems failures, telecommunications failures, and similar events, many of which are beyond our control and any of which could disrupt our service, destroy user content or prevent us from being able to continuously back up or record changes in our users' content. In the event of significant physical damage to one of these data centers, it may take a significant period of time to achieve full resumption of our services, and our disaster recovery planning may not account for all eventualities. Further, a prolonged AWS service disruption affecting our platform for any of the foregoing reasons

could damage our reputation with current and potential organizations, expose us to liability, cause us to lose users and organizations on our platform, or otherwise harm our business. We may also incur significant costs for using alternative equipment or taking other actions in preparation for, or in reaction to, events that damage the AWS services we use. Damage or interruptions to these data centers could harm our business. We may not carry sufficient business interruption insurance to compensate us for losses that may occur as a result of any events that cause interruptions in our service. Further, the contractual commitments that we provide to organizations on our platform with regard to data privacy are limited by the commitments that AWS has provided us.

AWS enables us to order and reserve server capacity in varying amounts and sizes distributed across multiple regions. AWS provides us with computing and storage capacity pursuant to an agreement that continues until terminated by either party. In some cases, AWS may terminate the agreement for cause upon 30 days' notice. Termination of the AWS agreement may harm our ability to access data centers we need to host our products or to do so on terms as favorable as those we have with AWS. We may also be unable to 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. In addition, the failure of AWS data centers or third-party internet service providers to meet our capacity requirements could impede our ability to scale our operations.

### **Risks related to privacy, data, and cybersecurity**

**A security incident may allow unauthorized access to our or our third-party vendors' systems, networks, or data or the data of users and organizations on our platform.**

We rely on computer and information systems, hardware, software, technology infrastructure, and online sites and networks for both internal and external operations that are critical to our business (collectively, "IT Systems"). We own and manage some of these IT Systems but also rely on third parties for a range of IT Systems, including, but not limited to, cloud computing services. The secure collection, storage, transmittal, and processing of sensitive and proprietary information, including business strategies, financial and operational data, personal information, and other related data, as well as the confidential data and personal information of users and organizations on our platform (collectively, "Confidential Information"), by employees, service providers, customers, and users on our platform is essential to their use of our products and to our business. We face numerous, increasing, and evolving cybersecurity risks that threaten the confidentiality, integrity, and availability of our IT Systems and Confidential Information. In addition to threats from hackers, malicious code (such as malware, viruses, worms, and ransomware), malfeasance by insiders, bugs and other software vulnerabilities, software and hardware misconfigurations or other human or technological error, employee theft or misuse, password spraying, social engineering/phishing,

credential stuffing, and denial-of-service attacks, we may also face threats from sophisticated organized crime, supply chain attacks, nation-state and nation-state supported actors who engage in attacks (including advanced persistent threat intrusions). Cyberattacks are expected to accelerate on a global basis in frequency and magnitude as threat actors are becoming increasingly sophisticated in using techniques and tools—including AI—that circumvent security controls, evade detection and remove forensic evidence. As a result, we may be unable to detect, investigate, remediate or recover from future attacks or incidents, or to avoid a material adverse impact to our IT Systems, Confidential Information or business. There can also be no assurance that our cybersecurity risk management program and processes, including our policies, controls or procedures, will be fully implemented, complied with or effective in protecting our IT Systems and Confidential Information.

Third parties may attempt to fraudulently induce employees, users, or organizations into disclosing sensitive information such as usernames, passwords, or other information or otherwise compromise the security of our IT Systems and/or physical facilities in order to gain access to our IT Systems or Confidential Information. In addition, cyberattacks on our third-party vendors who provide a range of technologies, products, and services critical to our internal and external operations, could disrupt our business and/or disclose our Confidential Information, or impact our financial results. We also face threats from attacks on, or vulnerabilities in, the many different underlying networks and services that power the Internet that our products depend on, most of which are not under our control or the control of our vendors, partners, or customers. Further, if a high-profile security breach occurs with respect to another software company with communication, collaboration, data collection, and integrations, our customers and potential customers could lose trust in the security of such solutions providers generally, which could adversely impact our ability to attract new customers to our products or grow or maintain our retention rates. Finally, there is an increased risk that we may experience cybersecurity-related events such as phishing attacks and other security challenges as a result of most of our employees and our service providers working remotely due to the challenges associated with managing remote computing assets and security vulnerabilities that are present in many non-corporate and home networks.

Security breaches impacting our products or integrations on our products could result in a risk of loss, unavailability, or unauthorized disclosure of Confidential Information, unauthorized access to or disruption of our IT Systems, or involve disruptive attacks, such as those involving ransomware, which may interrupt or disable our operations and ability to serve customers or result in unauthorized access or acquisition of Confidential Information. These types of events, in turn, could require changes to our services and data processing, and lead to legal action or litigation, including class action lawsuits, governmental audits, investigations and enforcements, and other possible liability (including regulatory fines and penalties) and costs (including increased remediation expenditures), thereby damaging our reputation and relationships with existing customers.

This could have a negative impact on our reputation and our ability to attract new customers and to grow or maintain our retention rates, as well as cause significant incident response, system restoration or remediation and future compliance costs. Any or all of the foregoing could materially adversely affect our business, results of operations, and financial condition.

In the normal course of business, we are and have been, the target of malicious cyberattack attempts and have experienced other security incidents, and there can be no assurance that future cyberattacks will not be material or significant. Actual or anticipated security breaches or attacks may cause us to incur increasing costs, including costs to deploy additional personnel and protection technologies, train employees and engage third-party experts and consultants. Furthermore, any such breach, including a breach of the systems or networks of our third-party providers, could compromise our IT Systems, creating system outages, disruptions, or slowdowns and exploiting security vulnerabilities of our networks. In addition, our Confidential Information stored on our network, or the networks of our third-party providers could be accessed, publicly disclosed, altered, lost, or stolen, which could subject us to liability and cause us financial harm. In addition, a breach of the security measures of one of our third-party providers could result in the destruction, modification, or exfiltration of Confidential Information, the disclosure of which may provide additional avenues of attack. These breaches, or any perceived breach, of our IT Systems or the systems or networks of our third-party providers, whether or not any such breach is due to a vulnerability in our platform, may also undermine confidence in us or our industry and result in damage to our reputation, negative publicity, loss of users, partners and sales, increased remediation costs, and costly litigation or regulatory fines.

The discovery of a new cyberattack, including with respect to its scope and any potential impact on our IT environment, including regarding the loss, inadvertent disclosure, or unapproved dissemination of Confidential Information, including proprietary information or sensitive or confidential data about us or our customers, or vulnerabilities in our source code, could result in litigation and potential liability for us, damage our brand and reputation, negatively impact our sales, or otherwise harm our business. Any claims or investigations may result in our incurring significant external and internal legal and advisory costs, as well as the diversion of management's attention from the operation of our business.

The security measures we have implemented or integrated into our platform and our internal systems and networks (including measures to audit third-party and custom applications) may not function as expected or may not be sufficient to protect our platform and our internal systems and networks against certain attacks. In addition, techniques used to sabotage or to obtain unauthorized access to systems and networks in which data is stored or through which data is transmitted change frequently and generally are not recognized until launched against a target often referred to as "zero-day vulnerabilities."

Threat actors are becoming increasingly sophisticated, for example, in using tools and techniques, including AI, designed to circumvent controls, avoid detection, and obfuscate forensic evidence, which may render us unable to timely or effectively detect, investigate, contain or remediate our systems in response to future attacks or incidents in a timely or effective manner. As a result, it may not be possible for us to anticipate these techniques or implement adequate measures to prevent an electronic intrusion into our systems and networks, and we may be required to expend significant capital and financial resources to protect against such threats or to alleviate problems caused by breaches in our IT Systems.

We maintain errors, omissions, and cyber liability insurance policies covering certain security and privacy damages. However, we cannot be certain that our coverage will be available or adequate for all liabilities that might actually be incurred or that insurance will continue to be available to us on economically reasonable terms, or at all.

In addition, defending a suit based on any data loss or system disruption, regardless of its merit, could be costly and divert management's attention.

**We are subject to stringent and changing laws, regulations, industry standards, policies, and contractual obligations related to privacy, data protection, and data security.**

We receive, generate, collect, store, process, transfer, and use Confidential Information, including personal information relating to users of our services, our customers, employees, contractors, prospects, and other persons. We have legal and contractual obligations regarding the protection of confidentiality and appropriate use of such information. We are subject to numerous federal, state, local, and international laws, directives, and regulations regarding privacy, data protection, and data security and the collection, storing, sharing, use, processing, transfer, disclosure, and protection of personal information and other data, the scope of which are changing, are subject to differing interpretations, and may be inconsistent among jurisdictions or conflict with other legal and regulatory requirements. We are also subject to certain contractual obligations to third parties related to privacy, data protection, and data security. We strive to comply with our applicable policies and applicable laws, regulations, contractual obligations, and other legal obligations relating to privacy, data protection, and data security to the extent possible. However, the regulatory framework for privacy, data protection and data security worldwide is changing constantly, including due to the proliferation of AI, and is likely to remain uncertain and complex for the foreseeable future. Many of these laws are relatively new and rapidly changing, and the interpretation and application of these laws are uncertain. Any failure or perceived failure by us to comply with data privacy laws, rules, regulations, industry standards and other requirements could result in proceedings or actions against us by individuals, consumer rights groups, government agencies, or others. We could incur significant costs in investigating and defending such claims and, if found liable, pay significant damages or fines or be required to make changes to our business.

Further, these proceedings and any subsequent adverse outcomes may subject us to significant negative publicity and an erosion of trust. If any of these events were to occur, our business, results of operations, and financial condition could be materially adversely affected.

For example, in the EEA we are subject to the General Data Protection Regulation 2016/679 ("EU GDPR"), and in the United Kingdom, we are subject to the United Kingdom data protection regime consisting primarily of the UK General Data Protection Regulation and the UK Data Protection Act 2018, each as amended by the UK Data (Use and Access) Act 2025 (together the "UK GDPR" and the EU GDPR and UK GDPR hereinafter referred to as the "GDPR"), in each case in relation to our collection, control, processing, sharing, disclosure and other use of data relating to an identifiable natural individual ("personal data"). The EU GDPR and national implementing legislation in EEA member states, and the UK GDPR, impose a strict data protection and compliance regime, including providing detailed disclosures about how personal data is collected and processed, requiring that service providers or processors (as defined in the GDPR) only process personal data on the written instruction of controllers (as defined in the GDPR, e.g. their customers), requiring service providers to notify data protection regulators or supervisory authorities (and in certain cases, affected individuals) of significant data breaches resulting in risks to the rights and freedoms of affected individuals, granting data subject rights, and setting rules with respect to cross-border personal data transfers out of the EEA and the United Kingdom, respectively.

Failure to comply with our obligations under the GDPR could result in penalties for noncompliance. In addition to fines, a breach of the GDPR may result in regulatory investigations, reputational damage, orders to cease/ change our data processing activities, enforcement notices, assessment notices for a compulsory audit and/or civil claims (including class actions).

We are also subject to evolving EU, UK and U.S. privacy laws on cookies, tracking technologies, and e-marketing. European regulators, but also U.S. federal and state regulators (such as in California, and numerous other states, or the Federal Trade Commission, or the "FTC", at the federal level), are also increasingly focusing on compliance with requirements in the online behavioral advertising ecosystem. In the EU and UK (under national law derived from the e-Privacy Directive), informed consent is required for the placement of a cookie or similar technologies on a user's device and for direct electronic marketing, unless certain limited exceptions or alternatives apply. The GDPR also imposes conditions on obtaining valid consent, such as a prohibition on pre-checked consents and a requirement to ensure separate consents are sought for each type of cookie or similar technology. Recent European court and regulatory decisions are driving increased attention to cookies and tracking technologies. If the trend of increased enforcement by regulators of the strict approach in recent guidance and decisions continues, this could lead to substantial costs, require significant systems changes, limit the effectiveness of our marketing and product optimization activities, divert the attention of our technology personnel, adversely affect our margins,

increase costs, and subject us to additional liabilities. Regulation of cookies and similar technologies, and any decline of cookies or similar online tracking technologies as a means to identify and potentially analyze the behavior of users, may lead to broader restrictions and impairments on our marketing and personalization activities and may negatively impact our ability to understand users and cater to their preferences.

Additionally, the U.S. federal and various state governments have adopted or proposed limitations on, or requirements regarding, the collection, distribution, use, security and storage of personal data of individuals. The U.S. FTC and numerous state attorneys general are applying federal and state consumer protection laws to impose standards on the online collection, use and dissemination of personal information, and to the security measures applied to such data. Further, we are also subject to a patchwork of legislation and regulation from various states that, among other obligations, impose heightened transparency obligations about personal information collection, use, and sharing practices, adds restrictions on the "sale" or transfer of personal information to third parties for purposes such as advertising or analytics, creates new data privacy rights for consumers including the ability to limit the use of personal information for advertising, and carries significant enforcement penalties for non-compliance, including monetary and injunctive relief. This patchwork may also give rise to conflicts or differing views of personal privacy rights. For example, certain state laws may be more stringent or broader in scope, or offer greater individual rights, with respect to personal information than federal, international or other state laws, and such laws may differ from each other, all of which may complicate compliance efforts. More generally, some observers have noted these regulations could mark the beginning of a trend toward more stringent United States federal privacy legislation, which could increase our potential liability and adversely affect our business.

We may also be subject to the Health Insurance Portability and Accountability Act as amended by the Health Information Technology for Economic and Clinical Health Act (collectively, "HIPAA"), which imposes privacy, security and breach notification obligations on certain healthcare providers, health plans, and healthcare clearinghouses, known as covered entities, as well as their business associates that perform certain services that involve creating, receiving, maintaining or transmitting individually identifiable health information ("protected health information" or "PHI") for or on behalf of such covered entities, and their covered subcontractors. We may function as a HIPAA business associate for certain of our customers and therefore must comply with applicable administrative, technical, and physical safeguards as required by HIPAA, including data security obligations. HIPAA-covered entities and service providers to whom we serve as a business associate require us to enter into HIPAA-compliant business associate agreements with them. If we are unable to comply with our obligations as a HIPAA business associate, we could face contractual liability under the applicable business associate agreement. Entities that are found to be in violation of HIPAA as the result of a breach of unsecured PHI,

a complaint about privacy practices or an audit by the U.S. Department of Health and Human Services ("HHS") may be subject to significant civil, criminal and administrative fines and penalties and/ or additional reporting and oversight obligations if required to enter into a resolution agreement and corrective action plan with HHS to settle allegations of HIPAA non-compliance.

In addition, we are also subject to the Israeli Privacy Protection Law 5741-1981 ("PPL"), and its regulations, including the Israeli Privacy Protection Regulations (Data Security) 2017 ("Data Security Regulations"), which came into effect in Israel in May 2018 and impose obligations with respect to the manner certain personal data is processed, maintained, transferred, disclosed, accessed, and secured, as well as the guidelines of the Israeli Privacy Protection Authority. In this respect, material changes to the Data Security Regulations may require us to adjust our data protection and data security practices, information security measures, certain organizational procedures, applicable positions (such as an information security manager), and other technical and organizational security measures.

Furthermore, material amendments to the PPL were approved by the Israeli Parliament in August 2024 and came into effect in August 2025 ("Amendment 13"). The PPL, following Amendment 13, expands the authority of the Privacy Protection Authority to investigate and impose monetary sanctions, which are significantly increased compared to those previously available. In addition, Amendment 13 introduces additional obligations with respect to the processing of personal data. We are in the process of implementing these requirements. Failure to comply with these obligations could result in significant penalties and may adversely affect our business operations. Moreover, in January 2025, the Privacy Protection Regulations (Provisions Regarding Information Transferred to Israel from the European Economic Area), 2023 ("EU Regulations") became effective also with respect to personal data in a database in Israel that has been transferred from the EEA, and any other personal data that is stored together in the same database. The Company has taken steps to implement measures designed to align its practices with the EU Regulations, particularly with respect to data subjects' rights. However, the application and interpretation of these regulations may continue to evolve, and failure to comply could expose us to regulatory action and penalties.

Failure to comply with the PPL, its regulations, and guidelines issued by the Privacy Protection Authority may expose us to administrative fines, civil claims (including class actions), and in certain cases criminal liability. The Israeli Privacy Protection Authority may initiate administrative inspection proceedings, from time to time, without any suspicion of any particular breach of the PPL, as it has done in the past with respect to dozens of Israeli companies in various business sectors. In addition, to the extent that any administrative supervision procedure is initiated by the Israeli Privacy Protection Authority and reveals certain irregularities with respect to our compliance with the PPL, in addition to our exposure to administrative fines,

civil claims (including class actions) and in certain cases criminal liability, we may also need to take certain remedial actions to rectify such irregularities, which may increase our costs. After Amendment 13 became effective in August 2025, the sanctions that can be imposed in case of failure to comply with the requirements of the PPL and its regulations (including the Security Regulations and the EU Regulations) are significantly increased, and, in certain cases, may reach significant amounts of millions of NIS.

Finally, any failure or perceived failure by us to comply with our posted privacy policies, our privacy-related obligations to customers, users, or other third parties, or any other legal obligations or regulatory requirements relating to privacy, data protection, or data security, may materially and adversely affect our business and compel us to change our business practices, limit our ability to develop new products and features, result in governmental or regulatory investigations, orders to cease/change our processing of data or enforcement actions, assessment notices (for a compulsory audit), litigation (including class actions), fines or penalties, claims or public statements against us by privacy and consumer advocacy groups or others and could result in significant liability as well as associated costs and diversion of internal resources, cause our customers and users to lose trust in us, and otherwise materially and adversely affect our reputation and business. Preparing for and complying with changing requirements and navigating the overlap or inconsistencies in regulatory approaches may necessitate changes in our operational approach or service deployment in each jurisdiction which will likely impact our efficiency, ability to scale, and/or market uptake, and may cause us to incur substantial costs. Furthermore, the costs of compliance with, and other burdens imposed by, the laws, regulations, other obligations, and policies that are applicable to the businesses of our users may limit the adoption and use of, and reduce the overall demand for, our services. Additionally, if third parties we work with violate applicable laws, regulations, or contractual obligations, such violations may put our users' data at risk, could result in governmental investigations or enforcement actions, fines, litigation, claims, or public statements against us by consumer advocacy groups or others and could result in significant liability, cause our customers and users to lose trust in us, and otherwise materially and adversely affect our reputation and business. Further, public scrutiny of, or complaints about, technology companies or their data handling or data protection practices, even if unrelated to our business, industry, or operations, may lead to increased scrutiny of technology companies, including us, and may cause government agencies to enact additional regulatory requirements, or to modify their enforcement or investigation activities, which may increase our costs and risks.

**Evolving privacy laws and regulations, cross-border data transfer restrictions, data localization requirements, and other domestic or foreign laws or regulations may limit the use and adoption of our services, expose us to liability or otherwise adversely affect our business.**

Certain laws and regulations related to data privacy, data protection, and data security, including Canada's Personal Information Protection and Electronic Documents Act and the GDPR, restrict our and our customers' ability to process and store certain personal and business information outside specific jurisdictions. Some of these laws include strict localization provisions that require certain data to be stored within a particular region or jurisdiction. For example, the GDPR prohibits cross-border data transfers absent an adequacy decision or other mechanism that provides appropriate assurances as to the treatment and protection of such data. We rely on a variety of transfer mechanisms to enable us to provide our services around the globe at scale, and requirements around the use and validity of these mechanisms are constantly evolving and are subject to enhanced scrutiny by regulators, creating uncertainty and increasing the risk around our international operations. We expect the existing legal complexity and uncertainty regarding international personal data transfers to continue. As the enforcement landscape further develops and supervisory authorities issue further guidance on personal information transfer mechanisms, and/or start taking enforcement action, we could suffer additional costs, complaints, and/or regulatory investigations or fines, have to stop using certain tools and vendors and make other operational changes, and/or if we are otherwise unable to transfer personal information between and among countries and regions in which we operate, it could affect the manner in which we provide our services, the geographical location or segregation of our relevant systems and operations, and could adversely affect our financial results.

Other jurisdictions are also passing more stringent privacy, data protection, and data security laws. For example, on July 8, 2019, Brazil enacted the General Data Protection Law (Lei Geral de Proteção de Dados Pessoais) (Law No. 13,709/2018) ("LGPD"), and in 2024, Brazil's data protection authority adopted additional regulations governing international data transfers (Resolution No. 19/2024), including the introduction of standard contractual clauses as a permitted transfer mechanism, and on June 5, 2020, Japan passed amendments to its Act on the Protection of Personal Information ("APPI"), which came into effect on April 1, 2022. Both laws broadly regulate the processing of personal information in a manner comparable to the GDPR, and violators of the LGPD and APPI face substantial penalties. We are monitoring these developments in Brazil, including the applicability of Brazilian standard contractual clauses or alternative transfer mechanisms, and may be required to adjust our data transfer practices. Furthermore, we continue to see jurisdictions imposing data localization laws, which require personal information, or certain subcategories of personal information, to be stored in the jurisdiction of origin, or to require distinct transfer mechanism to be put in place. These regulations may inhibit our ability to expand into those markets or prohibit us from continuing to offer services in those markets without significant additional costs.

We rely on a globally distributed infrastructure to provide our services efficiently, and consequently we may not be able to meet the needs of customers who are located in certain locations, or who are otherwise subject to such localization requirements, which may reduce the demand for our services. This could reduce our revenue and the general demand for our services.

Additionally, such laws and regulations are often inconsistent and may be subject to amendment or reinterpretation, which may cause us to incur significant costs and expend significant effort to ensure compliance. Given that requirements may be inconsistent and evolving, how we choose to respond to these requirements globally may not meet the expectations of our customers, which could thereby reduce the demand for our services. Finally, some customers may respond to these evolving laws and regulations by asking us to make certain privacy or data-related contractual commitments that we are unable or unwilling to make, or that would result in additional development costs. This could lead to the loss of current or prospective customers or other business relationships. If we are no longer able to rely on a particular data transfer mechanism or are otherwise unable to transfer personal information across borders, we may not be able to operate in certain jurisdictions, which may reduce the demand for our services and limit our opportunities for international growth. Beyond impacting the demand for our services, our failure to comply with these laws or regulations could expose us to significant fines and penalties imposed by regulators, as well as legal claims by our customers or other stakeholders.

**Legislation regulating AI, online content and the digital economy may impose additional regulatory obligations on us, which may subject us to liability if we are not compliant with these laws and may affect the results of our operations as we are required to adjust our business practices.**

The regulatory framework around the development and use of ML, AI and automated decision-making is evolving. In Europe, on August 1, 2024, the EU Artificial Intelligence Act (the "EU AI Act") entered into force, and established a comprehensive, risk-based governance framework for AI in the EU market. The majority of the substantive requirements will apply from August 2, 2026, unless the suggested amendments to the EU AI Act introduced by the European Commission as part of the Digital Omnibus Regulation, will become applicable. The EU AI Act applies to companies that develop, use and/or provide AI in the EU and includes requirements around transparency, conformity assessments and monitoring, risk assessments, human oversight, security, accuracy, general purpose AI and foundation models, and fines for a breach of up to 7% of worldwide annual turnover. In addition, on September 28, 2022, the European Commission proposed two Directives seeking to establish a harmonized civil liability regime for AI in the EU (the "Liability Directives"), in order to facilitate civil claims in respect of harm caused by AI and to include AI-enabled products within the scope of the EU's existing strict liability regime. Once fully applicable, the EU AI Act and the Liability Directives, together with developing guidance and/or decisions in this area are expected to have a material impact on the way AI is regulated in the EU, affect our use of AI and our ability to provide and to improve our services, require additional compliance measures and changes to our operations and processes, result in increased compliance costs and potential increases in civil claims against us, and could adversely affect our business, operations and financial condition.

In November 2022, the Digital Services Act (the “DSA”) came into force in the European Union with the majority of the substantive provisions effective in February 2024. The DSA governs, among other things, enhanced transparency measures and implementation of notice and action mechanisms. The DSA may increase our compliance costs and require changes to our user interfaces, processes, operations, and business practices, which may adversely affect our ability to attract, retain and provide our services to customers and may otherwise adversely affect our business, operations and financial condition. Failure to comply with the DSA can result in fines of up to 6% of total annual worldwide turnover and recipients of services have the right to seek compensation from providers in respect of damage or loss suffered due to infringement by the provider.

The Trump administration may continue to rescind existing federal orders and/or administrative policies relating to AI technologies, or may implement new executive orders and/or other rule making relating to AI technologies in the future. Any such changes at the federal level could require us to expend significant resources to modify our products, services, or operations to ensure compliance or remain competitive. Legislation has also been promulgated at the state level. For example, the California Privacy Protection Agency has finalized regulations under the CCPA regarding the use of automated decision making. California also recently enacted numerous laws that further regulate use of AI technologies and provide consumers with additional protections around companies’ use of AI technologies, such as requiring companies to disclose certain uses of generative AI. Many other states have also passed AI-focused legislation, such as Colorado’s Artificial Intelligence Act, which will require developers and deployers of “high-risk” AI systems to implement certain safeguards against algorithmic discrimination, and Utah’s Artificial Intelligence Policy Act, which establishes disclosure requirements and accountability measures for the use of generative AI in certain consumer interactions. Such additional regulations may impact our ability to develop, use, procure and commercialize AI technologies in the future.

#### **Risks related to taxation**

**Changes in tax laws or regulations we are subject to in the various tax jurisdictions may have an adverse effect on us or our customers and could increase the costs of our platform and harm our business.**

Income, sales, use, VAT and similar or other tax laws, regulations or ordinances could be enacted or changed, or new interpretations of existing tax laws, regulations or ordinances could be adopted at any time. Those legislative, regulatory or administrative changes could adversely affect our domestic and international business operations, results of operations and financial condition. These events could require us or our customers to pay additional tax amounts on a prospective or retroactive basis, as well as require us or our customers to pay penalties and/or interest on past amounts deemed to be due. If we are required to collect such additional tax amounts from our customers and are unsuccessful in collecting such taxes due from our customers, we could be held liable for such costs, thereby adversely affecting our results of operations, and harming our business.

If we raise our prices to offset the costs of these changes, existing and potential future customers may elect not to purchase subscriptions to our platform going forward. Additionally, new, changed, modified, or newly interpreted tax laws could increase our customers' and our compliance, operating and other costs, resulting in potential decrease of the capital we have available to operate our business. Any or all of these events could harm our business, results of operations and financial condition.

In addition, we are subject to taxation in several jurisdictions around the world with increasingly complex tax laws, the application of which can be uncertain. The tax authorities in these jurisdictions could review our tax returns and impose additional tax, interest and penalties or assert that various withholding requirements apply to us or our subsidiaries or that benefits of tax treaties are not available to us or our subsidiaries, any of which could harm our business and our results of operations.

**Our results of operations may be harmed if we are required to collect sales or other similar indirect taxes for subscriptions to our platform in jurisdictions where we have not historically done so.**

The application of indirect taxes (such as sales and use tax, VAT, GST, business tax and gross receipt tax) to businesses that transact online, such as ours, is a complex and evolving area. An increasing number of states and countries have considered or adopted laws that attempt to impose tax collection obligations on out-of-state / out-of-country companies. Following the U.S. Supreme Court decision in *South Dakota v. Wayfair, Inc.*, states are now free to levy taxes on the sales of goods and services based on an "economic nexus," regardless of whether the seller has a physical presence in the state. As a result, it may be necessary to reevaluate whether our activities give rise to sales, use and other indirect taxes as a result of any nexus in those states / countries in which we are not currently registered to collect and remit taxes. Additionally, we may need to assess our potential tax collection and remittance liabilities based on existing economic nexus laws' dollar and/or transaction thresholds. It is possible that we could face sales tax, VAT or GST audits and that our liability for these taxes could exceed our estimates as the relevant tax authorities could still assert that we are obligated to collect additional tax amounts from our customers and remit those taxes to those tax authorities. We could also be subject to tax audits in states and international jurisdictions for which we have not accrued tax liabilities. A successful assertion by one or more states / countries requiring us to collect taxes where we presently do not do so could result in substantial tax liabilities, including taxes on past sales, as well as penalties and interest, discourage organizations from purchasing subscriptions to our platform, or otherwise harm our business, results of operations and financial condition. We continue to analyze our exposure for such taxes and liabilities including the need to provide for loss contingencies resulting from these potential taxes and liabilities.

There has been, and will continue to be, legislation that could require us to incur substantial costs, including costs associated with legal advice, tax calculation, collection, remittance, and audit requirements, associated with complying with the various indirect tax requirements in the numerous markets in which we conduct or will conduct business.

**The enactment of legislation implementing changes in taxation of international business activities, the adoption of other corporate tax reform policies, or changes in tax legislation or policies could impact our future financial position and results of operations.**

Corporate tax reform, base-erosion efforts and tax transparency continue to be high priorities in many tax jurisdictions where we have business operations. As a result, policies regarding corporate income and other taxes in numerous jurisdictions are under heightened scrutiny and tax reform legislation is being proposed or enacted in a number of jurisdictions.

For example, in 2015, the Organization for Economic Co-operation and Development ("OECD") released various reports under its Base Erosion and Profit Shifting ("BEPS") action plan to reform international tax systems and prevent tax avoidance and aggressive tax planning. These actions aim to standardize and modernize global corporate tax policy, including cross-border taxes, transfer-pricing documentation rules and nexus-based tax incentive practices which in part are focused on challenges arising from the digitalization of the economy. The reports have a very broad scope including, but not limited to, neutralizing the effects of hybrid mismatch arrangements, limiting base erosion involving interest deductions and other financial payments, countering harmful tax practices, preventing the granting of treaty benefits in inappropriate circumstances and imposing mandatory disclosure rules. It is the responsibility of OECD members to consider how the BEPS recommendations should be reflected in their national legislation. Many countries are beginning to implement legislation and other guidance to align their international tax rules with the OECD's BEPS recommendations, for example, by signing up to the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent BEPS ("MLI") which currently has been signed by over 100 jurisdictions, including Israel, who deposited its instrument of ratification to implement the MLI on September 13, 2018.

The MLI implements some of the measures that the BEPS initiative proposes to be transposed into existing treaties of participating states. Such measures include the inclusion in tax treaties of one, or both, of a "limitation-on-benefit" ("LOB") rule and a "principal purposes test" ("PPT") rule. The application of the LOB rule or the PPT rule could deny the availability of tax treaty benefits (such as a reduced rate of withholding tax) under tax treaties. In addition, the OECD has been working on proposals, commonly referred to as "BEPS 2.0," (including the OECD's Pillar Two global minimum tax) which would make important changes to the international tax system, by allocating taxing rights in respect of certain profits of multinational enterprises above a fixed profit margin to the jurisdictions within which they carry on business (subject to threshold rules) and imposing a minimum effective tax rate on certain multinational enterprises.

The rules for a global minimum tax have been implemented in a number of jurisdictions with effect from 2024. The state of Israel has recently enacted the Law for the Taxation of Multinational Enterprise Groups – 2025, entered into force as of January 1, 2026, implementing key aspects of the OECD's Pillar Two framework. In particular, the legislation introduces a domestic minimum top-up tax (Qualified Domestic Minimum Top-Up Tax, or QDMTT) generally applicable to Israeli entities that are part of multinational enterprise groups with consolidated annual revenues of at least EUR 750 million, with the objective of ensuring a minimum effective tax rate of 15% on profits attributable to activities in Israel and preventing the allocation of taxing rights to foreign jurisdictions under the Income Inclusion Rule or the Undertaxed Profits Rule under the Pillar Two framework. The Israeli Ministry of Finance has recently published a draft legislation as part of the 2026 Economic Plan, proposing a revised incentive regime for research and development activities in Israel, structured primarily as refundable or credit-based tax incentives designed to qualify under the OECD's "qualified" incentive criteria in a Pillar Two environment. In response to concerns raised by the United States, the OECD recently finalized a "side-by-side" approach, under which certain U.S.-parented multinational enterprises may be exempt from certain Pillar Two rules. It is not entirely clear how this side-by-side agreement will be implemented by each participating jurisdiction. As a result, Pillar Two remains under negotiation and continues to evolve. There have been and are likely to be significant changes in the tax legislation of various OECD jurisdictions during the period of implementation of BEPS or BEPS 2.0 such as the addition of new safe harbors. While certain BEPS initiatives are in the final stages of approval and/or implementation, we cannot comprehensively predict their outcome or what impact they will have on our tax obligations and operations or on our financial statements, up to their final enactment in national and international legislation. Such legislative initiatives may materially and adversely affect our plans to expand internationally and may negatively impact our financial condition, tax liability or results of operations and could increase our administrative efforts.

The U.S. tax system also remains subject to further change. We are unable to predict which, if any, changes to the U.S. tax system will be enacted into law, and what effects any enacted legislation might have on our tax liabilities. There have been proposals to impose retaliatory measures with respect to jurisdictions that have, or are likely to, put in place tax rules that are extraterritorial or disproportionately affect U.S. companies. Although such proposals have since been withdrawn, the likelihood of these changes being enacted or implemented is unclear. We are currently unable to predict whether further changes will occur and, if so, the ultimate impact on our business. Any significant changes or developments in U.S. laws and policies, such as laws and policies surrounding international trade, foreign affairs, manufacturing and development and investment in the territories and countries where we or our customers operate, can materially adversely affect our business, results of operations, and financial condition.

**There can be no assurance that we will not be classified as a passive foreign investment company, which could result in adverse U.S. federal income tax consequences to United States Holders of our ordinary shares.**

We would be classified as a PFIC for any taxable year if, after the application of certain look-through rules, either: (i) 75% or more of our gross income for such year is "passive income" (as defined in the relevant provisions of the Internal Revenue Code of 1986, as amended), or (ii) 50% or more of the value of our assets (generally determined on the basis of a quarterly average) during such year is attributable to assets that produce or are held for the production of passive income. For these purposes, cash and other assets readily convertible into cash or that do or could generate passive income are categorized as passive assets, and the value of company's goodwill and other unrecorded intangible assets is generally taken into account. Passive income generally includes, among other things, rents, dividends, interest, royalties, gains from the disposition of passive assets and gains from commodities and securities transactions. For purposes of this test, we will be treated as owning a proportionate share of the assets and earning a proportionate share of the income of any other corporation of which we own, directly or indirectly, at least 25% (by value) of the stock. Based on our market capitalization and the composition of our income, assets, and operations, we believe that we were not a PFIC for the year ending December 31, 2025, and do not expect to be a PFIC for U.S. federal income tax purposes for the current taxable year or in the foreseeable future. However, this is a factual determination that must be made annually after the close of each taxable year. Moreover, the value of our assets for purposes of the PFIC determination may be determined by reference to the trading value of our ordinary shares, which could fluctuate significantly. In addition, it is possible that the Internal Revenue Service may take a contrary position with respect to our determination in any particular year, and therefore, there can be no assurance that we were not a PFIC for the year ending December 31, 2025, or will not be classified as a PFIC, in the year ending December 31, 2026 or in the future. Certain adverse U.S. federal income tax consequences could apply to a United States Holder (as defined in "Taxation — U.S. Federal Income Tax Considerations") if we are treated as a PFIC for any taxable year during which such United States Holder holds our ordinary shares. United States Holders should consult their tax advisors about the potential application of the PFIC rules to their investment in our ordinary shares. For further discussion, see "Taxation — U.S. Federal Income Tax Considerations."

**Our ability to realize our deferred tax assets depends on our ability to achieve and maintain profitability.**

During the year ended December 31, 2025, we reversed our valuation allowance and recognized deferred tax assets based on our expectations of future taxable income. Our ability to utilize these deferred tax assets depends on our ability to achieve and maintain sufficient profitability. If our future results do not meet our expectations or if we are unable to maintain profitability, we may be required to record a valuation allowance against some or all of our deferred tax assets in the future, which could adversely affect our results of operations and effective tax rate.

**Risks related to our proprietary and Intellectual Property rights**

**If we fail to adequately maintain, protect, or enforce our proprietary and intellectual property rights, our competitive position could be impaired, and we may lose valuable assets, generate reduced revenue, experience slower growth rates and incur costly litigation to protect our rights.**

Our success is dependent, in part, upon protecting our intellectual property rights, including those in our know-how and proprietary technology. We rely on a combination of copyrights, patents, trade secret and other intellectual property laws and contractual restrictions to establish and protect our intellectual property rights. While it is our policy to protect and defend our rights to our intellectual property, we cannot predict whether steps taken by us will be adequate to prevent infringement, misappropriation, or other violations of our intellectual property rights.

While software and other of our proprietary works may be protected under copyright law, we generally have not registered any copyrights in these works. We primarily rely on protecting our software as a trade secret in addition to copyright. In order to bring a copyright infringement lawsuit in the U.S., the copyright must be registered. Accordingly, the remedies and damages available to us for unauthorized use of our software may be limited if an infringement of our copyright in the software were to occur in the U.S.

Policing unauthorized use of our know-how, technology and intellectual property is difficult and may not be effective. Although we attempt to protect our intellectual property, technology, and confidential information by entering into confidentiality and invention assignment agreements with our employees and consultants and entering into confidentiality agreements with the parties with whom we share our confidential information, such parties may not comply with their confidentiality obligations under these agreements. These agreements also may not effectively grant all necessary rights to any inventions that may have been developed by the employees or consultants party thereto and may not be effective in controlling access to and distribution of our platform, technology and confidential information or provide an adequate remedy in the event of unauthorized use of our platform or technology or unauthorized access, use or disclosure of our confidential information. Despite our precautions, it may be possible for unauthorized third parties to copy our platform or technology and use information that we regard as proprietary to create products or services that compete with our offerings. Some of the provisions of our agreements that protect us against unauthorized use, copying, transfer and disclosure of our platform may be unenforceable under the laws of certain jurisdictions and foreign countries. Further, these agreements do not prevent our competitors from independently developing technologies that are substantially equivalent or superior to ours. We cannot guarantee that others will not independently develop technology with the same or similar functions to any proprietary technology

we rely on to conduct our business and differentiate ourselves from our competitors. Unauthorized parties may also attempt to copy or obtain and use our technology to develop applications with the same functionality as our solutions. Any unauthorized disclosure or use of our trade secrets or other confidential proprietary information could make it more expensive to do business, thereby harming our operating results.

Circumstances outside our control could also pose a threat to our intellectual property rights. For example, the laws of some countries do not protect intellectual property to the same extent as the laws of the U.S., and mechanisms for enforcement of intellectual property rights in some foreign countries may be inadequate. Changes in the law or adverse court rulings may also negatively affect our ability to prevent others from using our technology. To the extent we expand our international activities, our exposure to unauthorized copying and use of our platform and proprietary information may increase. Further, our competition, foreign governments, foreign government-backed actors, criminals or other third parties may gain unauthorized access to our confidential information and technology.

Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property rights.

We may be required to spend significant resources to monitor and protect our intellectual property rights, and we may or may not be able to detect infringement, misappropriation or other violations of our intellectual property rights by third parties. Litigation may be necessary in the future to enforce our intellectual property rights and to protect our trade secrets. Such litigation could be costly, time consuming and distracting to management, may not ultimately be resolved in our favor, and could result in the impairment or loss of portions of our intellectual property. Furthermore, 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. If we are unable to protect our intellectual property rights or prevent unauthorized use, infringement, or misappropriation thereof by third parties, the value of our intellectual property and intellectual property rights may be diminished, and our competition may be able to more effectively mimic our offerings and services. Our inability to protect our proprietary technology against unauthorized copying or use, as well as any costly litigation or diversion of our management's attention and resources, could delay further sales or the implementation of our platform, impair its functionality, delay introductions of new features, integrations, capabilities, and enhancements, result in our substituting inferior or more costly technologies into our platform, or injure our reputation. In addition, we may be required to license additional technology from third parties to develop and market new features, integrations, capabilities, and enhancements, and we cannot assure you that we could license that technology on commercially reasonable terms or at all, and our inability to license this technology could harm our ability to compete. Any one or more of the foregoing could harm our business, results of operations and financial condition.

**Our results of operations may be harmed if we are subject to a protracted infringement claim, a claim that results in a significant damage award or a claim that results in an injunction.**

There is considerable intellectual property development and enforcement activity in our industry. We expect that software developers in our industry will increasingly be subject to infringement claims as the number of products and competitors grows and the functionality of products in different industries overlap. Our future success depends in part on not infringing upon or misappropriating the intellectual property rights of others. There is a risk that our operations, platforms, and services may infringe or otherwise violate, or be alleged to infringe or otherwise violate, the intellectual property rights of third parties. Other companies may claim in the future that we infringe upon or otherwise violate their intellectual property rights. A claim may also be made relating to technology or intellectual property that we acquire or license from third parties in the future. Additionally, as we expand our use of AI, there is uncertainty regarding intellectual property ownership and license rights of AI algorithms and content generated by AI, and we may become subject to similar claims of infringement. If we were subject to a claim of infringement, regardless of the merit of the claim or our defenses, the claim could:

- require costly litigation to resolve and the payment of substantial damages;
- require and divert significant management time;
- cause us to enter into unfavorable royalty or license agreements;
- require us to discontinue some or all of the features, integrations, capabilities and enhancements available on our products;
- require us to indemnify organizations on our platform or third-party service providers; and
- require us to expend additional development resources to redesign our products.

**Our platform and products utilize open-source software, and any defects or security vulnerabilities in the open-source software could negatively affect our business.**

We use substantial amounts of open source software in our platform and products and expect to use more open source software in the future. Although we monitor our use of open source software to avoid subjecting our platform to conditions, and while we do not intend to, there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to provide or distribute our platform. Moreover, we cannot assure you that our processes for controlling our use of open source software in our platform will be effective. Some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the type of open source software we use or grant other licenses to our intellectual property.

If we were to combine our proprietary source code or software with open source software in a certain manner, we could, under certain of the open source licenses, be required to release the source code of our proprietary software to the public. This could allow our competitors to create similar products with less development effort and time.

From time to time, there have been claims challenging both the ownership of open source software against companies that incorporate open source software into their products and whether such incorporation is permissible under various open source licenses. There is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our platform or products. As a result, we could be subject to lawsuits by parties claiming ownership of what we believe to be open source software or breach of open source licenses. Litigation could be costly for us to defend, have a negative effect on our results of operations and financial condition, or require us to devote additional research and development resources to change our platform and products. If we are held to have breached or failed to fully comply with all the terms and conditions of an open source software license or inappropriately use open source software, we could face infringement or other liability, or be required to seek costly licenses from third parties to continue providing our offerings on terms that are not economically feasible, to re-engineer our platform, to discontinue or delay the provision of our offerings or certain products, features, integrations or capabilities thereof if re-engineering could not be accomplished on a timely basis, or to make generally available, in source code form, our proprietary code, any of which could adversely affect our business, financial condition and results of operations. Some open source software may include AI capabilities or other software that incorporates or relies on AI, or may have been created, in whole or in part, by AI. The use of such software may expose us to risks including intellectual property ownership and license rights.

In addition to risks related to license requirements, usage and distribution of open source software can lead to greater risks than use of third-party commercial software because open source licensors generally do not provide warranties or other contractual protections regarding infringement, misappropriation or other violations, the quality of code, or the origin of the software. Many of the risks associated with the use of open source software cannot be eliminated and could adversely affect our business, results of operations, financial condition and future prospects. For instance, open source software is often developed by different groups of programmers outside of our control that collaborate with each other on projects. As a result, open source software may have security vulnerabilities, defects or errors of which we are not aware. Any undetected errors or defects in open source software could render it vulnerable to breaches or security attacks, and, in conjunction, make our systems more vulnerable to data breaches.

Even if we become aware of any security vulnerabilities, defects or errors, it may take a significant amount of time for either us or the programmers who developed the open source software to address such vulnerabilities, defects or errors, which could negatively impact our products and services, including adversely affecting the market's perception of our products and services, impairing the functionality of our products and services, delaying the launch of new products and services, or resulting in the failure of our products and services, any of which could result in liability to us or our vendors and service providers. Further, our adoption of certain policies with respect to the use of open source software may affect our ability to hire and retain employees, including engineers.

**Our failure to successfully protect our intellectual property rights could negatively affect our business.**

Our future success and competitive position depends in part upon our ability to protect our intellectual property rights, including rights related to certain intellectual property used in our platform. While we have patent applications pending and allowed patents, we may be unable to obtain patent protection for the technology covered in our current or future patent applications.

In addition, we cannot ensure that any of the patent applications will be approved or that the claims allowed on any issued patents will be sufficiently broad to protect our technology or platform and provide us with competitive advantages. Furthermore, any issued patents may be challenged, invalidated, or circumvented by third parties. The laws of certain countries do not protect proprietary rights to the same extent as the laws of the U.S., and we therefore may be unable to obtain the same degree of protection for our proprietary technology in foreign jurisdictions.

Many patent applications may not be public for a period of time after they are filed, and since publication of discoveries in the scientific or patent literature tends to lag behind actual discoveries by several months, we cannot be certain that we will be the first creator of inventions covered by any patent application we make or that we will be the first to file patent applications on such inventions. Because some patent applications may not be public for a period of time, there is also a risk that we could adopt a technology without knowledge of a pending patent application, which technology would infringe a third-party patent once that patent is issued.

We rely on our trademarks, trade names and brand names to distinguish our products from the products of our competitors and have registered or applied to register many of these. However, occasionally third parties may have already registered identical or similar marks for products or solutions that also address the software market. As we rely in part on brand names and trademark protection to enforce our intellectual property rights, efforts by third parties to limit use of our brand names or trademarks and barriers to the registration of brand names and trademarks in various countries may restrict our ability to promote and maintain a cohesive brand throughout our key markets.

There can also be no assurance that pending or future trademark applications will be approved in a timely manner, or at all, or that such registrations will effectively protect our brand names and trademarks. Third parties may also oppose our trademark applications or otherwise challenge our use of the trademarks. In the event that our trademarks are successfully challenged, we could be forced to rebrand our platform, which could result in loss of brand recognition and could require us to devote resources to advertising and marketing new brands.

### **Risks relating to our operations as a public company and our ordinary shares**

#### **One of our Co-Founders and Co-Chief Executive Officers holds one founder share with certain veto rights, thereby limiting your ability to influence certain key matters affecting our business and affairs.**

Roy Mann, one of our Co-Founders and Co-Chief Executive Officers and a member of our board of directors, holds one founder share. Pursuant to our amended and restated articles of association, such founder share provides Mr. Mann with certain veto rights over the approval of any (i) merger, consolidation, acquisition, amalgamation, business combination, issuance of equity securities or debt securities convertible into equity securities or other similar transactions we may enter into or consummate, in each case that would reasonably be expected to result in any person becoming, as a result of such transactions, a beneficial owner of 25% or more of our ordinary shares issued and outstanding immediately following the consummation of such transaction, or in the increase in the beneficial ownership of our ordinary shares of any person who immediately prior to the consummation of such transaction holds 25% or more of the then issued and outstanding ordinary shares, (ii) sale, assignment, conveyance, transfer, lease or other disposition, in one transaction or a series of related transactions, of all or substantially all of our assets to any person and (iii) change to our strategy, policies and/ or business plan in connection with our Digital Lift Initiative, including any change in our short-term and long-term funding plan for the monday.com Foundation.

Consequently, Mr. Mann is able to control certain key corporate decisions, thus limiting the ability of the holders of our ordinary shares to influence certain key matters affecting our business. Using his founder share, Mr. Mann may be able to veto the adoption of certain key matters. This may prevent or discourage unsolicited acquisition proposals or offers for ordinary shares that you may feel are in your best interest as a shareholder. Circumstances may occur in which the interests of Mr. Mann conflict with the interests of other shareholders. Accordingly, your ability to influence certain key matters affecting our business and affairs through voting your ordinary shares may be limited.

**We are a foreign private issuer and, as a result, we are not subject to U.S. proxy rules and are subject to Exchange Act reporting obligations that, to some extent, are more lenient and less frequent than those of a U.S. domestic public company.**

We report under the Exchange Act as a non-U.S. company with foreign private issuer status. Because we qualify as a foreign private issuer under the Exchange Act, we are exempt from certain provisions of the Exchange Act that are applicable to U.S. domestic public companies, including (i) the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the Exchange Act and (ii) the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q containing unaudited financial and other specified information, although we are subject to Israeli laws and regulations with regard to certain of these matters and intend to furnish quarterly information on Form 6-K. In addition, foreign private issuers are not required to file their annual report on Form 20-F until 120 days after the end of each fiscal year, while U.S. domestic issuers must file their annual reports on Form 10-K sooner. As a result of all of the above, you may not have the same protections afforded to shareholders of a company that is not a foreign private issuer.

**As a “foreign private issuer” that follows certain home country corporate governance practices, our shareholders may not have the same protections afforded to shareholders of companies that are subject to all corporate governance rules of Nasdaq.**

As a foreign private issuer, we have the option to follow certain home country corporate governance practices rather than those of Nasdaq, provided that we disclose the requirements we are not following and describe the home country practices we are following. We intend to rely on this “foreign private issuer exemption” with respect to Nasdaq rules for shareholder meeting quorums. We may in the future elect to follow home country practices with regard to other matters. As a result, our shareholders may not have the same protections afforded to shareholders of companies that are subject to all corporate governance rules of Nasdaq.

**We may lose our foreign private issuer status in the future, which could result in significant additional costs and expenses.**

As discussed above, we qualify as a foreign private issuer, and therefore, we are exempt from certain periodic disclosures and current reporting requirements under the Exchange Act. The determination of foreign private issuer status is made annually on the last business day of an issuer’s most recently completed second fiscal quarter, and therefore, we will re-evaluate our qualification as a foreign private issuer on June 30, 2025. If we no longer qualify as a foreign private issuer, whether due to revisions in the definition of a foreign private issuer or for any other reason, we will be required to file with the SEC periodic reports and registration statements on U.S. domestic issuer forms, which are more detailed and extensive than the forms available to a foreign private issuer. We will also have to comply with U.S. federal proxy rules, and our officers, directors and principal shareholders will become subject to the short-swing profit disclosure and recovery provisions of Section 16 of the Exchange Act. In addition, we will lose our ability to rely upon exemptions from certain corporate governance rules of Nasdaq. If this were to occur, we would incur significant additional legal, accounting, and other expenses.

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

Provisions of Israeli law and our amended and restated articles of association could have the effect of delaying or preventing a change in control and may make it more difficult for a third party to acquire us or our shareholders to elect different individuals to our board of directors, even if doing so would be considered to be beneficial by some of our shareholders, which may limit the price that investors may be willing to pay in the future for our ordinary shares. Among other things:

- the Israeli Companies Law regulates mergers and requires that a tender offer be effected when more than a specified percentage of shares in a company are purchased;
- the Israeli Companies Law requires special approvals for certain transactions involving directors, officers or significant shareholders and regulates other matters that may be relevant to these types of transactions;
- the Israeli Companies Law does not provide for shareholder action by written consent for public companies, thereby requiring all shareholder actions to be taken at a general meeting of shareholders;
- our amended and restated articles of association divide our directors into three classes, each of which is elected once every three years;
- an amendment to our amended and restated articles of association generally, in addition to the approval of our board of directors, requires a vote of the holders of a majority of our outstanding ordinary shares entitled to vote present and voting on the matter at a general meeting of shareholders (referred to as simple majority), and the amendment of a limited number of provisions, such as the provision dividing our directors into three classes, the provision that sets forth the procedures and the requirements that must be met in order for a shareholder to require the Company to include a matter on the agenda for a general meeting of the shareholders, the provisions relating to the election and removal of members of our board of directors and empowering our board of directors to fill vacancies on our board of directors requires, in addition to the approval of our board of directors, a vote of the holders of 65% of our outstanding ordinary shares entitled to vote at a general meeting;
- our amended and restated articles of association restrict us, subject to certain exceptions, from engaging in certain business combination transactions with any shareholder who holds 20% or more of our voting power. The transactions subject to such restrictions include mergers, consolidations, and dispositions of our assets with a market value of 10% or more of our assets or outstanding shares. Subject to certain exceptions, such restrictions will apply for a period of three years following (i) the closing of the offering for any of our shareholders holding 20% or more of our voting power immediately prior to the offering and (ii) each time a shareholder became the holder of 20% or more of our voting power;

- our amended and restated articles of association do not permit a director to be removed except by a vote of the holders of at least 65% of our outstanding shares entitled to vote at a general meeting of shareholders;
- our amended and restated articles of association provide that director vacancies may be filled by our board of directors; and
- Roy Mann, one of our Co-Founders and Co-Executive Officers and a member of our board of directors, holds one founder share, which provides Mr. Mann with certain veto rights over the approval of certain corporate transactions. See "Risks Relating to Our Operations as a Public Company and our Ordinary Shares— One of our Co-Founders and Co-Chief Executive Officers holds one founder share with certain veto rights, thereby limiting your ability to influence certain key matters affecting our business and affairs."

Further, Israeli tax considerations may make potential transactions undesirable to us or to some of our shareholders who are not eligible for exemption or relief from Israeli capital gains tax (neither under the Israeli Tax Ordinance nor under an applicable tax treaty). For example, Israeli tax law does not recognize tax-free share exchanges to the same extent as U.S. tax law. With respect to mergers, Israeli tax law allows for tax deferral in certain circumstances but makes the deferral contingent on the fulfillment of numerous conditions, including a holding period of two years from the date of the transaction during which certain sales and dispositions of shares of the participating companies are restricted. Moreover, with respect to a certain share swap transaction, the tax deferral is limited in time, and when such time expires, the tax becomes payable even if no disposition of the shares has occurred.

**We do not expect to pay any dividends in the foreseeable future.**

We have never declared or paid any dividends on our ordinary shares, and we do not anticipate paying any dividends in the foreseeable future. We currently intend to retain future earnings, if any, to finance operations and expand our business. Consequently, investors who purchase ordinary shares may be unable to realize a gain on their investment except by selling such shares after price appreciation, which may never occur.

Our board of directors has sole discretion whether to pay dividends. If our board of directors decides to pay dividends, the form, frequency, and amount will depend upon our future operations and earnings, restrictions imposed by the Israeli Companies Law, capital requirements and surplus, general financial condition, contractual restrictions, and other factors that our directors may deem relevant.

**We cannot guarantee that we will repurchase any of our ordinary shares pursuant to our announced repurchase program or that our repurchase program will enhance long-term shareholder value.**

In September 2025, our board of directors approved a program to repurchase our ordinary shares in an amount up to \$870 million. The repurchase program provides us with the authority to repurchase our ordinary shares from time to time. The repurchase program does not require the purchase of any minimum dollar amount or number of shares and may be suspended, modified or discontinued at any time without prior notice. As of December 31, 2025, we have repurchased 883,913 ordinary shares for an aggregate amount of \$135.0 million.

Repurchases of our ordinary shares pursuant to our repurchase program could affect the market price of our ordinary shares and its volatility. Additionally, our repurchase program could diminish our cash reserves, which may impact our ability to finance future growth and to pursue possible future strategic opportunities and acquisitions. There is no assurance that our repurchase program will enhance long-term shareholder value, and short-term share price fluctuations could reduce the repurchase program's effectiveness.

#### **Risks relating to our incorporation and location in Israel**

**Conditions in Israel, including due to the war between Israel and Iran and other conflicts in the region, could materially and adversely affect our business.**

Many of our officers and employees, including our Co-CEOs and other members of management, operate from our offices that are located in Tel Aviv, Israel. In addition, a number of our directors are residents of Israel. Accordingly, political, economic, and military conditions in Israel and the surrounding region may directly affect our business and operations.

Israel has and continues to be involved in military conflicts with Hamas, Hezbollah, a terrorist organization based in Lebanon, and Iran, both directly and through proxies like the Houthi movement in Yemen and armed groups in Iraq and Syria and other terrorist organizations. Although certain ceasefire agreements have been reached with Hamas there is no assurance that this agreement will be upheld. Military activity and hostilities continue to exist at varying levels of intensity, and the situation remains volatile, with the potential for escalation into a broader regional conflict involving additional terrorist organizations and possibly other countries.

While our facilities have not been damaged during the current war, the hostilities with Hamas, Hezbollah, Iran and its proxies and others may cause damage to our facilities, as well as infrastructure, utilities, and telecommunication networks, and potentially disrupt our operations. In addition, Israeli organizations, government agencies and companies have been subject to extensive cyber attacks. This could lead to increased costs, risks to employee safety, and challenges to business continuity, with potential financial losses.

Some of our employees have been called up for reserve duty, and additional employees may be called up as reservists in future. As of the date of this report, our operations have not been disrupted, however our operations may be disrupted by such call-ups should they increase in scope.

The global perception of Israel and Israeli companies, influenced by actions by international judicial bodies, may lead to increased sanctions and other negative measures against Israel, as well as Israeli companies. There is also a movement among countries, activists, and organizations to boycott Israeli goods, services and academic research or restrict business with Israel. If these efforts become widespread they could negatively impact business operations.

**It may be difficult to enforce a U.S. judgment against us and our officers and directors named in this annual report, or to assert U.S. securities laws claims in Israel or serve process on our non-U.S. officers and directors.**

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

Moreover, an Israeli court will not enforce a non-Israeli judgment if it was given in a state whose laws do not provide for the enforcement of judgments of Israeli courts (subject to exceptional cases), if its enforcement is likely to prejudice the sovereignty or security of the State of Israel, if it was obtained by fraud or in the absence of due process, if it is at variance with another valid judgment that was given in the same matter between the same parties, or if a suit in the same matter between the same parties was pending before a court or tribunal in Israel at the time the foreign action was brought.

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

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

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

A significant portion of our intellectual property has been developed by our employees in the course of their employment for us. Under the Israeli Patent Law, 5727-1967 ("Patent Law"), inventions conceived by an employee in the course and as a result of or arising from his or her employment with a company are regarded as "service inventions," which belong to the employer, absent a specific agreement between the employee and employer giving the employee service invention rights. The Patent Law also provides that if there is no such agreement between an employer and an employee, the Israeli Compensation and Royalties Committee (the "Committee"), a body constituted under the Patent Law, shall determine whether the employee is entitled to remuneration for his or her inventions. Case law clarifies that the right to receive consideration for "service inventions" can be waived by the employee. The Committee will examine, on a case-by-case basis, the general contractual framework between the parties, using interpretation rules of the general Israeli contract laws. Further, the Committee has not yet determined one specific formula for calculating this remuneration but rather uses the criteria specified in the Patent Law. Although we enter into assignment-of-invention agreements with our employees pursuant to which such individuals waive their right to remuneration for service inventions, we may face claims demanding remuneration in consideration for assigned inventions. As a consequence of such claims, we could be required to pay additional remuneration or royalties to our current and/or former employees, or be forced to litigate such claims, which could negatively affect our business.

**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, as of December 31, 2025 and 2024, we have been eligible for certain tax benefits provided to a "Preferred Technological Enterprise", under the Israeli Law for the Encouragement of Capital Investments, 5719-1959, referred to as the Investment Law, including, inter alia, a reduced corporate tax rate on Israeli preferred technology taxable income, as defined in the Investment Law and its regulations. In order to remain eligible for the tax benefits for 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, cancelled, or changed, our Israeli taxable income from the Preferred Technological Enterprise would be subject to regular Israeli corporate tax rates (currently 23%). Additionally, if we increase our activities outside of Israel through acquisitions, for example, our expanded activities might not be eligible for inclusion in future Israeli tax benefit programs.

**Our amended and restated articles of association provide that unless the Company consents otherwise, the competent courts of Tel Aviv, Israel, shall be the sole and exclusive forum for substantially all disputes between the Company and its shareholders under the Israeli Companies Law and the Israeli Securities Law.**

The competent courts of Tel Aviv, Israel shall be the exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Company to the Company or the Company's shareholders, or (iii) any action asserting a claim arising pursuant to any provision of the Israeli Companies Law or the Israeli Securities Law. This exclusive forum provision is intended to apply to claims arising under Israeli Law and would not apply to claims brought pursuant to the Securities Act or the Exchange Act or any other claim for which federal courts would have exclusive jurisdiction. Such exclusive forum provision in our amended and restated articles of association will not relieve the Company of its duties to comply with federal securities laws and the rules and regulations thereunder, and shareholders of the Company will not be deemed to have waived the Company's compliance with these laws, rules, and regulations. This exclusive forum provision may limit a shareholders' ability to bring a claim in a judicial forum of its choosing for disputes with the Company or its directors or other employees which may discourage lawsuits against the Company, its directors, officers and employees.

#### **Risks related to our Digital Lift Initiative and the monday.com Foundation**

**Risks related to our Digital Lift Initiative makes us susceptible to unintended consequences.**

Our Digital Lift Initiative is predicated on us using our platform and resources to facilitate a robust digital transformation in the nonprofit sector. Pursuant to this initiative, we intend to offer up to \$1 worth of free or substantially discounted monday.com subscriptions to nonprofit organizations, including product support, for every \$1 of revenue we generate. We also provide every employee with the opportunity to take time off to volunteer 1% of their paid work time to any approved charitable or community initiative.

In order to facilitate the activities of the Digital Lift Initiative, we established the monday.com Foundation. As of the date of this annual report, we have issued 68,000 ordinary shares to the monday.com Foundation. We intend to issue additional ordinary shares to the monday.com Foundation, up to 10% of our issued share capital, in order to continue to fund its charitable initiatives to promote the Digital Lift Initiative. Additional grants will largely depend on the funding requirements and performance of the monday.com Foundation on an ongoing basis. However, we have determined that we will limit any equity contribution to the monday.com Foundation to no more than 1% of our outstanding ordinary shares on an annual basis, measured as of the end of each fiscal year, with any unissued amount up to a maximum of 1% in the aggregate measured as of the end of the prior fiscal year carried over to subsequent fiscal years.

We designed the monday.com Foundation in such a way as to restrict our ability to control its affairs in order to minimize our risk of negative tax or accounting consequences. However, despite our best efforts to remain independent from the monday.com Foundation, our auditors or regulators could, nevertheless, determine that we exercise control over it. If we were deemed to exercise control over the monday.com Foundation, we could be required to consolidate its financial statements with our own, which could have a material impact on our operations. Additionally, we could experience other negative consequences as a result of such a determination of control over the monday.com Foundation, including heightened litigation risks, additional accounting complexities, higher insurance premiums and increased regulatory oversight, particularly from U.S. and international tax authorities.

If our Digital Lift Initiative does not operate as intended over time or on a larger scale, we may suffer unintended consequences as a result of perceived problems with the monday.com Foundation. For example:

- Our commitment to charitable donations through the monday.com Foundation may not align our interests with those of our customers and shareholders and may create conflicts of interests. Moreover, our commitment to charitable donations may not resonate with new or existing customers and shareholders and may fail to attract new customers and shareholders to the Company.
- The amount of equity contributed to the monday.com Foundation over time may be viewed as excessively dilutive to new and existing shareholders.

- We have no control over how the monday.com Foundation will deploy the capital that we donate to it over time. As such, the monday.com Foundation may deploy funds in a way that fails to align with our corporate values and culture.
- If the majority of the members of the monday.com Foundation's board of directors do not remain independent from the Company or if in the future, we try to exert control over the monday.com Foundation, tax authorities may view the monday.com Foundation as an extension of the Company and require us to treat the monday.com Foundation as a consolidated subsidiary of the Company for financial and tax reporting purposes, which could have a material adverse impact on our business and financial condition.

The failure of our Digital Lift Initiative to function as intended could materially and adversely impact our reputation, business, results of operations and financial condition.

### **Risks related to legal and regulatory matters**

#### **Our business and financial results may be affected by various litigation and regulatory proceedings.**

In the ordinary course of business, we may be involved in and subject to litigation for a variety of claims or disputes and receive regulatory inquiries. These claims, lawsuits and proceedings have included, and could in the future include, labor and employment, wage and hour, commercial, antitrust, alleged securities law violations, or other investor claims, and/or other matters. The number and significance of these potential claims and disputes may increase as our business expands. Further, our general liability insurance may not cover all potential claims made against us or be sufficient to indemnify us for all liability that may be imposed. Any claim against us, regardless of its merit, could be costly, divert management's attention and operational resources, and harm our reputation. As litigation is inherently unpredictable, we cannot assure you that any potential claims or disputes will not have a material adverse effect on our business, results of operations and financial condition.

#### **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 penalties or significant fines and harm our business and reputation.**

We are subject to anti-corruption and anti-bribery and similar laws, such as the U.S. Foreign Corrupt Practices Act of 1977, as amended, the U.S. domestic bribery statute contained in 18 U.S.C. § 201, U.S. Travel Act, the USA PATRIOT Act, the UK Bribery Act 2010, Chapter 9 (sub-chapter 5) of the Israeli Penal Law, 5737-1977, the Israeli Prohibition on Money Laundering Law, 5760-2000, and other anti-corruption, anti-bribery laws and anti-money laundering laws in countries in which we conduct activities. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years and are interpreted broadly and generally prohibit companies and their employees and agents from directly or indirectly promising, authorizing, making, offering,

soliciting, or receiving improper payments of anything of value to or from government officials or others in the private sector. As we increase our international sales and business, our risks under these laws may increase. Noncompliance with these laws could subject us to investigations, sanctions, settlements, prosecutions, other enforcement actions, disgorgement of profits, significant fines, damages, other civil and criminal penalties or injunctions, collateral litigation, adverse media coverage and other consequences. Any investigations, actions or sanctions could harm our business, results of operations and financial condition.

In addition, we use third parties to sell access to our products and conduct business on our behalf abroad. We or such current and future third-party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities, and, in certain circumstances, we could be held liable for the corrupt or other illegal activities of our third-party intermediaries even if we do not explicitly authorize such activities. We have implemented an anti-corruption compliance program and have controls in place with respect to our third-party relationships, but we cannot guarantee that all of our employees and agents will comply with our policies and applicable law, for which we may be ultimately held responsible.

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

Some of our business activities may be subject to various restrictions under U.S., Israeli and EU export controls and trade and economic sanctions laws, including, among others, the U.S. Commerce Department's Export Administration Regulations and economic and trade sanctions regulations maintained by the U.S. Treasury Department's Office of Foreign Assets Control. U.S., Israeli and EU export control laws and U.S., Israeli and EU economic sanctions laws may prohibit or restrict the sale or supply of certain products, including encryption items and technology, and services to certain governments, persons, and entities and countries and territories, including those that are the target of comprehensive sanctions. In addition, various countries regulate the import of certain encryption technology, including through import permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our platform or could limit the ability of our customers to implement our platform in those countries. Although we take precautions to prevent transactions with sanctions targets and our platform from being provided and accessed in sanctioned countries in violation of such laws and regulations, such as IP address blocking functionality, screenings of our users against government lists of restricted and prohibited persons, training our employees and the development of a global trade controls policy, we cannot guarantee that such precautions are or will be fully effective. Our platform has in the past, and could in the future, be provided and accessed in sanctioned countries inadvertently in violation of such laws despite the precautions we take. We could inadvertently provide access to our platform

to persons prohibited by U.S., Israeli and EU sanctions. Failing to comply with these laws and regulations could result in negative consequences to us, including that we and certain of our employees could be subject to civil or criminal penalties, government investigation, loss of export privileges or reputational harm. Further, obtaining the necessary authorizations, including any required licenses, for a particular transaction may be time-consuming, is not guaranteed and may result in the delay or loss of sales opportunities.

In addition, changes in our products, or future changes in export and import regulations, may prevent our users with international operations from using our products globally or, in some cases, prevent the export or import of our products to certain countries, governments or persons altogether. In the future, additional U.S., EU, and UK trade and economic sanctions enacted due to geopolitics or otherwise, along with those imposed by other jurisdictions and any counter-sanctions enacted by the countries targeted by such sanctions, could restrict our ability to operate and to generate or collect revenue in certain other countries. Any change in export or import regulations, economic sanctions, or related legislation, or change in the countries, governments, persons, or technologies targeted by such regulations, could result in decreased use of our products by, or in our decreased ability to export or sell subscriptions to our products to, existing or potential users with international operations. Any decreased use of our products or limitation on our ability to export or sell our products could adversely affect our business, results of operations and financial condition.

**Geopolitical conflicts may adversely affect our business and results of operations.**

We have operations or activities in countries and regions outside Israel and the U.S., including Europe. As a result, our global operations are affected by economic, political, and other conditions in the foreign countries in which we do business. We cannot predict the impact of future conflicts, including economic impact, heightened operating risks, additional sanctions or counter-sanctions, heightened inflation, cyber disruptions or attacks, higher energy costs and higher supply chain costs. Any of the foregoing could have substantial impacts on regional and global economics and a material adverse effect on our business, financial condition, and results of operations.

## Part 7 - Additional Information

### About Us

monday.com was founded in 2012 under the name DaPulse Labs Ltd. and changed its name to monday.com Ltd. in December 2017. In June 2021, we listed our shares on the Nasdaq Global Market. We are a company limited by shares organized under the laws of the State of Israel. We are registered with the Israeli Registrar of Companies. Our registration number is 514744887. Our principal executive offices are located at 6 Yitzhak Sadeh, Tel Aviv, Israel, and our telephone number is +972(55) 939-7720. Our website address is [www.monday.com](http://www.monday.com). We use our website as a means of disclosing material non-public information. Such disclosures will be included on our website in the "Investor Relations" sections. Accordingly, investors should monitor such sections of our website, in addition to following our press releases, SEC filings and public conference calls and webcasts. Information contained on, or that can be accessed through, our website does not constitute a part of this annual report and is not incorporated by reference herein. We have included our website address in this annual report solely for informational purposes. Our SEC filings are available to you on the SEC's website at <http://sec.gov>. This site contains reports and other information regarding issuers that file electronically with the SEC. The information on that website is not part of this annual report and is not incorporated by reference herein. Our agent for service of process in the U.S. is monday.com, Inc., located at 225 Park Avenue South, New York, NY 10003.

### Memorandum and Articles of Association

A copy of our amended and restated articles of association is attached as Exhibit 1.1 to this annual report. Other than as set forth below, the information called for by this Item is set forth in Exhibit 2.2 to this annual report and is incorporated by reference into this annual report.

### Share Capital

Our authorized share capital consists of 99,999,999 ordinary shares, no par value per share, of which 51,160,822 ordinary shares are issued and outstanding as of December 31, 2025.

### Shareholder meetings

Under Israeli law, we are required to hold an annual general meeting of our shareholders once every calendar year and no later than 15 months after the date of the previous annual general meeting. All meetings other than the annual general meeting of shareholders are referred to in our amended and restated articles of association as special general meetings. Our board of directors may call special general meetings of our shareholders whenever it sees fit, at such time and place, within or outside of Israel, as it may determine. In addition, the Companies Law provides that our board of directors is required to convene a special general meeting of our shareholders upon the written request of (i) any two or more of our directors, (ii) one-quarter or more of the serving members of our board of directors or (iii) as a company listed on an exchange outside of Israel, one or more shareholders holding, in the aggregate, either (a) 10% or more of our outstanding issued shares and 1% or more of our outstanding voting power or (b) 10% or more of our outstanding voting power.

Under Israeli law, one or more shareholders holding at least 1% of the voting rights at the general meeting of the shareholders may request that the board of directors include a matter in the agenda of a general meeting of the shareholders to be convened in the future, provided that it is appropriate to discuss such a matter at the general meeting. Notwithstanding the foregoing, as a company listed on an exchange outside of Israel, a matter relating to the appointment or removal of a director may only be requested by one or more shareholders holding at least 5% of the voting rights at the general meeting of the shareholders. Our amended and restated articles of association contain procedural guidelines and disclosure items with respect to the submission of shareholder proposals for general meetings.

Subject to the provisions of the Companies Law and the regulations promulgated thereunder, shareholders entitled to participate and vote at general meetings of shareholders are the shareholders of record on a date to be decided by the board of directors, which, as a company listed on an exchange outside Israel, may be between four and 60 days prior to the date of the meeting. Furthermore, the Companies Law requires that resolutions regarding the following matters must be passed at a general meeting of shareholders:

- amendments to our articles of association;
- appointment, terms of service and/or termination of service of our auditors;
- appointment of directors;
- approval of certain related party transactions;
- increases or reductions of our authorized share capital;
- a merger; and
- the exercise of our board of directors' powers by a general meeting, if our board of directors is unable to exercise its powers and the exercise of any of its powers is required for our proper management.

The Companies Law requires that a notice of any annual general meeting or special general meeting be provided to shareholders at least 21 days prior to the meeting and if the agenda of the meeting includes, among other things, the appointment or removal of directors, the approval of transactions with office holders or interested or related parties, or an approval of a merger, notice must be provided at least 35 days prior to the meeting. Under the Companies Law and our amended and restated articles of association, shareholders are not permitted to take action by way of written consent in lieu of a meeting.

## Compensation

### Directors

Under the Companies Law, the compensation of our directors requires the approval of our compensation committee, the subsequent approval of the board of directors and, unless exempted under regulations promulgated under the Companies Law, the approval of the shareholders at a general meeting. If the compensation of our directors is inconsistent with our stated compensation policy, then those provisions that must be included in the compensation policy according to the Companies Law must have been considered by the compensation committee and board of directors, and shareholder approval will also be required, provided that: at least a majority of the shares held by all shareholders who are not controlling shareholders and do not have a personal interest in such matter, present and voting at such meeting, are voted in favor of the compensation package, excluding abstentions; or the total number of shares of non-controlling shareholders and shareholders who do not have a personal interest in such matter voting against the compensation package does not exceed 2% of the aggregate voting rights in the Company.

### Executive officers other than the Chief Executive Officer

The Companies Law requires the approval of the compensation of a public company's executive officers (other than the Chief Executive Officer) in the following order: (i) the compensation committee, (ii) the company's board of directors, and (iii) if such compensation arrangement is inconsistent with the company's stated compensation policy, the company's shareholders (by a special majority vote as discussed above with respect to the approval of director compensation). However, if the shareholders of the company decline to approve a compensation arrangement with an executive officer that is inconsistent with the company's stated compensation policy, the compensation committee and board of directors may override the shareholders' decision if each of the compensation committee and the board of directors provides detailed reasons for their decision.

An amendment to an existing arrangement with an office holder requires only the approval of the compensation committee, if the compensation committee determines that the amendment is not material in comparison to the existing arrangement. However, according to regulations promulgated under the Companies Law, an amendment to an existing arrangement with an office holder (who is not a director) who is subordinate to the Chief Executive Officer shall not require the approval of the compensation committee, if (i) the amendment is approved by the Chief Executive Officer, (ii) the company's compensation policy provides that a non-material amendment to the terms of service of an office holder (other than the Co-Chief Executive Officers) may be approved by the Chief Executive Officer and (iii) the engagement terms are consistent with the company's compensation policy.

## Chief Executive Officer

Under the Companies Law, the compensation of a public company's chief executive officer (including a co-chief executive officer) is required to be approved by: (i) the company's compensation committee; (ii) the company's board of directors; and (iii) the company's shareholders (by a special majority vote as discussed above with respect to the approval of director compensation). However, if the shareholders of the company decline to approve the compensation arrangement with the Chief Executive Officer, the compensation committee and board of directors may override the shareholders' decision if each of the compensation committee and the board of directors provides a detailed report for their decision. The approval of each of the compensation committee and the board of directors should be in accordance with the company's stated compensation policy; however, in special circumstances, they may approve compensation terms for the company's Chief Executive Officer that are inconsistent with such policy provided that they have considered those provisions that must be included in the compensation policy according to the Companies Law and that shareholder approval was obtained (by a special majority vote as discussed above with respect to the approval of director compensation). In addition, the compensation committee may waive the shareholder approval requirement with regards to the approval of the engagement terms of a candidate for the Chief Executive Officer position, if they determine that the compensation arrangement is consistent with the company's stated compensation policy and that the Chief Executive Officer candidate did not have a prior business relationship with the company or was not a controlling shareholder of the company and that subjecting the approval of the engagement to a shareholder vote would impede the company's ability to employ the Chief Executive Officer candidate. In the event the Chief Executive Officer candidate also serves as a member of the board of directors, his or her compensation terms as Chief Executive Officer will be approved in accordance with the rules applicable to approval of compensation of directors.

## Compensation of directors and executive officers

The aggregate compensation paid by us and our subsidiaries to our directors and executive officers, including share-based compensation expenses recorded in our financial statements, for the year ended December 31, 2025, was approximately \$31.1 million. This amount includes deferred or contingent compensation accrued for such year (and excludes deferred or contingent amounts accrued during the year ended December 31, 2024 and paid during the year ended December 31, 2025). This amount includes approximately \$0.3 million set aside or accrued to provide pension, severance, retirement or similar benefits or expenses, but does not include business travel, relocation, professional and business association dues and expenses reimbursed to our directors and executive officers.

During the year ended December 31, 2025, our directors and executive officers were granted options to purchase an aggregate of 28,881 ordinary shares, at a weighted average exercise price of \$0 per share, and 104,677 RSUs per our 2021 Share Incentive Plan, or the 2021 Plan.

We pay each of our non-employee directors an annual cash payment of \$30,000 (or \$60,000 for the chairperson) with additional annual payment for service on board committees as follows: \$10,000 (or \$20,000 for the chairperson) for each member of the Audit Committee; \$6,000 (or \$12,000 for the chairperson) for each member of the Compensation Committee; \$4,000 (or \$8,000 for the chairperson) for each member of the Nominating and Corporate Governance Committee; and \$4,000 (or \$8,000 for the chairperson) for each member of the Environmental, Social and Governance Committee. In addition, upon his or her initial appointment or election, each non-employee director shall be granted a one-time equity award under our incentive plan at a value of \$300,000 which shall vest in 12 equal quarterly installments over a three- year period, subject to such director's continued service through such dates. In addition, each non-employee director will be granted equity awards, on an annual basis, under our incentive plan (provided the director is still on the board of directors) at a value of \$175,000, which will vest on the first anniversary of the date on which such equity awards were granted, subject to such director's continued service through such date. Any unvested equity grants will accelerate and fully vest upon the occurrence of a change in control transaction and a preceding or subsequent termination of service.

For so long as we qualify as a foreign private issuer, we are not required to comply with the proxy rules applicable to U.S. domestic companies, including the requirement applicable to certain domestic issuers to disclose on an individual, rather than an aggregate basis, the compensation of our named executive officers, as defined in Item 402 of Regulation S-K. Nevertheless, the Companies Law requires that we disclose the annual compensation of our five most highly compensated officer holders (the "Covered Officers") for the relevant fiscal year, on an individual basis, as such compensation is represented in that year's annual financial report. Under the Companies Law regulations, this disclosure is required to be included in the annual proxy statement for our annual meeting of shareholders each year, which we will furnish to the SEC under cover of a Report of Foreign Private Issuer on Form 6-K. Because of that disclosure requirement under Israeli law, we are also including such information in this annual report, pursuant to the disclosure requirements of Form 20-F.

The following describes the compensation of our five most highly compensated Covered Officers for, and with respect to, the year ended December 31, 2025. All amounts specified are in terms of cost to the Company as recorded in our financial statements, and presented below in U.S. dollar amounts in thousands. U.S. dollar amounts indicated for Salary Costs are based on the exchange rate of 3.42 which represents the average weighted U.S. dollar - NIS exchange rate for the date of payments for each of the months during 2025:

- Roy Mann, our Co-Chief Executive Officer. Compensation costs recorded in 2025 of \$316 in salary expenses and \$70 in social benefits costs.

- Eran Zinman, our Co-Chief Executive Officer. Compensation costs recorded in 2025 of \$316 in salary expenses and \$47 in social benefits costs.
- Eliran Glazer, our Chief Financial Officer. Compensation costs recorded in 2025 of \$379 in salary expenses and \$122 in social benefits costs.
- Adi Dar, our Chief Customers Officer. Compensation costs recorded in 2025 of \$333 in salary expenses and \$144 in social benefits costs.
- Daniel Lereya, our Chief Product and Technology Officer. Compensation costs recorded in 2025 of \$338 in salary expenses and \$32 in social benefits costs.

The salary expenses summarized above include the gross salary paid to the Covered Officers, and the benefit costs include the social benefits paid by us on behalf of the Covered Officers, including convalescence pay, vacation, contributions made by the company to an insurance policy or a pension fund, work disability insurance, severance, educational fund and payments for social security.

In accordance with the Company's compensation policy, we also recorded expenses in respect of cash bonuses to our Covered Officers upon compliance with predetermined performance parameters, as set by the compensation committee and the board of directors. The 2025 cash bonus expenses recorded for Roy Mann, Eran Zinman, Eliran Glazer, Adi Dar and Daniel Lereya as provided for in our financial statements for the year ended December 31, 2025, were \$340, \$340, \$207, \$179, and \$207, respectively.

We recorded equity-based compensation expenses in our financial statements for the year ended December 31, 2025 for options and RSUs granted to Roy Mann, Eran Zinman, Eliran Glazer, Adi Dar, and Daniel Lereya of \$6,635, \$6,635, \$4,120, \$3,584, and \$3,259, respectively. The aforementioned equity-based compensation is subject to a time-based vesting schedule, hence the above expenses also reflect equity awards made in previous years that have vested during the current year. Assumptions and key variables used in the calculation of such amounts are described in Note 2 to our audited consolidated financial statements included in this annual report. All equity-based compensation grants to our Covered Officers were made in accordance with the parameters of the Company's compensation policy and were approved by the Company's compensation committee and board of directors.

## Employment agreements with executive officers and directors

### Employment Agreements

We have entered into employment agreements with each of our executive officers. These agreements each contain provisions regarding noncompetition, confidentiality of information, and assignment of inventions. However, the enforceability of the non-competition provisions may be limited under applicable law.

The provisions of certain of our executive officers' employment agreements contain termination or change of control provisions. With respect to certain executive officers, either we or the executive officer may terminate his or her employment by giving 90 calendar days' advance written notice to the other party. We may also terminate an executive officer's employment agreement for good reason (as defined in the applicable employment agreement) or in the event of a merger or acquisition transaction.

### Equity Awards

Since our inception, we have granted options to purchase our ordinary shares to our executive officers and certain of our directors. In August 2021, we began granting RSUs to our non-employee directors, and in February 2022 to our executive officers. Such equity agreements may contain acceleration provisions upon certain merger, acquisition, or change of control transactions. Awards have been issued to our directors and executive officers under our 2017 Option Plan (the "Prior Plan"), and 2021 Plan.

Our board of directors, a duly authorized committee of our board of directors, or the administrator, will administer the Prior Plans and the 2021 Plan. Under the Prior Plan and the 2021 Plan, the administrator has the authority, subject to applicable law, to interpret the terms of the Prior Plan and the 2021 Plan and any award agreements or awards granted thereunder, designate recipients of awards, determine and amend the terms of awards, including the exercise price of an option award, the fair market value of an ordinary share, the time and vesting schedule applicable to an award or the method of payment for an award, prescribe the forms of agreement for use under the Prior Plan and the 2021 Plan and take all other actions and make all other determinations necessary for the administration of the Prior Plan and the 2021 Plan. Other than by will, the laws of descent and distribution or as otherwise provided under the Prior Plan and the 2021 Plan, neither the options nor any right in connection with such options are assignable or transferable.

In addition, in November 2024, we adopted the 2024 Foundation Share Incentive Plan, or the Foundation SIP.

### The Foundation SIP

The Foundation SIP is designed to grant equity-based incentive awards to the Foundation's service providers (as such term is defined under the Foundation SIP), encouraging them to enhance their efforts and contribute to the Foundation's success as a public benefit company. The board, or a designated committee, will administer the Foundation SIP, with authority to interpret its terms, designate award recipients, and adjust award conditions. The Foundation SIP allows for a maximum of 15,000 ordinary shares to be issued, with the possibility of reissuing shares used for exercise price or tax obligations if approved by the board.

### Exculpation, Indemnification, and Insurance

Our amended and restated articles of association permit us to exculpate, indemnify and insure our executive officers to the fullest extent permitted by the Companies Law.

We have entered into agreements with certain executive officers, exculpating them from a breach of their duty of care to us to the fullest extent permitted by law and undertaking to indemnify them to the fullest extent permitted by law, subject to certain exceptions (including with respect to our IPO) to the extent that these liabilities are not covered by insurance.

## Board practices

### Board of Directors

Under the Companies Law and our amended and restated articles of association, our business, and affairs are managed under the direction of our board of directors. Our board of directors may exercise all powers and may take all actions that are not specifically granted to our shareholders or to executive management. Our Co-Chief Executive Officers (each referred to as a "general manager" under the Companies Law) are responsible for our day-to-day management. Our Co-Chief Executive Officers are appointed by, and serve at the discretion of our board of directors, subject to the employment agreement that we have entered into with each of them. All other executive officers are appointed by the Co-Chief Executive Officers, subject to applicable corporate approvals, and are subject to the terms of any applicable employment agreements that we may enter into with them.

Under our amended and restated articles of association, the number of directors on our board of directors is no less than three and no more than 11 directors, and divided into three classes with staggered three-year terms. Each class of directors consists, as nearly as possible, of one-third of the total number of directors constituting the entire board of directors. At each annual general meeting of our shareholders, the election or re-election of directors following the expiration of the term of office of the directors of that class of directors is for a term of office that expires on the third annual general meeting following such election or re-election.

Our directors are divided among the three classes as follows:

- the Class I directors are Roy Mann, Gili Iohan and Ronen Faier, and their terms will expire at our annual general meeting of shareholders to be held in 2028;
- the Class II directors are Eran Zinman, Aviad Eyal and Petra Jenner, and their terms will expire at our annual general meeting of shareholders to be held in 2026; and
- the Class III directors are Avishai Abrahami and Jeff Horing, and their term will expire at our annual general meeting of shareholders to be held in 2027.

Our directors are appointed by a simple majority vote of holders of our ordinary shares, participating and voting at an annual general meeting of our shareholders, provided that (i) in the event of a contested election, the method of calculation of the votes and the manner in which the resolutions will be presented to our shareholders at the general meeting shall be determined by our board of directors in its discretion,

and (ii) in the event that our board of directors does not or is unable to make a determination on such matter, then the directors will be elected by a plurality of the voting power represented at the general meeting in person or by proxy and voting on the election of directors. Each director holds office until the annual general meeting of our shareholders for the year in which such director's term expires, unless the tenure of such director expires earlier pursuant to the Companies Law or unless such director is removed from office as described below.

Under our amended and restated articles of association, the approval of the holders of at least 65% of the total voting power of our shareholders is generally required to remove any of our directors from office and any amendment to this provision shall require the approval of at least 65% of the total voting power of our shareholders. In addition, vacancies on our board of directors may only be filled by a vote of a simple majority of the directors then in office. A director so appointed will hold office until the next annual general meeting of our shareholders for the class of directors in respect of which the vacancy was created, or in the case of a vacancy due to the number of directors being less than the maximum number of directors stated in our amended and restated articles of association, until the next annual general meeting of our shareholders for the class of directors to which such director has been assigned by our board of directors.

### Chairperson of the Board

Our amended and restated articles of association provide that the chairperson of the board of directors is appointed by the members of the board of directors from among them. Under the Companies Law, the chief executive officer of a public company, or a relative of the chief executive officer, may not serve as the chairperson of the board of directors, and the chairperson of the board of directors, or a relative of the chairperson, may not be vested with authorities of the chief executive officer, unless approved by a special majority of the company's shareholders. The shareholders' approval can be provided for a period of five years following an initial public offering, and subsequently, for additional periods of up to three years.

In addition, a person who is subordinated, directly or indirectly, to the chief executive officer may not serve as the chairperson of the board of directors; the chairperson of the board of directors may not be vested with authorities that are granted to persons who are subordinated to the chief executive officer; and the chairperson of the board of directors may not serve in any other position in the company or in a controlled subsidiary but may serve as a director or chairperson of a controlled subsidiary.

### Audit committee

Under the Companies Law, the board of directors of a public company must appoint an audit committee. Our audit committee consists of three independent directors, Ronen Faier, Gili Iohan, and Aviad Eyal, with Mr. Faier serving as chairperson.

## Listing Requirements

Under the corporate governance rules of Nasdaq, we are required to maintain an audit committee consisting of at least three independent directors, each of whom is financially literate and one of whom has accounting or related financial management expertise.

All members of our audit committee meet the requirements for financial literacy under the applicable rules and regulations of the SEC and the corporate governance rules of Nasdaq. Our board of directors has determined that Mr. Faier is an audit committee financial expert as defined by the SEC rules and has the requisite accounting or related financial management expertise under the corporate governance rules of Nasdaq.

Our board of directors has determined that each member of our audit committee is "independent" as such term is defined in Rule 10A-3(b)(1) under the Exchange Act, which is different from the general test for independence of board and committee members.

## Audit committee role

Our board of directors has adopted an audit committee charter setting forth the responsibilities of the audit committee, which are consistent with the Companies Law, the SEC rules and the corporate governance rules of Nasdaq and include:

- retaining and terminating our independent auditors, subject to ratification by the board of directors, and in the case of retention, subject to ratification by the shareholders;
- pre-approving audit and non-audit services to be provided by the independent auditors and related fees and terms;
- overseeing the accounting and financial reporting processes of the Company and audits of our financial statements, the effectiveness of our internal control over financial reporting and making such reports as may be required of an audit committee under the rules and regulations promulgated under the Exchange Act;
- reviewing with management and our independent auditor our annual and quarterly financial statements prior to publication or filing (or submission, as the case may be) to the SEC;
- recommending to the board of directors the retention and termination of the internal auditor, and the internal auditor's engagement fees and terms, in accordance with the Companies Law as well as approving the yearly or periodic work plan proposed by the internal auditor;
- reviewing with our general counsel and/or external counsel, as deemed necessary, legal and regulatory matters that could have a material impact on the financial statements;
- identifying irregularities in our business administration by, among other things, consulting with the internal auditor or with the independent auditor, and suggesting corrective measures to the board of directors;

- reviewing policies and procedures with respect to transactions between the Company and officers and directors (other than transactions related to the compensation or terms of service of the officers and directors), or affiliates of officers or directors, or transactions that are not in the ordinary course of the Company's business and deciding whether to approve such acts and transactions if so required under the Companies Law; and
- establishing procedures for the handling of employees' complaints as to the management of our business and the protection to be provided to such employees.

### Compensation committee

Under the Companies Law, the board of directors of any public company must appoint a compensation committee. Our compensation committee consists of three independent directors, Gili Iohan, Ronen Faier, and Aviad Eyal, with Ms. Iohan serving as chairperson.

### Listing requirements

Under the corporate governance rules of Nasdaq, we are required to maintain a compensation committee consisting of at least two independent directors.

Our board of directors has determined that each member of our compensation committee is independent under the corporate governance rules of Nasdaq, including the additional independence considerations applicable to the members of a compensation committee.

### Compensation committee role

In accordance with the Companies Law, the roles of the compensation committee are, among others, as follows:

- making recommendations to the board of directors with respect to the approval of the compensation policy for directors and officers and, once every three years, regarding any extensions to a compensation policy that was adopted for a period of more than three years;
- reviewing the implementation of the compensation policy and periodically making recommendations to the board of directors with respect to any amendments or updates of the compensation policy;
- resolving whether or not to approve arrangements with respect to the terms of office and employment of our executive officers; and
- exempting, under certain circumstances, transactions with our Co-Chief Executive Officers from the approval of our shareholders.

Our board of directors has adopted a compensation committee charter setting forth the responsibilities of the committee, which are consistent with the corporate governance rules of Nasdaq and include among others:

- recommending to our board of directors for its approval a compensation policy in accordance with the requirements of the Companies Law as well as other compensation policies, incentive-based compensation plans

and equity-based compensation plans, and overseeing the development and implementation of such policies and recommending to our board of directors any amendments or modifications the committee deems appropriate, including as required under the Companies Law;

- reviewing and approving the granting of options and other incentive awards to our Co-Chief Executive Officers and other executive officers, including reviewing and approving corporate goals and objectives relevant to the compensation of our Co-Chief Executive Officers and other executive officers, including evaluating their performance in light of such goals and objectives;
- approving and exempting certain transactions regarding office holders' compensation pursuant to the Companies Law; and
- administering our equity-based compensation plans, including, without limitation, approving the adoption of such plans, amending and interpreting such plans and the awards and agreements issued pursuant thereto, and making awards to eligible persons under the plans and determining the terms of such awards.

#### Compensation policy under the Companies Law

In general, under the Companies Law, a public company must have a compensation policy approved by its board of directors after receiving and considering the recommendations of the compensation committee. In addition, our compensation policy must be approved at least once every three years, first, by our board of directors, upon recommendation of our compensation committee, and second, by a simple majority of the ordinary shares present, in person or by proxy, and voting at a shareholders meeting, provided that either:

- such majority includes at least a majority of the shares held by shareholders who are not controlling shareholders and shareholders who do not have a personal interest in such compensation policy; or
- the total number of shares of non-controlling shareholders and shareholders who do not have a personal interest in the compensation policy and who vote against the policy, does not exceed 2% of the aggregate voting rights in the Company.

Under special circumstances, the board of directors may approve the compensation policy despite the objection of the shareholders on the condition that the compensation committee and then the board of directors decide, on the basis of detailed grounds and after discussing again the compensation policy, that approval of the compensation policy, despite the objection of shareholders, is for the benefit of the company.

If a company that initially offers its securities to the public, like us, adopts a compensation policy in advance of its initial public offering, and describes it in its prospectus for such offering, then such compensation policy shall be deemed a validly adopted policy in accordance with the Companies Law requirements described above. Furthermore, if the compensation policy is established in accordance with the aforementioned relief, then it will remain in effect for a term of five years from the date such company becomes a public company.

The compensation policy must serve as the basis for decisions concerning the financial terms of employment or engagement of directors and officers, including exculpation, insurance, indemnification or any monetary payment or obligation of payment in respect of employment or engagement. The compensation policy must be determined and later reevaluated according to certain factors, including: the advancement of the company's objectives, business plan and long-term strategy; the creation of appropriate incentives for office holders, while considering, among other things, the company's risk management policy; the size and the nature of the company's operations; and, with respect to variable compensation, the contribution of the office holder towards the achievement of the company's long-term goals and the maximization of its profits, all with a long-term objective and according to the position of the office holder. The compensation policy must furthermore consider the following additional factors:

- the education, skills, experience, expertise and accomplishments of the relevant office holder;
- the office holder's position and responsibilities;
- prior compensation agreements with the office holder;
- the ratio between the cost of the terms of employment of an office holder and the cost of the employment of other employees of the company, including employees employed through contractors who provide services to the company, in particular the ratio between such cost to the average and median salary of such employees of the company, as well as the impact of disparities between them on the work relationships in the company;
- if the terms of employment include variable components — the possibility of reducing variable components at the discretion of the board of directors and the possibility of setting a limit on the value of non-cash variable equity-based components; and
- if the terms of employment include severance compensation — the term of employment or office of the office holder, the terms of the office holder's compensation during such period, the company's performance during such period, the office holder's individual contribution to the achievement of the company goals and the maximization of its profits and the circumstances under which he or she is leaving the company.

The compensation policy must also include, among other things, with regards to variable components:

- with the exception of executive officers who report to the chief executive officer, a means of determining the variable components on the basis of long-term performance and measurable criteria; provided that

- the company may determine that an immaterial part of the variable components of the compensation package of an office holder shall be awarded based on non-measurable criteria, or if such amount is not higher than three months' salary per annum, taking into account such office holder's contribution to the company;
- the ratio between variable and fixed components, as well as the limit of the values of variable components at the time of their payment, or in the case of equity-based compensation, at the time of grant;
- a condition under which the office holder will return to the company, according to conditions to be set forth in the compensation policy, any amounts paid as part of the office holder's terms of employment, if such amounts were paid based on information later to be discovered to be wrong, and such information was restated in the company's financial statements;
- the minimum holding or vesting period of variable equity-based components to be set in the terms of office or employment, as applicable, while taking into consideration long-term incentives; and
- a limit to retirement grants.

Our compensation policy, which became effective immediately prior to the closing of our IPO, is designed to promote retention and motivation of directors and executive officers, incentivize superior individual excellence, align the interests of our directors and executive officers with our long-term performance and provide a risk management tool. To that end, a portion of our executive officer compensation package is targeted to reflect our short-and long term goals, as well as the executive officer's individual performance. On the other hand, our compensation policy includes measures designed to reduce the executive officer's incentives to take excessive risks that may harm us in the long-term, such as limits on the value of cash bonuses and equity-based compensation, limitations on the ratio between the variable and the total compensation of an executive officer and minimum vesting periods for equity-based compensation.

Our compensation policy also addresses our executive officers' individual characteristics (such as their respective position, education, scope of responsibilities and contribution to the attainment of our goals) as the basis for compensation variation among our executive officers and considers the internal ratios between compensation of our executive officers and directors and other employees. Pursuant to our compensation policy, the compensation that may be granted to an executive officer may include: base salary, annual bonuses and other cash bonuses (such as a signing bonus and special bonuses with respect to any special achievements, such as outstanding personal achievement, outstanding personal effort or outstanding company performance), equity-based compensation, benefits and retirement, and termination of service arrangements. All cash bonuses are limited to a maximum amount linked to the executive officer's base salary.

An annual cash bonus may be awarded to executive officers upon the attainment of pre-set periodic objectives and individual targets. The annual cash bonus that may be granted to our executive officers other than our Co-Chief Executive Officers will be based on performance objectives and a discretionary evaluation of the executive officer's overall performance by our Co-Chief Executive Officers and subject to minimum thresholds. The annual cash bonus that may be granted to executive officers other than our Co-Chief Executive Officers may alternatively be based entirely on a discretionary evaluation. Furthermore, our Co-Chief Executive Officers will be entitled to approve performance objectives for executive officers who report to him.

The measurable performance objectives of our Co-Chief Executive Officers will be determined annually by our compensation committee and board of directors. A non-material portion of the Co-Chief Executive Officers' annual cash bonus, as provided in our compensation policy, may be based on a discretionary evaluation of the Co-Chief Executive Officers' overall performance by the compensation committee and the board of directors.

The equity-based compensation under our compensation policy for our executive officers (including members of our board of directors) is designed in a manner consistent with the underlying objectives in determining the base salary and the annual cash bonus, with its main objectives being to enhance the alignment between the executive officers' interests with our long-term interests and those of our shareholders and to strengthen the retention and the motivation of executive officers in the long term.

Our compensation policy provides for executive officer compensation in the form of share options or other equity-based awards, such as restricted shares and RSUs, in accordance with our equity incentive plan then in place. All equity-based incentives granted to executive officers shall be subject to vesting periods in order to promote long-term retention of the awarded executive officers. The equity-based compensation shall be granted from time to time and be individually determined and awarded according to the performance, educational background, prior business experience, qualifications, role and the personal responsibilities of the executive officer.

In addition, our compensation policy contains compensation recovery provisions which allow us under certain conditions to recover bonuses paid in excess, enables our Co-Chief Executive Officers to approve an immaterial change to the terms of employment of an executive officer who reports directly to him (provided that the changes of the terms of employment are in accordance with our compensation policy) and allows us to exculpate, indemnify and insure our executive officers and directors to the maximum extent permitted by Israeli law, subject to certain limitations set forth therein.

Our compensation policy also provides for compensation to non-employee directors, in accordance with the amounts determined in our compensation policy.

Our compensation policy is included as an exhibit to this annual report.

### Nominating and corporate governance committee

Our nominating and corporate governance committee consists of Gili Iohan, Ronen Faier and Aviad Eyal, with Ms. Iohan serving as chair. Our board of directors has adopted a nominating and corporate governance committee charter setting forth the responsibilities of the committee, which include:

- overseeing and assisting our board in identifying and recommending nominees for election as directors;
- annually reviewing the board committee structure and recommending to the board for its approval directors to serve as members of each committee;
- reviewing and reassessing the adequacy of the corporate governance guidelines and recommending any proposed changes to the board for approval; and
- making recommendations to the board regarding governance matters, including, but not limited to, the Articles of Association.

### Corporate responsibility and sustainability committee

Our corporate responsibility and sustainability committee consists of Roy Mann, Ronen Faier and Aviad Eyal, with Mr. Mann serving as chair. Our board of directors has adopted a corporate responsibility and sustainability committee charter setting forth the responsibilities of the committee, which include:

- recommending to our board of directors the Company's overall general strategy with respect to corporate responsibility and sustainability matters (collectively, "CRS Matters");
- overseeing the Company's policies, practices, and performance with respect to CRS Matters;
- overseeing the Company's reporting standards in relation to CRS Matters;
- reviewing the monday foundation's practices and performance;
- reporting to the board of directors about current and emerging topics relating to CRS Matters and, if appropriate, detailing actions taken in relation to the same; and
- advising the board of directors on shareholder proposals and other significant stakeholder concerns relating to CRS Matters.

### Employees

As of December 31, 2025, we had 3,155 employees, representing a 26% growth since December 31, 2024. With respect to our Israeli employees, Israeli labor laws govern the length of the workday, minimum wages for employees, procedures for hiring and dismissing employees, determination of severance pay, annual leave, sick days, convalescence, advance notice of termination of employment, equal opportunity and anti-discrimination laws and other conditions of employment. None of our employees is represented by a labor union. We consider our relationships with our employees to be good and have not experienced any interruptions of operations due to labor disagreements.

For additional discussion on the strength of our culture and our investment in human capital, see "Part 1 - Who We Are - monday.com corporate responsibility and sustainability".

## Borrowing powers

Pursuant to the Companies Law and our amended and restated articles of association, our board of directors may exercise all powers and take all actions that are not required under the law or under our amended and restated articles of association to be exercised or taken by our shareholders, including the power to borrow money for company purposes.

## Material Contracts

We have not entered into any material contracts other than in the ordinary course of business and other than as may be described in this Part 7, in "Part 4 - Operating and Financial Review and Prospects" or elsewhere in this annual report.

## Exchange Controls

There are currently no Israeli currency control restrictions on remittances of dividends on our ordinary shares, proceeds from the sale of the ordinary shares or interest or other payments to non-residents of Israel, except for shareholders who are subjects of countries that are, or have been, in a state of war with Israel.

## Documents on Display

We are subject to the informational requirements of the Exchange Act. Accordingly, we are required to file or furnish reports and other information with the SEC, including annual reports on Form 20-F and reports on Form 6-K.

As a foreign private issuer, we are exempt under the Exchange Act from, among other things, the rules prescribing the furnishing and content of proxy statements. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act. We are required to make certain filings with the SEC. The SEC maintains an internet website that contains reports, proxy statements and other information about issuers, like us, that file electronically with the SEC. The address of that site is [www.sec.gov](http://www.sec.gov).

## Code of ethics

We have adopted a Code of Ethics and Conduct applicable to our executive officers, directors and all other employees, which is intended to meet the definition of "code of ethics" of Form 20-F. A copy of the Code of Ethics and Conduct is made available to every employee of the Company and is also available on our website at <https://ir.monday.com>.

Pursuant to Form 20-F, if a waiver or amendment of the Code of Ethics and Conduct applies to either of our Co-Chief Executive Officers or our Chief Financial Officer or other persons performing similar functions and relates to any element of the code of ethics definition enumerated in of Form 20-F, we will disclose such waiver or amendment on our website within five business days following the date of amendment or waiver in accordance with the requirements of Form 20-F. We granted no waivers under our code in 2025.

## Purchases of equity securities by the issuer and affiliated purchasers

Share purchase activity during the year ended December 31, 2025 was as follows:

| Period                      | Total Number of Shares Purchased <sup>(1)</sup> | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plan | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan |
|-----------------------------|-------------------------------------------------|------------------------------|---------------------------------------------------------------------|-----------------------------------------------------------------------------|
| November 1 – 30 2025        | 294,935                                         | \$ 152.64                    | 294,935                                                             | \$ 824,982,479.5                                                            |
| <b>December 1 – 31 2025</b> | <b>588,978</b>                                  | <b>\$ 152.83</b>             | <b>588,978</b>                                                      | <b>\$ 734,971,570.32</b>                                                    |
| <b>Total</b>                | <b>883,913</b>                                  | <b>\$ -</b>                  | <b>883,913</b>                                                      | <b>\$ 734,971,570.32</b>                                                    |

(1) All ordinary shares were purchased pursuant to our publicly announced \$870 million repurchase plan authorized by our board of directors in September 2025.

## Corporate governance

As a foreign private issuer, we are permitted to comply with Israeli corporate governance practices instead of the corporate governance rules of Nasdaq, provided that we disclose those Nasdaq rules with which we do not comply and the equivalent Israeli requirements that we follow instead.

We rely on this foreign private issuer exemption with respect to the quorum requirement for shareholder meetings. Instead of complying with the Nasdaq requirement that a quorum may not be less than 33 1/3% of our outstanding ordinary shares, pursuant to our amended and restated articles of association and as permitted under the Companies Law, the quorum required for a general meeting of shareholders will consist of at least two shareholders present in person, by proxy or by other voting instrument in accordance with the Companies Law, who hold or represent at least 33 1/3% of the total outstanding voting rights, provided, however, that with respect to any general meeting of shareholders that was convened pursuant to a resolution adopted by the board of directors and which, at the time of such general meeting, we qualify to use the forms and rules of a "foreign private issuer," the requisite

quorum will consist of two or more shareholders present in person or by proxy who hold or represent at least 25% of the total outstanding voting rights (and if the meeting is adjourned for a lack of quorum, the quorum for such adjourned meeting will be, subject to certain exceptions, any number of shareholders). We otherwise intend to comply with the rules generally applicable to U.S. domestic companies listed on Nasdaq. We may, however, in the future decide to use the "foreign private issuer exemption" and opt out of some or all of the other corporate governance rules.

### Insider trading policies

We have adopted an Insider Trading Compliance Policy that governs the purchase, sale, and/or other dispositions of our securities by directors, officers and employees that is reasonably designed to promote compliance with insider trading laws, rules and regulations, and any listing standards applicable to the Company. A copy of our Insider Trading Compliance Policy is included as Exhibit 11.1 to this Annual Report.

### Cybersecurity

We have developed and implemented a cybersecurity risk management program designed to protect the confidentiality, integrity, and availability of our critical assets and information.

We design and assess our program based on the ISO 27001 and National Institute of Standards and Technology (NIST) frameworks. This does not imply that we meet any particular technical standards, specifications, or requirements, only that we use ISO 27001 and NIST frameworks as a guide to help us identify, assess, mitigate and manage cybersecurity risks relevant to our business, impacted by industry trends and threats, regulatory updates, technological changes and strategic business direction.

Our cybersecurity risk management program is integrated into our overall enterprise risk management program and shares common methodologies, reporting channels and governance processes that apply across the enterprise risk management program to other legal, compliance, strategic, operational, and financial risk areas.

Key aspects of our cybersecurity risk management program include:

- Conducting periodic risk assessments aimed at identifying significant cybersecurity risks to our critical assets, information, products, services, and the broader corporate environment;
- Overseeing the following: (i) our cybersecurity risk assessment processes and procedures, (ii) the implementation and management of our security controls, and (iii) our prevention, detection and response strategies to cybersecurity incidents;
- Engaging leading external service providers, when suitable, to evaluate, test, or support various aspects of our security posture and controls;

- Implementing cybersecurity awareness training programs for our employees (based on their role), incident response teams, and senior management;
- Developing a cybersecurity incident response plan outlining procedures for addressing cybersecurity incidents;
- Implementing a third-party cyber risk management process for assessing and managing risks associated with relevant vendors and suppliers; and
- Generating proactive alerts based on data analysis from platform usage.

All guidelines are documented in our Risk Management Policy, which includes transparent procedures and escalation paths. We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected us, including our operations, business strategy, results of operations, or financial condition. We face certain ongoing risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. See "Part 6 - Risk Factors – Risks Related to Privacy, Data, and Cybersecurity".

Our board of directors considers cybersecurity risk as part of its risk oversight function and has delegated to its audit committee oversight of cybersecurity and other information technology risks. Our audit committee oversees management's implementation of our cybersecurity risk management program.

Our audit committee periodically receives reports from management on our cybersecurity risks. In addition, management updates our audit committee, as necessary, regarding cybersecurity project planning, headcount, and security risk-map status and significant cybersecurity incidents.

Our audit committee periodically receives reports from management on our cybersecurity risks. In addition, management updates our audit committee, as necessary, regarding cybersecurity project planning, headcount, and security risk-map status and cybersecurity incidents it considers to be significant.

Our management team, led by our SVP Data & Information, is primarily responsible for assessing and managing our materials risks from cybersecurity threats. Our SVP Data & Information has 29 years of relevant experience and is informed of and monitors the prevention, detection, mitigation, and remediation of cybersecurity risks and incidents through various means, which may include briefings from internal security personnel, threat intelligence and other information obtained from governmental, public or private sources, including external consultants engaged by us, and alerts and reports produced by security tools deployed in the information technology environment.

## Exhibits

The following are filed as exhibits hereto:

### INDEX OF EXHIBITS

| Exhibit No.         | Description                                                                                                                                                                                                                                                                                                  |
|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <a href="#">1.1</a> | <a href="#">Amended and Restated Articles of Association of the Registrant (incorporated by reference to Exhibit 1.1 to the Annual Report on Form 20-F for the year ended December 31, 2022, filed on March 14, 2023 (File No. 333-256182))</a>                                                              |
| <a href="#">2.1</a> | <a href="#">Specimen share certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form F-1, as filed on May 17, 2021 (Registration No. 333-256182))</a>                                                                                                         |
| <a href="#">2.2</a> | <a href="#">Description of Securities (incorporated by reference to Exhibit 2.2 to the Annual Report on form 20-F for the year ended December 31, 2023)</a>                                                                                                                                                  |
| <a href="#">4.1</a> | <a href="#">Form of Amended and Restated Investors' Rights Agreement, by and among the Registrant and certain holders of its ordinary shares (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form F-1/A, as filed on June 1, 2021 (Registration No. 333-256182))</a> |
| <a href="#">4.2</a> | <a href="#">Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form F-1, as filed on May 17, 2021 (Registration No. 333-256182))</a>                                                                                                 |
| <a href="#">4.3</a> | <a href="#">2013 Option Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form F-1, as filed on May 17, 2021 (Registration No. 333-256182))</a>                                                                                                                  |
| <a href="#">4.4</a> | <a href="#">2017 Share Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form F-1, as filed on May 17, 2021 (Registration No. 333-256182))</a>                                                                                                         |
| <a href="#">4.5</a> | <a href="#">2021 Share Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form F-1, as filed on May 17, 2021 (Registration No. 333-256182))</a>                                                                                                         |

| Exhibit No.                  | Description                                                                                                                                                                                                                                                                             |
|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <a href="#"><u>4.6</u></a>   | <a href="#"><u>2021 Employee Share Purchase Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form F-1, as filed on May 17, 2021 (Registration No. 333-256182))</u></a>                                                                     |
| <a href="#"><u>4.7</u></a>   | <a href="#"><u>Compensation Policy for Directors and Officers (incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form F-1, as filed on May 17, 2021 (Registration No. 333-256182))</u></a>                                                        |
| <a href="#"><u>4.8</u></a>   | <a href="#"><u>English summary of the headquarters Lease Agreement, dated as of January 15 2020, by and between the Company and Rubenstein Buildings Ltd. (incorporated by reference to Exhibit 4.8 to the Registrant's Annual Report on Form 20-F, as filed on March 14, 2024)</u></a> |
| <a href="#"><u>4.9</u></a>   | <a href="#"><u>2024 monday.com Foundation Share Incentive Plan (SIP) (incorporated by reference to Exhibit 4.9 to the Registrant's Annual Report on Form 20-F, as filed on March 17, 2025)</u></a>                                                                                      |
| <a href="#"><u>8.1*</u></a>  | <a href="#"><u>List of subsidiaries of the Registrant</u></a>                                                                                                                                                                                                                           |
| <a href="#"><u>11.1</u></a>  | <a href="#"><u>monday.com Ltd. Insider Trading Compliance Policy (incorporated by reference to Exhibit 11.1 to the Registrant's Annual Report on Form 20-F, as filed on March 17, 2025)</u></a>                                                                                         |
| <a href="#"><u>12.1*</u></a> | <a href="#"><u>Rule 13a-14(a)/15d-14(a) Certification of Co-Chief Executive Officer</u></a>                                                                                                                                                                                             |
| <a href="#"><u>12.2*</u></a> | <a href="#"><u>Rule 13a-14(a)/15d-14(a) Certification of Co-Chief Executive Officer</u></a>                                                                                                                                                                                             |
| <a href="#"><u>12.3*</u></a> | <a href="#"><u>Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer</u></a>                                                                                                                                                                                                |
| <a href="#"><u>13.1*</u></a> | <a href="#"><u>Certification of Co-Chief Executive Officer Under Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350</u></a>                                                                                                                                          |
| <a href="#"><u>13.2*</u></a> | <a href="#"><u>Certification of Co-Chief Executive Officer Under Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350</u></a>                                                                                                                                          |
| <a href="#"><u>13.3*</u></a> | <a href="#"><u>Certification of Chief Financial Officer Under Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350</u></a>                                                                                                                                             |

| Exhibit No.           | Description                                                                                                                                                                                    |
|-----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <a href="#">15.1*</a> | <a href="#">Consent of Brightman Almagor Zohar &amp; Co., Certified Public Accountant (Isr.), a firm in the Deloitte Global Network</a>                                                        |
| <a href="#">97.1</a>  | <a href="#">Policy for Recovery of Erroneously Awarded Compensation (incorporated by reference to Exhibit 97.1 to the Registrant's Annual Report on Form 20-F, as filed on March 14, 2024)</a> |
| 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              | XBRL Taxonomy Extension Label Linkbase Document                                                                                                                                                |
| 101. PRE              | XBRL Taxonomy Extension Presentation Linkbase Document                                                                                                                                         |
| 104                   | Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)                                                                                                       |

\*Furnished herewith.

#### SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

monday.com Ltd.

/s/ Eliran Glazer

**Eliran Glazer**

Chief Financial Officer Date: March 13, 2026

MONDAY.COM LTD. AND SUBSIDIARIES  
CONSOLIDATED FINANCIAL STATEMENTS  
AS OF DECEMBER 31, 2025

U.S. DOLLARS IN THOUSANDS

INDEX

|                                                                                             | Page        |
|---------------------------------------------------------------------------------------------|-------------|
| <a href="#">Report of Independent Registered Public Accounting Firm (PCAOB ID No. 1197)</a> | F-2         |
| <a href="#">Consolidated Balance Sheets</a>                                                 | F-7         |
| <a href="#">Consolidated Statements of Operations</a>                                       | F-8         |
| <a href="#">Consolidated Statements of Comprehensive Income</a>                             | F-9         |
| <a href="#">Consolidated Statements of Shareholders' Equity</a>                             | F-10        |
| <a href="#">Consolidated Statements of Cash Flows</a>                                       | F-11        |
| <a href="#">Notes to Consolidated Financial Statements</a>                                  | F-13 - F-56 |

---



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of monday.com Ltd.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of monday.com Ltd. and subsidiaries (the "Company") as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income (loss), shareholders' 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 "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

We have also 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 (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 13, 2026, expressed an unqualified opinion on the Company's internal control over financial reporting.

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 critical audit matters does not alter in any way our opinion on the 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.

**Revenue Recognition— Refer to Note 2.n to the financial statements****Critical Audit Matter Description**

The Company generates revenue from the sale of subscriptions to customers to access its cloud-based platform. The Company's subscription agreements are accounted for as service contracts. Subscription agreements with certain enterprise customers of the Company may include non-standard terms and conditions.

Subscription agreements with enterprise customers require additional effort and judgment by management in evaluating the impact of such contractual terms on revenue recognition.

Given the management judgment required to evaluate the Company's subscription agreements with enterprise customers, auditing these contracts required a high degree of auditor judgment and an increased extent of effort in the identification and evaluation of terms and conditions in enterprise subscription agreements that impact revenue recognition.

## How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the Company's subscription agreements with enterprise customers included the following, among others:

We obtained an understanding, evaluated the design, and tested the operating effectiveness of management's controls over revenue recognition, including management's controls over the revenue recognition analysis.

We selected a sample of enterprise subscription agreements with customers and performed the following to evaluate the Company's revenue recognition analysis:

- Obtained and read the enterprise subscription agreement and independently assessed the terms of the contract to identify non-standard terms and conditions.
- Performed an independent calculation of the revenue to be recognized for the period based on the agreement terms.
- Evaluated the completeness and accuracy of the revenue recognition by comparing our independent calculation to that of management.

/s/**Brightman Almagor Zohar & Co.**

Certified Public Accountants  
A Firm in the Deloitte Global Network

Tel Aviv, Israel  
March 13, 2026

We have served as the Company's auditor since 2012



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of monday.com Ltd.

### Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of monday.com Ltd. and subsidiaries (the "Company") as of December 31, 2025, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control - Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2025, of the Company and our report dated March 13, 2026, expressed an unqualified opinion on those financial statements.

### 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 Annual 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/Brightman Almagor Zohar & Co.

Certified Public Accountants  
A Firm in the Deloitte Global Network

Tel Aviv, Israel  
March 13, 2026

## CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands (except share and per share data)

|                                                                                                                                                                                            | December 31,        |                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
|                                                                                                                                                                                            | 2025                | 2024                |
| <b>ASSETS</b>                                                                                                                                                                              |                     |                     |
| CURRENT ASSETS:                                                                                                                                                                            |                     |                     |
| Cash and cash equivalents                                                                                                                                                                  | \$ 1,503,149        | \$ 1,411,602        |
| Marketable securities                                                                                                                                                                      | 162,308             | 50,004              |
| Accounts receivable - net of allowance for credit losses of \$889 and \$296 as of December 31, 2025 and 2024, respectively                                                                 | 30,552              | 25,804              |
| Prepaid expenses and other current assets                                                                                                                                                  | 93,055              | 44,836              |
| Total current assets                                                                                                                                                                       | <u>1,789,064</u>    | <u>1,532,246</u>    |
| Property and equipment, net                                                                                                                                                                | 53,888              | 41,576              |
| Operating lease right-of-use assets                                                                                                                                                        | 149,149             | 94,703              |
| Deferred tax assets, net                                                                                                                                                                   | 58,682              | —                   |
| Other long-term assets                                                                                                                                                                     | 55,817              | 16,983              |
| Total long-term assets                                                                                                                                                                     | <u>317,536</u>      | <u>153,262</u>      |
| Total assets                                                                                                                                                                               | <u>\$ 2,106,600</u> | <u>\$ 1,685,508</u> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>                                                                                                                                                |                     |                     |
| CURRENT LIABILITIES:                                                                                                                                                                       |                     |                     |
| Accounts payable                                                                                                                                                                           | \$ 45,001           | \$ 35,611           |
| Accrued expenses and other current liabilities                                                                                                                                             | 234,377             | 171,040             |
| Deferred revenue                                                                                                                                                                           | 409,677             | 339,951             |
| Operating lease liabilities, current                                                                                                                                                       | 25,819              | 29,013              |
| Total current liabilities                                                                                                                                                                  | <u>714,874</u>      | <u>575,615</u>      |
| LONG-TERM LIABILITIES                                                                                                                                                                      |                     |                     |
| Operating lease liabilities, non-current                                                                                                                                                   | 142,948             | 77,023              |
| Deferred revenue, non-current                                                                                                                                                              | 1,942               | 2,639               |
| Total long-term liabilities                                                                                                                                                                | <u>144,890</u>      | <u>79,662</u>       |
| Total liabilities                                                                                                                                                                          | <u>859,764</u>      | <u>655,277</u>      |
| <b>COMMITMENTS AND CONTINGENCIES (NOTE 10)</b>                                                                                                                                             |                     |                     |
| <b>SHAREHOLDERS' EQUITY:</b>                                                                                                                                                               |                     |                     |
| Ordinary shares, no par value - Authorized: 99,999,999 as of December 31, 2025, and 2024; Issued and Outstanding: 51,160,822 and 50,773,337 as of December 31, 2025 and 2024, respectively | —                   | —                   |
| Founders' shares, no par value: Authorized: 1 share as of December 31, 2025, and 2024; Issued and Outstanding: 1 share as of December 31, 2025 and 2024                                    | —                   | —                   |
| Additional paid-in capital                                                                                                                                                                 | 1,662,029           | 1,579,074           |
| Accumulated other comprehensive income                                                                                                                                                     | 18,097              | 3,189               |
| Accumulated deficit                                                                                                                                                                        | (433,290)           | (552,032)           |
| Total shareholders' equity                                                                                                                                                                 | <u>1,246,836</u>    | <u>1,030,231</u>    |
| Total liabilities, and shareholders' equity                                                                                                                                                | <u>\$ 2,106,600</u> | <u>\$ 1,685,508</u> |

The accompanying notes are an integral part of the consolidated financial statements.

## CONSOLIDATED STATEMENTS OF OPERATIONS

U.S. dollars in thousands (except share and per share data)

|                                                                                                    | Year ended December 31, |            |            |
|----------------------------------------------------------------------------------------------------|-------------------------|------------|------------|
|                                                                                                    | 2025                    | 2024       | 2023       |
| Revenue                                                                                            | \$ 1,231,997            | \$ 971,995 | \$ 729,695 |
| Cost of revenue                                                                                    | 133,099                 | 103,691    | 80,645     |
| Gross profit                                                                                       | 1,098,898               | 868,304    | 649,050    |
| OPERATING EXPENSES                                                                                 |                         |            |            |
| Research and development                                                                           | 320,799                 | 213,709    | 156,500    |
| Sales and marketing                                                                                | 630,851                 | 533,539    | 438,402    |
| General and administrative                                                                         | 148,996                 | 142,090    | 92,733     |
| Total operating expenses                                                                           | 1,100,646               | 889,338    | 687,635    |
| Operating loss                                                                                     | (1,748)                 | (21,034)   | (38,585)   |
| Financial income, net                                                                              | 61,065                  | 55,500     | 41,911     |
| Income before income taxes                                                                         | 59,317                  | 34,466     | 3,326      |
| Income tax benefit (expense)                                                                       | 59,425                  | (2,094)    | (5,203)    |
| Net income (loss)                                                                                  | \$ 118,742              | \$ 32,372  | \$ (1,877) |
| Net income (loss) per share attributable to ordinary shareholders', basic                          | \$ 2.31                 | \$ 0.65    | \$ (0.04)  |
| Net income (loss) per share attributable to ordinary shareholders', diluted                        | \$ 2.24                 | \$ 0.62    | \$ (0.04)  |
| Weighted-average ordinary shares used in calculating net income (loss) per ordinary share, basic   | 51,444,028              | 49,908,423 | 48,366,378 |
| Weighted-average ordinary shares used in calculating net income (loss) per ordinary share, diluted | 53,086,984              | 52,420,826 | 48,366,378 |

The accompanying notes are an integral part of the consolidated financial statements.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

U.S. dollars in thousands

|                                                                           | Year ended December 31, |           |            |
|---------------------------------------------------------------------------|-------------------------|-----------|------------|
|                                                                           | 2025                    | 2024      | 2023       |
| Net income (loss)                                                         | \$ 118,742              | \$ 32,372 | \$ (1,877) |
| Other comprehensive income (loss):                                        |                         |           |            |
| Change in unrealized gains (losses) on marketable securities, net of tax: |                         |           |            |
| Unrealized gains arising during the period                                | 143                     | 207       | —          |
| Losses (gains) reclassified into earnings                                 | —                       | —         | —          |
| Change in unrealized gains (losses) on cash flow hedges, net of tax:      |                         |           |            |
| Unrealized gains (losses) arising during the period                       | 31,218                  | (961)     | 4,273      |
| Losses (gains) reclassified into earnings                                 | (16,453)                | (5,861)   | 8,741      |
| Net current-period other comprehensive income (loss)                      | 14,908                  | (6,615)   | 13,014     |
| Comprehensive income                                                      | \$ 133,650              | \$ 25,757 | \$ 11,137  |

The accompanying notes are an integral part of the consolidated financial statements.

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

U.S. dollars in thousands (except share and per share data)

|                                                                    | Founders'<br>Shares | Ordinary Shares     |                               |                                                      |                        |                         |
|--------------------------------------------------------------------|---------------------|---------------------|-------------------------------|------------------------------------------------------|------------------------|-------------------------|
|                                                                    | Number of<br>Shares | Number of<br>Shares | Additional<br>Paid-in Capital | Accumulated<br>Comprehensive<br>Income (loss)<br>(*) | Accumulated<br>Deficit | Shareholders'<br>Equity |
| Balance as of January 1, 2023                                      | 1                   | 47,737,868          | \$ 1,265,477                  | \$ (3,210)                                           | \$ (582,527)           | \$ 679,740              |
| Exercise of options                                                | —                   | 767,148             | 11,666                        | —                                                    | —                      | 11,666                  |
| Issuance of ordinary shares upon vesting of restricted share units | —                   | 338,034             | —                             | —                                                    | —                      | —                       |
| Issuance of ordinary shares under employee share purchase plan     | —                   | 80,853              | 8,782                         | —                                                    | —                      | 8,782                   |
| Share-based compensation                                           | —                   | —                   | 102,183                       | —                                                    | —                      | 102,183                 |
| Other comprehensive income                                         | —                   | —                   | —                             | 13,014                                               | —                      | 13,014                  |
| Net loss                                                           | —                   | —                   | —                             | —                                                    | (1,877)                | (1,877)                 |
| Balance as of December 31, 2023                                    | 1                   | 48,923,903          | \$ 1,388,108                  | \$ 9,804                                             | \$ (584,404)           | \$ 813,508              |
| Exercise of options                                                | —                   | 1,220,551           | 29,421                        | —                                                    | —                      | 29,421                  |
| Issuance of ordinary shares upon vesting of restrictedshare units  | —                   | 483,508             | —                             | —                                                    | —                      | —                       |
| Issuance of ordinary shares under employee sharepurchase plan      | —                   | 77,375              | 13,284                        | —                                                    | —                      | 13,284                  |
| Share-based compensation                                           | —                   | —                   | 130,353                       | —                                                    | —                      | 130,353                 |
| Share-based compensation – Foundation (**)                         | —                   | 68,000              | 17,908                        | —                                                    | —                      | 17,908                  |
| Other comprehensive loss                                           | —                   | —                   | —                             | (6,615)                                              | —                      | (6,615)                 |
| Net income                                                         | —                   | —                   | —                             | —                                                    | 32,372                 | 32,372                  |
| Balance as of December 31, 2024                                    | 1                   | 50,773,337          | \$ 1,579,074                  | \$ 3,189                                             | \$ (552,032)           | \$ 1,030,231            |

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (cont.)

U.S. dollars in thousands (except share and per share data)

|                                                                    | Founders'<br>Shares |                     |                               | Ordinary Shares                                      |                        |                         |
|--------------------------------------------------------------------|---------------------|---------------------|-------------------------------|------------------------------------------------------|------------------------|-------------------------|
|                                                                    | Number of<br>Shares | Number of<br>Shares | Additional<br>Paid-in Capital | Accumulated<br>Comprehensive<br>Income (loss)<br>(*) | Accumulated<br>Deficit | Shareholders'<br>Equity |
| Balance as of January 1, 2025                                      | 1                   | 50,773,337          | \$ 1,579,074                  | \$ 3,189                                             | \$ (552,032)           | \$ 1,030,231            |
| Exercise of options                                                | —                   | 505,473             | 19,134                        | —                                                    | —                      | 19,134                  |
| Issuance of ordinary shares upon vesting of restricted share units | —                   | 658,123             | —                             | —                                                    | —                      | —                       |
| Issuance of ordinary shares under employee share purchase plan     | —                   | 107,802             | 20,024                        | —                                                    | —                      | 20,024                  |
| Share-based compensation                                           | —                   | —                   | 178,825                       | —                                                    | —                      | 178,825                 |
| Repurchase of ordinary shares                                      | —                   | (883,913)           | (135,028)                     | —                                                    | —                      | (135,028)               |
| Other comprehensive loss                                           | —                   | —                   | —                             | 14,908                                               | —                      | 14,908                  |
| Net income                                                         | —                   | —                   | —                             | —                                                    | 118,742                | 118,742                 |
| Balance as of December 31, 2025                                    | 1                   | 51,160,822          | \$ 1,662,029                  | \$ 18,097                                            | \$ (433,290)           | \$ 1,246,836            |

(\*) As of December 31, 2025 and 2024, accumulated other comprehensive income is comprised of unrealized gains on derivatives, net of tax of \$17,747 and 2,982, respectively, and unrealized gains on marketable securities net of tax of \$350 and \$207, respectively.

(\*\*) Represents the fair market value of 68,000 shares that the Company contributed to the monday.com foundation during 2024. See also Note 12.

The accompanying notes are an integral part of the consolidated financial statements.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

|                                                                                                 | Year ended December 31, |                     |                     |
|-------------------------------------------------------------------------------------------------|-------------------------|---------------------|---------------------|
|                                                                                                 | 2025                    | 2024                | 2023                |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                                    |                         |                     |                     |
| Net income (loss)                                                                               | \$ 118,742              | \$ 32,372           | \$ (1,877)          |
| <u>Adjustments to reconcile net income (loss) to net cash provided by operating activities:</u> |                         |                     |                     |
| Depreciation and amortization                                                                   | 13,805                  | 11,858              | 9,023               |
| Loss from sale of property and equipment                                                        | 290                     | 576                 | —                   |
| Share-based compensation                                                                        | 177,011                 | 129,209             | 100,186             |
| Charitable share contribution to foundation                                                     | —                       | 17,908              | —                   |
| Amortization of discount and accretion of interest on marketable securities                     | (2,139)                 | (227)               | —                   |
| <u>Changes in operating assets and liabilities:</u>                                             |                         |                     |                     |
| Accounts receivable, net                                                                        | (4,748)                 | (7,893)             | (4,685)             |
| Prepaid expenses and other assets                                                               | (45,602)                | 16,280              | 11,840              |
| Accounts payable                                                                                | 8,453                   | 10,406              | 17,397              |
| Accrued expenses and other liabilities                                                          | 59,953                  | 27,459              | 14,588              |
| Deferred taxes, net                                                                             | (61,150)                | —                   | —                   |
| Deferred revenue                                                                                | 69,029                  | 73,117              | 68,932              |
| Net cash provided by operating activities                                                       | <u>333,644</u>          | <u>311,065</u>      | <u>215,404</u>      |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                                    |                         |                     |                     |
| Purchase of property and equipment                                                              | (20,362)                | (13,211)            | (7,901)             |
| Purchase of marketable securities                                                               | (187,829)               | (49,570)            | —                   |
| Maturities of marketable securities                                                             | 77,855                  | —                   | —                   |
| Investment in affiliated company                                                                | —                       | (6,000)             | —                   |
| Capitalized software development costs                                                          | (3,380)                 | (2,024)             | (2,558)             |
| Net cash used in investing activities                                                           | <u>(133,716)</u>        | <u>(70,805)</u>     | <u>(10,459)</u>     |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                                    |                         |                     |                     |
| Proceeds from exercise of share options and employee share purchase plan                        | 41,865                  | 43,341              | 21,243              |
| Receipt (repayment) of tax advance relating to exercises of share options and RSUs, net         | (15,218)                | 11,873              | 4,046               |
| Repurchases of ordinary shares                                                                  | (135,028)               | —                   | —                   |
| Net cash provided by (used in) financing activities                                             | <u>(108,381)</u>        | <u>55,214</u>       | <u>25,289</u>       |
| <b>INCREASE IN CASH, CASH EQUIVALENTS</b>                                                       | <u>91,547</u>           | <u>295,474</u>      | <u>230,234</u>      |
| CASH, CASH EQUIVALENTS - Beginning of year                                                      | <u>1,411,602</u>        | <u>1,116,128</u>    | <u>885,894</u>      |
| CASH, CASH EQUIVALENTS - End of year                                                            | <u>\$ 1,503,149</u>     | <u>\$ 1,411,602</u> | <u>\$ 1,116,128</u> |
| <b>SUPPLEMENTAL DISCLOSURE:</b>                                                                 |                         |                     |                     |
| Cash paid for income taxes, net                                                                 | \$ 4,858                | \$ 6,210            | \$ 7,560            |
| Cash paid for interest                                                                          | \$ —                    | \$ —                | \$ 25               |
| <b>NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>                                             |                         |                     |                     |
| Non-cash purchases of property and equipment                                                    | \$ 937                  | \$ 368              | \$ 105              |
| Capitalized share-based compensation costs                                                      | \$ 1,814                | \$ 1,144            | \$ 1,997            |
| Right-of-use asset recognized with corresponding lease liability                                | \$ 79,189               | \$ 68,743           | \$ 93               |

The accompanying notes are an integral part of the consolidated financial statements.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 1: ORGANIZATION AND DESCRIPTION OF BUSINESS

monday.com Ltd ("monday.com" and together with its subsidiaries collectively, "the Company") was incorporated under the laws of Israel and commenced operations in 2012. The Company operates an artificial intelligence ("AI") cloud-based work platform that consists of modular building blocks that can be easily used and assembled to create software applications and work management tools and serves as a connective layer to integrate with other systems and applications across an organization. On top of our platform, we have built a product suite to address the needs of specific industries and use cases. By using the Company's AI work platform and products, customers can simplify and accelerate their digital transformation, enhance organizational agility, create a unifying workspace across departments, and increase operational efficiency and productivity through AI-powered workflows.

monday.com has ten wholly owned subsidiaries: monday.com Inc. (the "U.S. Subsidiary"), incorporated in the United States in 2016, monday.com UK 2020 Ltd., incorporated under the laws of England in 2020, monday.com PTY Ltd., incorporated in Australia in 2020, monday.com Ltda., incorporated in Brazil in 2021, monday.com K.K., incorporated in Japan in 2021, monday.com Sp.z o.o., incorporated in Poland in 2022, monday.com PTE., incorporated in Singapore in 2022, monday.com SAS., incorporated in France in 2024, monday.com GmbH., incorporated in Germany in 2024, and monday.com, S.A. DE C.V., incorporated in Mexico in 2025. The subsidiaries primarily engage in providing business development, presale, and customer success services to the Company's existing and potential customers.

## NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

The accompanying consolidated financial statements, which are prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"), reflect the application of the significant accounting policies described below and elsewhere in the notes to the consolidated financial statements.

### A. Principles of Consolidation

The accompanying consolidated financial statements include the accounts of monday.com and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

### B. Use of estimates

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### U.S. dollars in thousands

#### NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Company bases its estimates on historical experience and on assumptions that management considers to be reasonable. The Company assesses these estimates on a regular basis; however, actual results could differ from these estimates.

##### C. Foreign Currency Translation and Transactions

The Company's management has determined that the United States dollar is the currency in the primary economic environment in which monday.com and its subsidiaries operate. Thus, the Company reports its consolidated results in United States dollars. Transactions and balances that are denominated in other currencies have been remeasured into United States dollars in accordance with principles set forth in Accounting Standards Codification ("ASC") Topic 830, "Foreign Currency Matters" ("ASC 830").

At the end of each reporting period, financial assets and liabilities are remeasured to the functional currency using exchange rates in effect at the balance sheet date. Non-financial assets and liabilities are remeasured at historical exchange rates. Gains and losses related to remeasurement are recorded as financial income, net in the consolidated statements of operations as appropriate.

##### D. Cash and Cash Equivalents

The Company classifies all unrestricted highly liquid investments with maturities of three months or less at the date of purchase as cash equivalents. Cash equivalents consist of bank deposits and money market funds.

##### E. Investment in marketable securities:

The Company accounts for investments in marketable securities in accordance with ASC Topic 320, "Investments - Debt Securities" ("ASC 320"). Management determines the appropriate classification of its investments at the time of purchase and reevaluates such determinations at each balance sheet date. The Company classifies all of its debt securities as available-for-sale ("AFS") as the Company may sell these securities at any time for use in its current operations or for other purposes, even prior to maturity. As a result, the Company classifies its marketable securities within current assets on the consolidated balance sheet.

Available-for-sale debt securities are carried at fair value, with the unrealized gains and losses, net of tax, reported in accumulated other comprehensive income (loss) in shareholders' equity. Realized gains and losses on sale of investments are included in financial income, net and are derived using the specific identification method for determining the cost of securities sold.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization together with accretion of interest on securities is included in financial income, net. At each reporting period, the Company evaluates whether declines in fair value below amortized cost are due to expected credit losses, as well as the company's ability and intent to hold the investment until a forecasted recovery occurs in accordance with ASC Topic 326, "Financial Instrument-Credit losses" ("ASC 326"). Allowance for credit losses on AFS debt securities is recognized in the Company's consolidated statements of operations, and any remaining unrealized losses, net of taxes, are included in accumulated other comprehensive income (loss) in shareholders' equity. No credit losses were recognized during the year ended December 31, 2025 and 2024.

#### F. Accounts Receivable

Accounts receivable are recorded at the invoiced amount, are unsecured and do not bear interest. The Company maintains an allowance for credit losses inherent in its accounts receivable including potential uncollectible amounts.

The allowance is based on the Company's periodic assessment of the collectability of the accounts based on a combination of factors including the payment terms of each account, its age, the collection history of each customer, and the customer's financial condition.

Expenses associated with credit losses for the years ended December 31, 2025, 2024 and 2023 were \$4,467, \$2,525 and \$2,040, respectively. The Company wrote off bad debts in the amount of \$5,060, \$2,547 and \$2,130 during 2025, 2024 and 2023, respectively.

#### G. Investment in affiliated company

The Company accounts for an equity method investment over which it has significant influence but does not own a majority of the equity interests or otherwise controls and the investment is either in common stock or in substance common stock using the equity method, in accordance with ASC Topic 323 "Investments – Equity Method and Joint Ventures" ("ASC 323"). The Company's share of the investee's profit and loss is recognized in the consolidated statements of operations.

Management's judgment regarding the level of influence over its equity method investee includes considering key factors such as the Company's ownership interest, representation on the board of directors, participation in policy-making decisions and material intercompany transactions.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Company assesses its equity method investment for other-than-temporary impairment by considering factors as well as all relevant and available information including, but not limited to, current economic and market conditions, the operating performance of the affiliated company, including current earnings trends, and other affiliated company-specific information such as financing rounds. During 2025 and 2024, no impairment loss was recognized in the Company's consolidated statements of operations.

The net carrying value of the investment in the affiliated company amounted to \$6,000 as of both December 31, 2025 and 2024 and is presented as part of other-long term assets in the consolidated balance sheets. Equity gains (losses) were immaterial in 2025 and 2024.

### H. Property and Equipment, Net

Property and equipment, net is stated at cost, less accumulated depreciation and amortization. Depreciation is computed on a straight-line basis over the estimated useful lives of the related assets (see Note 2j). Expenditures for maintenance and repairs are expensed as incurred. Disposals are removed at cost less accumulated depreciation and any gain or loss from disposals is reflected in the consolidated statements of operations in the period of disposition.

### I. Internal Use Software Development Costs

The Company capitalizes certain internal use software development costs ("Capitalized software development costs") related to its cloud-based platform (amortized over 3 years) or to back-office operating systems (amortized over six years). The costs consist of personnel costs incurred during the application development stage. Capitalization begins when the preliminary project stage is completed, and it is probable that the software will be completed and used for its intended function.

Capitalization ceases when the software is substantially complete and ready for its intended use, including the completion of all significant testing. Costs related to preliminary project activities and post implementation operating activities are expensed as incurred.

Capitalized software development costs are included in property and equipment, net in the consolidated balance sheets (see Note 5) and are amortized over the estimated useful life of the software, on a straight-line basis, which represents the manner in which the expected benefit will be derived. Amortization expenses are included in cost of revenue in the consolidated statement of operations. Management evaluates the useful lives

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

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.

### J. Depreciation, Amortization and Impairment of Long-Lived Assets

Long-lived assets with definite lives consist of property and equipment. Long-lived assets are amortized over their estimated useful lives which are as follows:

|                                                       | Years                                                                                        |
|-------------------------------------------------------|----------------------------------------------------------------------------------------------|
| Computers, software, patents and electronic equipment | 3-5                                                                                          |
| Office furniture and equipment                        | 10-14                                                                                        |
| Capitalized software development costs                | 3-6                                                                                          |
| Leasehold improvements                                | Shorter of the remaining term of the underlying lease, or estimated useful life of the asset |

The Company reviews its long-lived assets for impairment whenever events or circumstances have occurred that indicate that the estimated useful lives of the long-lived assets may warrant revision or that the carrying value of these assets may be impaired. To compute whether assets have been impaired, the estimated undiscounted future cash flows of the assets or asset group are compared to the carrying value. If the undiscounted future cash flows are less than the carrying value, an impairment loss is recognized based on the amount in which the carrying amount exceeds the fair value of the asset or asset group, based on discounted cash flows. There were no events or circumstances that required the Company's long-lived assets to be tested for impairment during any of the periods presented.

### K. Leases

The Company accounts for its leases in accordance with ASC Topic 842, "Leases" ("ASC 842"). The Company determines if an arrangement is a lease at inception by determining if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration and other facts and circumstances.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Company classifies leases at their inception as either capital or operating leases. A lease that transfers substantially all the risks and rewards incidental to ownership of the leased asset to the Company is classified as a finance lease. For finance leases, at the commencement of the lease term, the leased asset is measured at the lower of fair value or the present value of the minimum lease payments. The leased asset is depreciated over the shorter of its useful life and the lease term.

For operating leases, right-of-use ("ROU") assets and lease liabilities are recognized at commencement date based on the present value of remaining lease payments over the lease term. For this purpose, the Company considers only payments that are fixed and determinable at the time of commencement. As the Company's leases do not provide an implicit rate, the Company uses the incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The incremental borrowing rate is a hypothetical rate based on the Company's understanding of what its credit rating would be. The ROU assets also include any lease payments made prior to commencement and are recorded net of any lease incentives received. The lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options.

The lease agreements may contain variable costs such as common area maintenance, insurance, real estate taxes or other costs. Variable lease costs are expensed as incurred on the consolidated statements of operations and are not included in the operating lease ROU assets and lease liabilities. Certain lease agreements include rental payments adjusted periodically for the consumer price index ("CPI"). The ROU assets and lease liabilities were calculated using the initial CPI and will not be subsequently adjusted.

The Company's lease agreements generally do not contain any residual value guarantees, restrictions, or covenants.

For operating leases that contain renewals, or other lease incentives, the Company recognizes the rent expense on a straight-line basis over the term of the lease. Additionally, incentives received are treated as a reduction of costs over the term of the agreement.

The Company utilized the practical expedient in ASC 842 and elected not to record leases with an initial term of 12 months or less on the consolidated balance sheets. Therefore, for short-term leases with a term of 12 months or less, operating lease ROU assets and lease liabilities are not recognized, and the Company records such lease payments in the consolidated statements of operations on a straight-line basis over the lease term.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

Rent expenses for the years ended December 31, 2025, 2024 and 2023, were \$34,040, \$27,038 and \$21,369, respectively. See also Note 9.

### L. Employee Related Obligations

According to the Israeli Severance Pay Law, 1963 ("Severance Pay Law"), employees are entitled to severance payment, following the termination of their employment. Under the Severance Pay Law, the severance payment is calculated as one-month salary for each year of employment, or a portion thereof. The Company's liability for severance pay is covered by the provisions of Section 14 of the Severance Pay Law ("Section 14").

Under Section 14 employees are entitled to monthly deposits, at a rate of 8.33% of their monthly salary, contributed on their behalf to their insurance funds. Payments in accordance with Section 14 release the Company from any future severance payments in respect of those employees. Therefore, the Company does not recognize a liability for severance pay due to these employees and the deposits under Section 14 are not recorded as an asset in the Company's consolidated balance sheets. Severance expenses for the years ended December 31, 2025, 2024 and 2023, amounted to \$15,636, \$11,086 and \$8,435, respectively.

The Company's U.S. Subsidiary has a 401(K) defined contribution plan covering certain employees in the U.S. All eligible employees may elect to contribute up to 100% of their annual compensation to the plan through salary deferrals, subject to Internal Revenue Service limits. The expenses recorded by the U.S. subsidiary for employer's contributions were \$3,453, \$2,493 and \$1,898 for the years ended December 31, 2025, 2024 and 2023, respectively.

### M. Contingent Liabilities

The Company accounts for its contingent liabilities in accordance with ASC Topic 450, "Contingencies" ("ASC 450"). A provision is recorded when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated.

With respect to legal matters, provisions are reviewed and adjusted to reflect the impact of negotiations, estimated settlements, legal rulings, advice of legal counsel and other information and events pertaining to a particular matter.

### N. Revenue Recognition

The Company generates revenue from the sale of subscriptions to customers to access its AI cloud-based work platform. The terms of the Company's

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

subscription agreements are primarily monthly or annual, and a large portion of the arrangements are paid in full up-front at the outset of the arrangement. Customers may not take possession over the software and instead are granted continuous access to the platform over the contractual period and therefore the arrangements are accounted for as service contracts.

The Company's contracts generally include a fixed number of users and fixed price per user. Revenue for these arrangements is recognized ratably over the contract term.

The Company's subscription contracts are generally non-cancelable except for contracts with first-time customers whereby the contract terms provide rights to cancel the contract in the first 30 days for pro-rated refund for unutilized days. Historically, refunds have not been material, and therefore no provision for refunds was recorded to date.

In accordance with ASC Topic 606, "Revenue from Contracts with Customers" ("ASC 606"), revenue is recognized when a customer obtains control of promised services. The amount of revenue recognized reflects the consideration the Company expects to be entitled to receive in exchange for these services.

The Company determines revenue recognition through the following steps:

### 1. Identification of the contract, or contracts, with the customer

The Company considers the terms and conditions of the contracts and the Company's customary business practices in identifying its contracts under ASC 606. The Company determines it has a contract with a customer when the contract has been approved by both parties, it can identify each party's rights regarding the services to be transferred and the payment terms for the services, it has determined the customer to have the ability and intent to pay, and the contract has commercial substance.

The Company applies certain judgment in determining the customer's ability and intent to pay, which is based on a variety of factors, including the customer's payment history or, in the case of a new customer, credit and financial information pertaining to the customer.

### 2. Identification of the contract, or contracts, with the customer

Performance obligations committed in a contract are identified based on the services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

own or together with other resources that are readily available, and are distinct in the context of the contract, whereby the transfer of the services and the products is separately identifiable from other promises in the contract.

The Company's performance obligations generally consist of access to the cloud-based platform and related support services which is considered one performance obligation.

The customers do not have the ability to take possession of the software, and through access to the platform the Company provides a series of distinct software-based services that are satisfied over the term of the subscription.

#### 3. Determination of the transaction price

The transaction price is determined based on the consideration to which the Company expects to be entitled in exchange for transferring services to the customer.

Payment terms are generally upfront at the time of the transaction, except for enterprise customers which are generally net 30 days. In instances where the timing of revenue recognition differs from the timing of invoicing, the Company has determined its contracts generally do not include a significant financing component. The Company applied the practical expedient in ASC 606 and did not evaluate payment terms of one year or less for the existence of a significant financing component.

The Company's policy is to exclude sales and other indirect taxes when measuring the transaction price.

#### 4. Allocation of the transaction price to the performance obligations in the contract

The Company's contracts contain a single performance obligation. Therefore, the entire transaction price is allocated to the single performance obligation.

#### 5. Recognition of the revenue when, or as, a performance obligation is satisfied

Revenue is recognized ratably over the term of the subscription agreement generally beginning on the date that the platform is made available to a customer.

#### Contract balances

Contract assets consist of unbilled accounts receivable, which occur when a right to consideration for the Company's performance under the

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

customer contract occurs before invoicing to the customer. The amount of unbilled accounts receivable included within accounts receivable, net on the consolidated balance sheets was immaterial for the periods presented.

Contract liabilities consist of deferred revenue. The Company records contract liabilities when cash payments are received in advance of performance to deferred revenue or to customer advances in case of refund rights.

The Company recognized \$339,951, \$266,284 and \$198,099 of revenue during the years ended December 31, 2025, 2024 and 2023, respectively, that were included in the deferred revenue balance at the beginning of the respective year.

#### Remaining performance obligations

Remaining Performance Obligations (RPOs) are defined as the aggregate amount of transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the reporting date, including both deferred revenue and non-invoiced amounts expected to be billed and recognized in the future.

As of December 31, 2025, the Company's RPOs from contracts with customers were \$838,942, of which the Company expects to recognize approximately 81% as revenue over the next 12 months and the remainder thereafter.

#### Contract costs

The Company accounts for costs to obtain revenue contracts in accordance with ASC Topic 340-40, "Other assets and deferred costs" ("ASC 340-40"). Sales commissions earned by external partners and by internal salespersons are considered incremental and recoverable costs of acquiring customer contracts. These costs are capitalized and amortized on a straight-line basis over the anticipated period of benefit, which is estimated to be three years, taking into consideration anticipated contract renewals. The Company determined the period of benefit by taking into consideration historical customer attrition rates, the useful life of the Company's technology, and other factors.

The following table summarizes the activity of deferred contract acquisition costs:

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

|                                           | Year ended December 31, |           |
|-------------------------------------------|-------------------------|-----------|
|                                           | 2025                    | 2024      |
| Beginning balance                         | \$ 20,522               | \$ 3,675  |
| Capitalization of deferred contract costs | 88,425                  | 23,229    |
| Amortization                              | (23,139)                | (6,382)   |
| Ending balance                            | \$ 85,808               | \$ 20,522 |

Amounts expected to be recognized in excess of one year as of the balance sheet date are recorded as other long-term assets, in the consolidated balance sheets.

Deferred contract costs are periodically analyzed for impairment. There were no impairment losses recorded during the periods presented. Amortization is recorded within sales and marketing expense in the consolidated statements of operations.

The Company has elected to apply the practical expedient allowed by ASC 606 according to which incremental costs of obtaining a contract are recognized as an expense when incurred if the amortization period of the asset is one year or less, and the initial commission rate is commensurate with the commission rate on subsequent renewals.

### O. Cost of Revenue

Cost of revenue primarily consists of costs related to providing subscription services to paying customers, including hosting costs, personnel-related expenses of customer support including share-based compensation, subcontractors costs, merchant and credit-cards processing fees, amortization of capitalized software development costs and allocated overhead costs.

### P. Research and Development Costs

Research and development costs are expensed as incurred unless these costs qualify for capitalization as internal-use software development costs.

Research and development expenses consist primarily of personnel-related expenses, including share-based compensation, software costs and allocated overhead costs.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

#### Q. Sales and Marketing

Sales and marketing expenses are primarily comprised of costs of the Company's marketing personnel including share-based compensation, online marketing expenses and other advertising costs, sales commissions and allocated overhead costs. Sales and marketing expenses are expensed as incurred. Advertising costs amounted to \$237,944, \$218,415 and \$203,235, in the years ended December 31, 2025, 2024 and 2023, respectively.

#### R. General and Administrative

General and administrative expenses primarily consist of personnel-related and share-based compensation expenses associated with the Company's executives, as well as its finance, legal, human resources and other operational and administrative functions, professional fees for external legal, accounting, and other consulting services, directors and officer's insurance expenses, donations, bad debt expenses, charitable contributions to the monday.com Foundation and allocated overhead costs.

#### S. Accounting for Share-Based Compensation

The Company accounts for share-based compensation under ASC Topic 718, Compensation - Stock Compensation ("ASC 718"), which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based payment awards made to employees, non-employee consultants and directors, including options, restricted share units ("RSUs"), and shares issued pursuant to the 2021 Employee Share Purchase Plan ("ESPP") based on the fair value of the awards on the date of grant as follows: (i) share options – the fair value is based on the Black-Scholes option-pricing model, (ii) RSUs – the fair value is based on the closing trading price of the underlying shares at the date of grant and, (iii) ESPP – the fair value is based on the Monte-Carlo simulation model due to certain limitation on the number of shares per employee.

The expense for share-based compensation cost is recognized over the requisite service period of each individual grant using the graded vesting attribution method for both service-based and performance-based awards. Forfeitures are accounted for as they occur.

The Company granted performance-based awards to its Co-Chief Executive Officers ("Co-CEOs") and several other members of its senior management. The number of performance-based awards earned and eligible to vest are generally determined after a one-year performance period, based on achievement of certain Company financial performance measures and the recipient's continued service.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Company recognizes share-based compensation expense for the performance-based awards using the fair value at the date of grant over the requisite service when it is probable that the performance conditions will be achieved. The Company adjusts the number of units expected to vest based on estimates of performance against the pre-set objectives.

Valuation assumptions used in measuring compensation costs:

### i. Options:

The Black-Scholes option-pricing model requires the Company to make several assumptions, including the value of the Company's ordinary shares, expected volatility, expected term, risk-free interest rate and expected dividends.

The Company evaluates the assumptions used to value option awards upon each grant of share options.

Expected volatility was calculated based on the implied volatilities from market comparisons of certain publicly traded companies, as well as upon actual historical share price movements over the most recent periods ending on the grant date, equal to the expected term of the options. The expected option term was calculated based on the simplified method, which uses the midpoint between the vesting date and the contractual term, as the Company does not have sufficient historical data to develop an estimate based on participant behavior. The risk-free interest rate was based on the U.S. treasury bonds yield with an equivalent term. The Company has not paid dividends and has no foreseeable plans to pay dividends.

The assumptions used to determine the fair value of the share-based awards are management's best estimates and involve inherent uncertainties and the application of judgment.

The following table summarizes the Black-Scholes assumptions used at the grant dates:

|                          | Year ended December 31, |             |             |
|--------------------------|-------------------------|-------------|-------------|
|                          | 2025                    | 2024        | 2023        |
| Risk-free interest rate  | 3.74%-4.11%             | 4.03%-4.77% | 3.48%-4.49% |
| Expected dividend yield  | 0%                      | 0%          | 0%          |
| Expected term (in years) | 2-7                     | 5-7         | 5-7         |
| Expected volatility      | 57%                     | 58%         | 57%-65%     |

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

### ii. ESPP:

The following table summarizes the Monte-Carlo model assumptions used at the grant dates:

|                          | Year ended December 31, |             |             |
|--------------------------|-------------------------|-------------|-------------|
|                          | 2025                    | 2024        | 2023        |
| Risk-free interest rate  | 3.95%-4.34%             | 4.34%-5.12% | 4.92%-5.24% |
| Expected dividend yield  | 0%                      | 0%          | 0%          |
| Expected term (in years) | 0.5                     | 0.5         | 0.5         |
| Expected volatility      | 50%-73%                 | 48%-50%     | 54%-80%     |

### T. Income Taxes

The Company accounts for income taxes in accordance with ASC Topic 740, "Income Taxes" ("ASC 740"), using the liability method whereby deferred tax assets and liability account balances are determined based on the differences between financial reporting and the tax basis for assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company provides a valuation allowance, if necessary, to reduce deferred tax assets to the amounts that are more likely-than-not to be realized.

As of December 31, 2024 and 2023, the Company recorded a full valuation allowance against its deferred tax assets due to significant negative evidence including an history of losses in previous years. During 2025, the Company reversed the valuation allowance and recognized a deferred tax benefit of \$61,150 as it believes that the weight of the positive evidence, including the cumulative pre-tax income position in the three most recent years and forecasts for a sustained level of future taxable income, was sufficient to overcome the weight of the negative evidence.

The Company monitors the realizability of its deferred tax assets each reporting period taking into account all relevant factors. The Company considers its history of pre-tax income (loss) adjusted for permanent book-tax differences, volatility in actual earnings, excess tax benefits related to share-based compensation in recent prior years, and impacts of the timing of reversal of existing temporary differences. The Company also relies on its assessment of the Company's projected future results of business operations, including uncertainty in future operating results relative to historical results, volatility in the market price of its ordinary shares and its performance over

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

time, variable macroeconomic conditions impacting its ability to forecast future taxable income, and changes in business that may affect the existence and magnitude of future taxable income. The Company's valuation allowance assessment is based on its best estimate of future results considering all available information.

The Company applies a more-likely-than-not recognition threshold to uncertain tax positions based on the technical merits of the income tax positions taken. The Company does not recognize a tax benefit unless it is more likely than not that the tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position.

The tax benefit that is recorded for these positions is measured at the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. As of December 31, 2025 and 2024, no liability for unrecognized tax benefits was recorded due to immateriality.

#### U. Net Income (Loss) Per Share

The Company's basic net income (loss) per share is calculated by dividing net income (loss) attributable to ordinary shareholders by the weighted-average number of shares of ordinary shares outstanding for the period, without consideration of potentially dilutive securities.

The diluted net income (loss) per share is calculated by giving effect to all potentially dilutive securities outstanding for the period using the treasury shares method or the if-converted method based on the nature of such securities.

In periods in which the Company had a net loss, diluted net loss per share was the same as basic net loss per share since the effects of potentially dilutive shares of ordinary shares were anti-dilutive.

The Founder's share is not a participating security and therefore excluded from the net income (loss) per share.

#### V. Concentration of Credit Risks

Financial instruments that subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalents (including money market funds and bank deposits up to three months), marketable securities and accounts receivable.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### U.S. dollars in thousands

#### NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

For cash and cash equivalents, the Company is exposed to credit risk in the event of default by the financial institutions to the extent of the amounts recorded on the accompanying consolidated balance sheets exceed federally insured limits.

The Company places its cash and cash equivalents with financial institutions with high-quality credit ratings in the United States, Israel, Ireland, Cayman Islands, and Luxembourg and has not experienced any losses in such accounts.

The Company's marketable securities consist of investments in U.S. government treasury bills. The Company's investment policy limits the amount that the Company may invest in any one type of investment or issuer, thereby reducing credit risk concentrations.

For accounts receivable, the Company is exposed to credit risk in the event of nonpayment by customers to the extent of the amounts recorded on the accompanying consolidated balance sheets. For each of the years ended December 31, 2025, and 2024, there were no individual customers that accounted for 10% or more of the Company's revenues. The Company's accounts receivable are geographically diversified and derived primarily from sales in the United States, EMEA, and APAC. To manage its accounts receivable risk, the Company evaluates the credit worthiness of its customers and maintains allowances for potential credit losses.

The Company has not historically experienced any material credit losses related to individual customers or groups of customers in any specific area or industry.

#### W. Segment Information

The Company has a single operating and reportable segment. The Company's chief operating decision makers are its two Co-Chief Executive Officers ("Co-CEOs"), who review financial information presented on a consolidated basis for purposes of making operating decisions, assessing financial performance, and allocating resources. For information regarding the Company's long-lived assets and revenue by geographic area, as well as a summary of significant expense categories, see Note 16.

#### X. Fair Value measurements

Fair value is defined as the exchange price that would be received from the sale of an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Company measures financial assets and liabilities at fair value at each reporting period using a fair value hierarchy which requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

A financial instrument's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value:

|                |                                                                                                                                                                                                                                                                                                                                         |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Level 1</b> | Quoted prices in active markets for identical assets or liabilities.                                                                                                                                                                                                                                                                    |
| <b>Level 2</b> | Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. |
| <b>Level 3</b> | Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities                                                                                                                                                                                          |

The carrying amount of cash and cash equivalents, accounts receivable, prepaid expenses, accounts payable, and accrued expenses, are stated at their carrying value, which approximates fair value due to the short maturities of these instruments.

Assets measured at fair value on a recurring basis as of December 31, 2025 and 2024, are comprised of money market funds, marketable securities, and derivative instruments (see Note 8).

### Y. Derivative Financial Instruments

Derivatives are recognized at fair value as either assets or liabilities in the consolidated balance sheets in accordance with ASC Topic 815, "Derivatives and Hedging" ("ASC 815"). The gain or loss of derivatives which are designated and qualify as hedging instruments in a cash flow hedge, is recorded under accumulated other comprehensive income (loss) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

Derivatives are classified within Level 2 of the fair value hierarchy as the valuation inputs are based on quoted prices and market observable data of similar instruments.

The Company's primary objective for holding derivative instruments is to reduce its exposure to foreign currency rate changes. The Company reduces its exposure by entering into forward foreign exchange contracts and option contracts with respect to operating expenses that are forecasted to be incurred in currencies other than the U.S. dollar. A majority of the Company's revenues and operating expenditures are transacted in U.S. dollars. However, certain operating expenditures are incurred in or exposed to other currencies, primarily the New Israeli Shekel ("NIS").

The Company has established forecasted transaction currency risk management programs to protect against fluctuations in fair value and the volatility of future cash flows caused by changes in exchange rates. The Company's currency risk management program includes foreign exchange contracts designated as cash flow hedges. These foreign exchange contracts generally mature within 12 months (see Note 7).

In addition, occasionally the Company enters into swaps, options and forward contracts to hedge a portion of its monetary items in the balance sheet, such as cash and cash equivalents balances, denominated in other currencies for short-term periods. The purpose of these contracts is to protect the fair value of the monetary assets from foreign exchange rate fluctuations. Gains and losses from derivatives related to these contracts are not designated as hedging instruments. The Company does not enter into derivative financial instruments for trading or speculative purposes.

#### Z. Recently Adopted Accounting Pronouncements:

In December 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"). The ASU requires that an entity disclose specific categories in the effective tax rate reconciliation, as well as provide additional information for reconciling items that meet a quantitative threshold. Further, the ASU requires certain disclosures of state versus federal income tax expense and taxes paid. The amendments in this ASU are required to be adopted for annual periods beginning January 1, 2025. The Company adopted ASU 2023-09 during the year ended December 31, 2025 on a prospective basis, which resulted in updated income tax disclosures. See Note 14.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

#### AA. Accounting pronouncements not yet effective

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements ("ASU 2025-11"), to amend the guidance in "Interim Reporting" (Topic 270). The update provides clarifications intended to improve the consistency and usability of interim disclosure requirements, including a comprehensive listing of required interim disclosures and a new disclosure principle for reporting material events occurring after the most recent annual period. The amendments do not change the underlying objectives of interim reporting but are designed to enhance clarity in application. The guidance is effective for annual and interim periods beginning January 1, 2028. The Company is currently evaluating the impact the adoption of ASU 2025-11 will have on its consolidated financial statements and related disclosures.

In September 2025, the FASB issued ASU 2025-06, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software ("ASU 2025-06"), which requires software capitalization to begin when both of the following occur: (1) management has authorized and committed to funding the software project; and (2) it is probable that the project will be completed and the software will be used to perform the function intended. ASU 2025-06 is effective for the first annual and interim reporting periods beginning January 1, 2028, with early adoption permitted. The provisions of ASU 2025-06 allow for a prospective, modified, or retrospective transition approach. The Company is currently evaluating the impact the adoption of ASU 2025-06 will have on its consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses ("ASU 2024-03"), which requires the disaggregation of certain expenses in the financial statements notes, to provide enhanced transparency into the expense captions presented on the face of the consolidated statement of operations. ASU 2024-03 is effective for annual reporting periods beginning January 1, 2027 and interim periods beginning January 1, 2028 and may be applied either prospectively or retrospectively. The Company is currently evaluating the impact that ASU 2024-03 will have on its related disclosures, and the transition method.

In July 2025, the FASB issued ASU 2025-05, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets, which allows a practical expedient that assumes current conditions as of the balance sheet date do not change for the remaining life

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

of the asset. The ASU is effective for annual and interim periods beginning January 1, 2026, on a prospective basis, and early adoption is permitted. The Company is currently evaluating the impact of ASU 2025-05 on its consolidated financial statements.

### NOTE 3: CASH, CASH EQUIVALENTS AND MARKETABLE SECURITIES.

|                                                           | December 31, |              |
|-----------------------------------------------------------|--------------|--------------|
|                                                           | 2025         | 2024         |
| Cash and cash equivalents:                                |              |              |
| Cash                                                      | \$ 132,131   | \$ 98,392    |
| Bank deposits                                             | 331,370      | 21,936       |
| Money market funds                                        | 1,039,648    | 1,291,274    |
| Total cash and cash equivalents                           | \$ 1,503,149 | \$ 1,411,602 |
| Marketable securities:                                    |              |              |
| U.S. Treasury bills                                       | 162,308      | 50,004       |
| Total marketable securities                               | 162,308      | 50,004       |
| Total cash and cash equivalents and marketable securities | \$ 1,665,457 | \$ 1,461,606 |

The following is a summary of available-for-sale marketable securities as of December 31, 2025 and 2024, excluding securities classified within cash and cash equivalents on the consolidated balance sheets:

|                                   | December 31, 2025 |                        |                         |            |
|-----------------------------------|-------------------|------------------------|-------------------------|------------|
|                                   | Amortized cost    | Gross unrealized gains | Gross unrealized losses | Fair value |
| Contractual maturity year:        |                   |                        |                         |            |
| Within one year                   | \$ 92,048         | \$ 141                 | \$ (3)                  | \$ 92,186  |
| After one year through five years | 69,862            | 262                    | (2)                     | 70,122     |
| Total                             | \$ 161,910        | \$ 403                 | \$ (5)                  | \$ 162,308 |

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 3: CASH, CASH EQUIVALENTS AND MARKETABLE SECURITIES. (cont.)

|                                   | December 31, 2024 |                              |                               |               |
|-----------------------------------|-------------------|------------------------------|-------------------------------|---------------|
|                                   | Amortized<br>cost | Gross<br>unrealized<br>gains | Gross<br>unrealized<br>losses | Fair<br>value |
| Contractual maturity year:        |                   |                              |                               |               |
| Within one year                   | \$ 49,797         | \$ 207                       | \$ —                          | \$ 50,004     |
| After one year through five years | —                 | —                            | —                             | —             |
| Total                             | \$ 49,797         | \$ 207                       | \$ —                          | \$ 50,004     |

As of December 31, 2025 and 2024, interest receivable on marketable securities amounted to \$690 and \$86 and is included within marketable securities in the consolidated balance sheets.

## NOTE 4: PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consisted of the following:

|                                                 | December 31, |           |
|-------------------------------------------------|--------------|-----------|
|                                                 | 2025         | 2024      |
| Prepaid expenses                                | \$ 21,619    | \$ 15,944 |
| Related parties' receivable                     | 109          | 1,587     |
| Government institutions                         | 8,760        | 7,376     |
| Derivative instruments                          | 20,168       | 2,984     |
| Interest receivable                             | 3,918        | 4,864     |
| Short-term vendor deposits                      | 558          | 335       |
| Deferred contract costs                         | 36,775       | 10,409    |
| Other current assets                            | 1,148        | 1,337     |
| Total prepaid expenses and other current assets | \$ 93,055    | \$ 44,836 |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 5: PROPERTY AND EQUIPMENT, NET

|                                                       | December 31, |           |
|-------------------------------------------------------|--------------|-----------|
|                                                       | 2025         | 2024      |
| Computers, software, patents and electronic equipment | \$ 23,509    | \$ 20,912 |
| Office furniture and equipment                        | 11,888       | 9,804     |
| Leasehold improvements                                | 33,855       | 22,000    |
| Capitalized software development costs                | 22,735       | 17,629    |
| Capital leases                                        | —            | 254       |
| Property and equipment, gross                         | 91,987       | 70,599    |
| Less accumulated depreciation and amortization        | (38,099)     | (29,023)  |
| Property and equipment, net                           | \$ 53,888    | \$ 41,576 |

Depreciation and amortization expense was \$13,805, \$11,858 and \$8,961, for the years ended December 31, 2025, 2024 and 2023, respectively. During the years ended December 31, 2025, 2024 and 2023, the Company recognized capital losses of \$290, \$576 and \$62, respectively.

The Company capitalized costs related to the development of internal-use software of \$5,107, \$3,013 and \$4,019 for the years ended December 31, 2025, 2024 and 2023, respectively. Amortization of capitalized software development costs was \$3,840, \$3,883 and \$2,558 for the years ended December 31, 2025, 2024 and 2023, respectively. The net carrying value of capitalized software development costs was \$10,090 and \$8,823 as of December 31, 2025 and 2024, respectively.

### NOTE 6: ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

|                                            | December 31 |            |
|--------------------------------------------|-------------|------------|
|                                            | 2025        | 2024       |
| Accrued employee compensation and benefits | \$ 132,264  | \$ 95,960  |
| Accrued expenses                           | 76,481      | 56,528     |
| Advances from customers                    | 5,735       | 3,431      |
| Income and indirect taxes payable          | 19,897      | 15,121     |
| Total                                      | \$ 234,377  | \$ 171,040 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

NOTE 7: DERIVATIVES AND HEDGING

The Company uses derivative instruments primarily to manage exposures to foreign currency exchange rate and to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates.

The fair values of derivative instruments and the balance sheet items to which they were recorded are summarized as follows:

|                                                    |                                           | Balance sheet line item |        | December 31 |       |
|----------------------------------------------------|-------------------------------------------|-------------------------|--------|-------------|-------|
|                                                    |                                           |                         |        | 2025        | 2024  |
| Derivatives designated as hedging instruments:     |                                           |                         |        |             |       |
| Foreign exchange contracts                         | Prepaid expenses and other current assets | \$                      | 20,168 | \$          | 2,984 |
|                                                    |                                           | \$                      | 20,168 | \$          | 2,984 |
| Derivatives not designated as hedging instruments: |                                           |                         |        |             |       |
|                                                    |                                           | \$                      | —      | \$          | —     |
| Total                                              |                                           | \$                      | 20,168 | \$          | 2,984 |

The effect of derivative instruments on cash flow hedging, as well as the effect of instruments not designated as hedge and the relationship between income and other comprehensive income for the years ended December 31, 2025 and December 31, 2024, are summarized below:

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

### NOTE 7: DERIVATIVES AND HEDGING (cont.)

|                                                           | Gain (Loss) Recognized<br>in Other Comprehensive<br>Income on Effective-<br>Portion of Derivative,<br>net |          | Realized gains on<br>Derivative Reclassified<br>from Accumulated<br>Other Comprehensive<br>Income (*) |          | Amount Excluded from<br>Effectiveness Testing<br>Recognized in Income<br>(Loss) |      |
|-----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|----------|-------------------------------------------------------------------------------------------------------|----------|---------------------------------------------------------------------------------|------|
|                                                           | Year ended<br>December 31                                                                                 |          | Year ended<br>December 31                                                                             |          | Year ended<br>December 31                                                       |      |
|                                                           | 2025                                                                                                      | 2024     | 2025                                                                                                  | 2024     | 2025                                                                            | 2024 |
| <b>Derivatives designated as hedging instruments:</b>     |                                                                                                           |          |                                                                                                       |          |                                                                                 |      |
| Foreign exchange contracts                                | \$ 31,218                                                                                                 | \$ (961) | \$ 16,453                                                                                             | \$ 5,861 | \$ (252)                                                                        | \$ — |
| Total                                                     | 31,218                                                                                                    | (961)    | 16,453                                                                                                | 5,861    | (252)                                                                           | —    |
| <b>Derivatives not designated as hedging instruments:</b> |                                                                                                           |          |                                                                                                       |          |                                                                                 |      |
| Total                                                     | —                                                                                                         | —        | —                                                                                                     | —        | —                                                                               | —    |

(\*) Classified in operating expenses in the consolidated statement of operations.

The notional amounts of the outstanding derivatives are summarized as follows:

|                                                | As of December 31, |            |
|------------------------------------------------|--------------------|------------|
|                                                | 2025               | 2024       |
| Derivatives designated as hedging instruments: |                    |            |
| Foreign exchange contracts:                    |                    |            |
| NIS                                            | \$ 188,088         | \$ 209,487 |
|                                                | 188,088            | 209,487    |

### NOTE 8: FAIR VALUE MEASUREMENTS

In accordance with ASC 820, "Fair Value Measurement" ("ASC 820") the Company measures its money market funds, marketable securities and foreign currency derivative contracts at fair value. The fair value of money market funds and marketable securities was determined using quoted prices in active markets, which are considered to be Level 1 inputs under the fair value measurements and disclosure guidance. Foreign currency derivative contracts are classified within Level 2, as the valuation inputs are based on quoted prices and market observable data of similar instruments.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 8: FAIR VALUE MEASUREMENTS (cont.)

The Company's financial assets, which are measured at fair value on a recurring basis, consisted of the following types of instruments as of the following dates:

|                                        | As of December 31,  |                  |                     |                     |                 |                     |
|----------------------------------------|---------------------|------------------|---------------------|---------------------|-----------------|---------------------|
|                                        | 2025                |                  |                     | 2024                |                 |                     |
|                                        | Level 1             | Level 2          | Total               | Level 1             | Level 2         | Total               |
| Cash equivalents:                      |                     |                  |                     |                     |                 |                     |
| Money market funds                     | \$ 1,039,648        | \$ —             | \$ 1,039,648        | \$ 1,291,274        | \$ —            | \$ 1,291,274        |
| Marketable securities:                 |                     |                  |                     |                     |                 |                     |
| U.S. Treasury bills                    | 162,308             | —                | 162,308             | 50,004              | —               | 50,004              |
| Foreign currency derivative contracts: |                     |                  |                     |                     |                 |                     |
| Foreign exchange contracts             | —                   | 20,168           | 20,168              | —                   | 2,984           | 2,984               |
| Total                                  | <u>\$ 1,201,956</u> | <u>\$ 20,168</u> | <u>\$ 1,222,124</u> | <u>\$ 1,341,278</u> | <u>\$ 2,984</u> | <u>\$ 1,344,262</u> |

## NOTE 9: LEASES

### A. Operating leases

The Company has entered into various non-cancellable operating leases for its offices expiring between fiscal 2026 and 2035. Certain lease agreements contain an option for the Company to extend the lease term or an option to terminate a lease early. The Company considers these options, which may be elected at the Company's sole discretion, in determining the lease term on a lease-by-lease basis. Additionally, the Company entered into certain cancellable monthly lease agreements for short-term periods of up to one year.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands)

## NOTE 9: LEASES (cont.)

B. The following is a schedule, by years, of maturities of lease liabilities as of December 31, 2025:

| Years Ending December 31,          | Amount      |
|------------------------------------|-------------|
| 2026                               | \$ 28,516   |
| 2027                               | 33,936      |
| 2028                               | 34,051      |
| 2029                               | 32,017      |
| 2030                               | 31,697      |
| Thereafter                         | 29,273      |
| Total undiscounted cash flows      | \$ 189,490  |
| Less: Imputed interest             | \$ (20,723) |
| Present value of lease liabilities | \$ 168,767  |

Refer to Note 10 for additional leases excluded from the table above.

Supplemental balance sheet information related to leases is as follows:

|                                       | Year ended December 31 |           |
|---------------------------------------|------------------------|-----------|
|                                       | 2025                   | 2024      |
| Weighted-average remaining lease term | 5.8 years              | 5.2 years |
| Weighted-average discount rate        | 4.0%                   | 4.2%      |

## NOTE 10: COMMITMENTS AND CONTINGENCIES

### A. Guarantees:

As of December 31, 2025 and 2024, the Company has provided a bank guarantee in the amount of \$19,793 and \$8,264, respectively, to secure its lease agreement.

### B. Indemnifications

The Company enters into standard indemnification provisions in the ordinary course of business, including certain customers, business partners, the Company's officers, and directors.

Pursuant to these provisions, the Company has agreed to indemnify and defend the indemnified party claims and related losses suffered or incurred by

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

NOTE 10: COMMITMENTS AND CONTINGENCIES (cont.)

the indemnified party from actual or threatened third-party claims because of the Company's activities or non-compliance with certain representations and warranties made by the Company.

It is not possible to determine the maximum potential loss under these indemnification provisions due to the Company's limited history of prior indemnification claims and the unique facts and circumstances involved in each particular provision. To date, losses recorded in the Company's consolidated statements of operations in connection with the indemnification provisions have not been material. There are no claims pending as of December 31, 2025 and 2024, related to indemnification agreements.

The Company has entered into service-level agreements with some of its enterprise customers defining levels of uptime reliability and performance and permitting those customers to receive credits for prepaid amounts related to unused subscription services if the Company fails to meet the defined levels of uptime in a certain calendar month. To date, the Company has not experienced any significant failures to meet defined levels of uptime reliability and performance. In addition, since the calculation is monthly for each calendar month, there is no uncertainty at the end of the reporting period. Therefore, the Company has not accrued any liabilities related to these agreements in the consolidated financial statements.

C. Legal Contingencies:

On March 10, 2026, an individual shareholder filed a putative class action asserting claims under Sections 10(b) and 20(a) of the Exchange Act concerning certain of the Company's forward-looking earnings guidance. The case is pending in the U.S. District Court for the Southern District of New York and asserts claims against the Company and certain of its directors and officers. The case is currently in a preliminary stage. The Company believes the claims are without merit and intends to vigorously defend against them.

D. Other Commitments:

Other commitments include payments to third-party vendors for services related mainly to hosting-related services, software licenses and services. Future minimum payments under the Company's other commitments, as of December 31, 2025, are as follows:

| Years Ending December 31,     | Amount    |
|-------------------------------|-----------|
| 2026                          | \$ 55,729 |
| 2027                          | 17,468    |
| 2028                          | 0         |
| Total contractual obligations | \$ 73,197 |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 10: COMMITMENTS AND CONTINGENCIES (cont.)

Additionally, the Company entered into operating lease agreements for new offices in Israel and an additional floor in New York. The lease commencement dates have not yet occurred, and accordingly, these leases were not recognized on the consolidated balance sheet as of December 31, 2025. The total undiscounted future lease payments under these agreements amount to \$51,748, with lease terms of 10 years and 5 years, respectively, and were excluded from the table above.

### NOTE 11: FINANCIAL INCOME, NET

|                                                                           | Year ended December 31, |                  |                  |
|---------------------------------------------------------------------------|-------------------------|------------------|------------------|
|                                                                           | 2025                    | 2024             | 2023             |
| Financial expenses:                                                       |                         |                  |                  |
| Bank charges and other                                                    | \$ 900                  | \$ 495           | \$ 443           |
| Exchange rate expense, net                                                | 3,068                   | 4,796            | —                |
| Total financial expenses                                                  | <u>3,968</u>            | <u>5,291</u>     | <u>443</u>       |
| Financial income:                                                         |                         |                  |                  |
| Exchange rate income, net                                                 | —                       | —                | 361              |
| Interest income on deposits, money market funds and marketable securities | 63,447                  | 60,659           | 41,993           |
| Accretion of discount on marketable securities                            | 1,586                   | 132              | —                |
| Total financial income                                                    | <u>65,033</u>           | <u>60,791</u>    | <u>42,354</u>    |
| Financial income, net                                                     | <u>\$ 61,065</u>        | <u>\$ 55,500</u> | <u>\$ 41,911</u> |

### NOTE 12: RELATED PARTIES

In August 2024, the Company granted 68,000 of the Company's ordinary shares to the monday.com Foundation LTD. ("the Foundation"), an Israeli public benefit corporation (a non-for-profit organization) designated to support the Company's social responsibility initiatives. The Foundation provides technology, education and essential skills to empower emergency response teams and youth from underserved communities, bridging the digital divide.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

### NOTE 12: RELATED PARTIES (cont.)

The shares were issued as a charitable contribution to the Foundation. The shares were fully vested on the date of grant without any performance obligations by the Foundation. The fair value of the shares totaled \$17,908 at the date of grant and was recorded in general and administrative expense in the consolidated report of operations.

Additionally, the Company donated to the Foundation an amount of \$6,300, which represented 1% of the gross IPO proceeds. This amount was recorded in general and administrative expense in the consolidated report of operations during 2024.

The Company's Co-founder and the Company are both shareholders in the Foundation and each of them holds 14% of the voting rights in the Foundation. The Company does not control the Foundation, and accordingly, it does not consolidate the Foundation's statement of activities with its financial results. Additionally, the Foundation's shares do not have any economic rights and are not in substance to ordinary shares, therefore the Company does not apply the equity method with regards to the Foundation's results.

In August 2024, the parties entered into a service agreement according to which the Company shall provide certain services necessary for the operation and activities of the Foundation, such as lease of office space, logistics, IT and HR. The cost of these services shall be charged and paid back to the Company by the Foundation. The fair value of these services was immaterial in each of 2025 and 2024.

Other than as detailed above, there were no material related party transactions in each of the years ended December 31, 2025, 2024 and 2023 that were outside of the normal course of business.

### NOTE 13: SHAREHOLDERS' EQUITY

#### A. Ordinary shares:

The holders of ordinary shares are entitled to one vote per share, to dividends as decided by the Board, and in the event of the Company's liquidation, to the surplus assets of the Company. The Company has the following ordinary shares reserved for future issuance:

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

### NOTE 13: SHAREHOLDERS' EQUITY (cont.)

|                                                                   | As of December 31, |            |
|-------------------------------------------------------------------|--------------------|------------|
|                                                                   | 2025               | 2024       |
| Ordinary shares                                                   | 51,160,822         | 50,773,337 |
| Outstanding share options and RSUs                                | 2,653,964          | 3,164,395  |
| Shares available for future grants under the 2021 plan            | 10,841,262         | 8,941,243  |
| Shares available for future grants under the 2024 Foundation plan | 14,498             | 15,000     |
| Shares subject to the employee share purchase plan                | 1,048,635          | 1,156,437  |
| Total                                                             | 65,719,181         | 64,050,412 |

#### B. Founder's share:

Upon the consummation of its Initial Public Offering ("IPO") on June 10, 2021, the Company issued one of its Co-Founders and Co-CEO one founder share. (i) The founder share will provide the Co-CEO with certain veto rights over the approval of certain transactions, such as merger, consolidation, acquisition, issuance of equity securities or debt securities convertible into equity securities or other similar transactions, that would result in any person becoming the owner of 25% or more of the ordinary shares immediately following the consummation of such transaction, (ii) sale, assignment, conveyance, transfer, lease or other disposition, in one transaction or a series of related transactions, of all or substantially all of the Company's assets to any person and (iii) change to the Company's strategy, policies and/or business plan in connection with its Equal Impact Initiative.

The founder share is not tradable and has no rights other than those described above, including no dividends rights or voting rights. The founder share will automatically convert to a deferred share with no rights, upon the earlier of (i) a transfer, pledge or other disposition of the founder share, (ii) the termination of the Co-CEO's employment with the Company, (iii) the death of the Co-CEO, (iv) the dilution of the shares and options held by him below a certain percentage.

#### C. Share-based compensation:

In 2024, the board of directors adopted the 2024 Foundation equity incentive plan for Foundation's employees. The maximum aggregate number of shares that may be issued pursuant to the plan shall be up to 15,000 ordinary shares, which amount may be increased or reduced at the discretion of the board of directors.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

### NOTE 13: SHAREHOLDERS' EQUITY (cont.)

In 2021, the board of directors adopted the 2021 equity incentive plan for employees, officers, directors, and consultants (the "2021 Plan"). Following the IPO, the Company ceased granting awards under its old plans and all shares that remained available for issuance under these plans were transferred to the 2021 Plan. The 2021 Plan provides for the grant of options to purchase ordinary shares and RSUs. Each option granted under the 2021 Plan expires no later than 10 years from the date of grant. The vesting period of the options and RSUs is generally four years. As of December 31, 2025, the number of ordinary shares reserved and available for grant and issuance pursuant to the 2021 Plan (the "Share Reserve") was 10,841,262.

The Share Reserve will automatically increase on January 1 of each year during the term of the 2021 Plan, commencing on January 1 of the year following the year in which the 2021 Plan became effective, in an amount equal to 5% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year (hereafter: "ESOP evergreen"). In December 2023, the board approved to reduce the ESOP evergreen for 2024 by 778,500 shares.

Since January 1, 2022, the share reserve under the 2021 Plan has been automatically increased by an aggregate of 8,839,456 shares. Awards granted under the 2021 Plan generally vest over four years. Any award that is forfeited or canceled before expiration becomes available for future grants under the 2021 Plan.

Share option activity for the year ended December 31, 2025 is as follows:

|                                    | Number of Options | Weighted-Average Exercise Price | Weighted Average Remaining Contractual life | Aggregate Intrinsic Value |
|------------------------------------|-------------------|---------------------------------|---------------------------------------------|---------------------------|
| Outstanding — January 1, 2025 (*)  | 1,768,230         | \$ 62.90                        | 6.04                                        | \$ 305,379                |
| Granted (*)                        | 42,897            | \$ 0.87                         |                                             |                           |
| Exercised                          | (505,473)         | \$ 37.85                        |                                             |                           |
| Expired and forfeited              | (48,587)          | \$ 68.50                        |                                             |                           |
| Outstanding — December 31, 2025    | 1,257,067         | \$ 70.64                        | 5.17                                        | \$ 111,600                |
| Exercisable — December 31, 2025(*) | 1,108,563         | \$ 71.39                        | 4.93                                        | \$ 98,545                 |

(\*) Includes 73,074 performance-based options granted to the Company's Co-CEOs in 2022, 74,108 in 2023, 22,481 in 2024 and 20,217 in 2025, as applicable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 13: SHAREHOLDERS' EQUITY. (cont.)

The aggregate intrinsic value was calculated as the difference between the exercise price of the share options and the fair value of the underlying common shares as of December 31, 2025 and 2024. The intrinsic value of options exercised in the years ended 2025, 2024, and 2023 was approximately \$123,083, \$265,405 and \$112,799, respectively.

The weighted-average grant-date fair value of options granted during the years ended December 31, 2025, 2024 and 2023 was \$252.64, \$217.99, and \$86.26, respectively.

The following table summarizes the activity for the Company's RSUs for the year ended December 31, 2025:

|                                  | Number of Units | Weighted-Average<br>Fair Value |
|----------------------------------|-----------------|--------------------------------|
| Balance at January 1, 2025       | 1,396,165       | \$ 177.72                      |
| Granted (*)                      | 871,602         | \$ 258.17                      |
| Vested                           | (658,123)       | \$ 185.31                      |
| Canceled                         | (212,747)       | \$ 195.19                      |
| Balance at December 31, 2025 (*) | 1,396,897       | \$ 221.68                      |

(\*) Includes 22,928 performance-based awards granted to the Company's Co-CEOs in 2023, and 48,129 and 62,211 performance-based awards to the Company's Co-CEOs and several executives in 2024 and 2025, respectively.

As of December 31, 2025, 2024 and 2023, there was \$164,201, \$137,265, and \$96,112 of total unrecognized compensation cost related to unvested restricted share units, which is expected to be recognized over a weighted-average period of 1.77, 1.77 and 1.80 years, respectively.

Share-based compensation expense for the years ended December 31, 2025, 2024 and 2023, is as follows:

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

### NOTE 13: SHAREHOLDERS' EQUITY. (cont.)

|                                                      | Year ended December 31, |            |            |
|------------------------------------------------------|-------------------------|------------|------------|
|                                                      | 2025                    | 2024       | 2023       |
| Cost of revenues                                     | \$ 8,561                | \$ 6,603   | \$ 6,307   |
| Research and development                             | 82,250                  | 50,995     | 38,737     |
| Sales and marketing                                  | 44,084                  | 33,865     | 25,395     |
| General and administrative                           | 42,116                  | 55,654     | 29,747     |
| Share-based compensation, net of amounts capitalized | \$ 177,011              | \$ 147,117 | \$ 100,186 |
| Capitalized share-based compensation costs           | 1,814                   | 1,144      | 1,997      |
| Total share-based compensation                       | \$ 178,825              | \$ 148,261 | \$ 102,183 |

As of December 31, 2025, 2024, and 2023, unamortized share-based compensation expense was \$170,313, \$146,335 and \$118,311, respectively, which is expected to be recognized over weighted average periods of 1.77, 1.76 and 1.75 years, respectively.

#### D. Employee Share Purchase Plan

Immediately prior to the IPO, the Company adopted the 2021 ESPP. As of December 31, 2021, a total of 194,625 shares were reserved for issuance under the ESPP. In addition, on the first day of each calendar year beginning on January 1, 2022 and ending on and including January 1, 2031, the number of shares available for issuance under the ESPP will be increased by the lesser of 1% of the shares outstanding on the final day of the immediately preceding calendar year, as determined on a fully diluted basis, and such smaller number of shares as determined by the Company's board of directors (hereafter: "ESPP evergreen"). In 2023, the board of directors approved to cancel the ESPP evergreen for 2024. According to the ESPP, eligible employees may use up to 15% of their salaries to purchase ordinary shares.

The price of an ordinary share purchased under the ESPP is equal to 85% of the lower of the fair market value of the ordinary share on the beginning of each offering period or on the purchase date.

As of December 31, 2025, 304,269 ordinary shares had been purchased under the ESPP. The ESPP is compensatory and, as such, results in recognition of compensation cost.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

### NOTE 13: SHAREHOLDERS' EQUITY. (cont.)

#### E. Share Repurchases

In September 2025, the Company's board of directors authorized a share repurchase program of the Company's ordinary shares in an aggregate amount of up to \$870,000 and with no expiration date. The repurchases commenced in November 2025. Shares purchased under the plan are cancelled subsequent to their purchase, and are no longer outstanding. The cost of repurchased shares is deducted from total shareholders' equity.

As of December 31, 2025, \$734,972 remained available and authorized for repurchases under this program. In 2025, the Company repurchased and subsequently retired 883,913 shares for an aggregate amount of \$135,028.

The timing and actual number of shares repurchased under the repurchase program depend on a variety of factors, including price, general business and market conditions, and other investment opportunities. Shares may be repurchased through open market purchases or privately negotiated transactions, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

### NOTE 14: INCOME TAXES

#### A. Income before income taxes:

The following are the domestic and foreign components of the Company's income before income taxes:

|                   | Year ended December 31, |                  |                 |
|-------------------|-------------------------|------------------|-----------------|
|                   | 2025                    | 2024             | 2023            |
| Domestic (Israel) | \$ 26,476               | \$ 15,004        | \$ (10,368)     |
| Foreign           | 32,841                  | 19,462           | 13,694          |
| Total             | <u>\$ 59,317</u>        | <u>\$ 34,466</u> | <u>\$ 3,326</u> |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 14: INCOME TAXES. (cont.)

B. Income tax expense (benefit) are comprised as follows:

|                             | Year ended December 31, |          |          |
|-----------------------------|-------------------------|----------|----------|
|                             | 2025                    | 2024     | 2023     |
| Current:                    |                         |          |          |
| Domestic (Israel)           | \$ 456                  | \$ 603   | \$ 557   |
| Foreign                     | 1,269                   | 1,491    | 4,646    |
| Total current               | 1,725                   | 2,094    | 5,203    |
| Deferred:                   |                         |          |          |
| Domestic (Israel)           | (49,042)                | —        | —        |
| Foreign                     | (12,108)                | —        | —        |
| Total deferred              | (61,150)                | —        | —        |
| Total tax expense (benefit) | \$ (59,425)             | \$ 2,094 | \$ 5,203 |

### C. Deferred taxes:

The principal components of the Company's deferred tax assets and liabilities as of December 31, 2025 and 2024 are as follows:

|                                   | As of December 31, |           |
|-----------------------------------|--------------------|-----------|
|                                   | 2025               | 2024      |
| Deferred tax assets:              |                    |           |
| Share-based compensation          | \$ 41,725          | \$ 28,872 |
| Net operating loss carry forwards | 13,892             | 25,779    |
| Research and development          | 3,565              | 2,457     |
| Reserves and allowances           | 8,804              | 6,820     |
| Deferred commission liability     | 4,506              | —         |
| Property and equipment            | 411                | —         |
| Carryforward tax credits          | 1,401              | 459       |
| Operating lease liabilities       | 18,434             | 18,319    |
| Gross deferred tax assets         | 92,738             | 82,706    |
| Valuation allowance               | —                  | (62,227)  |
| Total deferred tax assets         | \$ 92,738          | \$ 20,479 |

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 14: INCOME TAXES. (cont.)

|                                     | As of December 31, |                    |
|-------------------------------------|--------------------|--------------------|
|                                     | 2025               | 2024               |
| Deferred tax liabilities:           |                    |                    |
| Property and equipment              | \$ (1,214)         | \$ (1,946)         |
| Operating lease right-of-use assets | (18,183)           | (15,383)           |
| Deferred contract costs asset       | (12,035)           | (2,767)            |
| Derivative instruments (*)          | (2,421)            | (358)              |
| Marketable securities (*)           | (48)               | (25)               |
| Other                               | (155)              | —                  |
| Deferred tax liabilities            | <u>\$ (34,056)</u> | <u>\$ (20,479)</u> |
| Net deferred tax assets             | <u>\$ 58,682</u>   | <u>\$ —</u>        |

(\*) Deferred taxes on derivatives and marketable securities are recorded in other comprehensive income.

In assessing the ability to realize deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. Based on the available evidence, management believes that it is more likely than not that its deferred tax assets will be realized and accordingly, the valuation allowance was reversed in 2025.

### D. Tax rate reconciliation:

A reconciliation of the theoretical tax rate at the Israeli statutory tax rate to the Company's effective tax rate for the years 2024 and 2023 is as follows:

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 14: INCOME TAXES. (cont.)

|                                                                                                 | Year ended December 31, |       |          |       |
|-------------------------------------------------------------------------------------------------|-------------------------|-------|----------|-------|
|                                                                                                 | 2024                    |       | 2023     |       |
|                                                                                                 | Tax                     | Rate  | Tax      | Rate  |
| Theoretical tax benefit                                                                         | \$ 7,927                | 23%   | \$ 765   | 23%   |
| Increase (decrease) in tax rate due to:                                                         |                         |       |          |       |
| Taxes resulting from non-deductible expenses                                                    | 2,023                   | 6%    | 1,376    | 41%   |
| Temporary differences for which no deferred taxes were created                                  | 7,893                   | 23%   | 3,365    | 101%  |
| Tax credits                                                                                     | (1,629)                 | (5%)  | (334)    | (10%) |
| Utilization of losses                                                                           | (12,340)                | (36%) | (1,117)  | (33%) |
| Adjustment for previous years taxes                                                             | (838)                   | (2%)  | (523)    | (16%) |
| Preferred technological enterprise and the effect of different tax rates in other jurisdictions | (1,651)                 | (5%)  | 1,158    | 35%   |
| Currency differences                                                                            | 84                      | 0%    | (58)     | (2%)  |
| Other                                                                                           | 625                     | 2%    | 571      | 17%   |
| Effective tax                                                                                   | \$ 2,094                | 6%    | \$ 5,203 | 156%  |

A reconciliation of the theoretical tax rate at the Israeli statutory tax rate to the Company's effective tax rate for the year 2025 in accordance with ASU 2023-09 is as follows:

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 14: INCOME TAXES. (cont.)

|                                                            | Year ended December 31, 2025 |                 |
|------------------------------------------------------------|------------------------------|-----------------|
|                                                            | Tax                          | Rate            |
| Israel statutory tax rate                                  | \$ 13,643                    | 23.0%           |
| Foreign tax effects                                        |                              |                 |
| United States                                              |                              |                 |
| Statutory tax rate difference between U.S. and Israel      | (327)                        | (0.6%)          |
| Share-based compensation                                   | (3,979)                      | (6.7%)          |
| Changes in valuation allowances                            | (7,255)                      | (12.2%)         |
| Others                                                     | 768                          | 1.3%            |
| United Kingdom                                             |                              |                 |
| Statutory tax rate difference between UK and Israel        | 152                          | 0.3%            |
| Changes in valuation allowances                            | (2,204)                      | (3.7%)          |
| Tax credits                                                | (2,046)                      | (3.4%)          |
| Others                                                     | 247                          | 0.4%            |
| Australia                                                  |                              |                 |
| Statutory tax rate difference between Australia and Israel | 239                          | 0.4%            |
| Changes in valuation allowances                            | (2,215)                      | (3.7%)          |
| Others                                                     | 526                          | 0.9%            |
| Poland                                                     |                              |                 |
| Statutory tax rate difference between Poland and Israel    | (90)                         | (0.2%)          |
| Changes in valuation allowances                            | (989)                        | (1.7%)          |
| Tax credits                                                | (1,040)                      | (1.8%)          |
| Others                                                     | 137                          | 0.2%            |
| Other foreign jurisdictions                                | (318)                        | (0.5%)          |
| Changes in valuation allowances                            | (53,919)                     | (90.9%)         |
| Non-taxable or non-deductible items                        |                              |                 |
| Share-based compensation                                   | 2,857                        | 4.8%            |
| Preferred technological enterprise                         | (4,471)                      | (7.5%)          |
| Other adjustments                                          | 859                          | 1.4%            |
| Effective tax rate                                         | <u>\$ (59,425)</u>           | <u>(100.2%)</u> |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

NOTE 14: INCOME TAXES. (cont.)

As of December 31, 2025, the Company has gross operating loss carryforwards in Israel of \$97,411, which may be carried forward indefinitely, and gross federal operating loss carryforwards of \$10,487 in the USA, which may be carried forward indefinitely, but can only be used to offset 80% of the taxable income each year.

As of December 31, 2025 and 2024, the Company has not provided a deferred tax liability in respect of cumulative undistributed earnings relating to the Company's foreign subsidiaries, as the Company intends to keep these earnings permanently invested.

Cash paid for income tax, net of refunds received:

E. The following is a breakdown of cash paid for income tax, net of refunds received per location during 2025:

|                                            | Year ended December 31,<br>2025 |
|--------------------------------------------|---------------------------------|
| Israel                                     | \$ 508                          |
| Foreign                                    |                                 |
| Australia                                  | 2,255                           |
| UK                                         | 1,374                           |
| Poland                                     | 449                             |
| Others                                     | 272                             |
| Income taxes paid, net of amounts refunded | \$ 4,858                        |

F. Tax assessments:

As of December 31, 2025, the Company had open tax years for the periods beginning in 2021 in Israel and 2022 for the U.S. subsidiary.

G. Basis of taxation:

Ordinary taxable income in Israel is subject to a corporate tax rate of 23% in 2025 and 2024. However, the effective tax rate payable by a company may be considerably lower (as discussed below). Non-Israeli subsidiaries are taxed according to the tax laws in their respective countries of residence. Primarily, in 2025 and 2024, the Company's U.S. subsidiary was subject to a tax rate of approximately 21%.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 14: INCOME TAXES. (cont.)

#### H. The New Technological Enterprise Incentives Regime (Amendment 73 to the Investment Law)

In December 2016, the Economic Efficiency Law (Legislative Amendments for Applying the Economic Policy for the 2017 and 2018 Budget Years), 2016, which includes Amendment 73 to the Law for the Encouragement of Capital Investments ("the 2017 Amendment") was published and was pending the publication of regulations, in May 2017 regulations were promulgated by the Finance Ministry to implement the "Nexus Principles" based on OECD guidelines published as part of the Base Erosion and Profit Shifting (BEPS) project. Following the publication of the regulations, the 2017 Amendment became fully effective.

According to the 2017 Amendment, a Preferred Technological Enterprise, as defined in the 2017 Amendment, with total consolidated revenues of less than NIS 10 billion, will be subject to a 12% tax rate on income derived from intellectual property (in development area A—a tax rate of 7.5%).

In order to qualify as a Preferred technological enterprise, certain criterion must be met, such as a minimum ratio of annual R&D expenditure and R&D employees, as well as having at least 25% of annual revenues derived from exports. Any dividends distributed from income from the preferred technological enterprises will be subject to tax at a rate of 20%. The 2017 Amendment further provides that, in certain circumstances, a dividend distributed to a foreign corporate shareholder, would be subject to a 4% tax rate (if the percentage of foreign investors exceeds 90%).

The Company assessed the criteria for qualifying as a "Preferred Technological Enterprise" status and concluded that the Company is eligible for the above-mentioned benefits. The Company is entitled to Preferred Technological Enterprise benefits starting in 2019. The Company did not utilize any benefits associated with the Preferred Technological Enterprise in 2025 and 2024.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

### NOTE 15: EARNINGS (LOSS) PER SHARE

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

|                                                                            | Year ended December 31, |            |            |
|----------------------------------------------------------------------------|-------------------------|------------|------------|
|                                                                            | 2025                    | 2024       | 2023       |
| <u>Numerator:</u>                                                          |                         |            |            |
| Net income (loss) attributable to ordinary shareholders, basic and diluted | \$ 118,742              | \$ 32,372  | \$ (1,877) |
| <u>Denominator:</u>                                                        |                         |            |            |
| Weighted-average ordinary shares outstanding, basic                        | 51,444,028              | 49,908,423 | 48,366,378 |
| <u>Dilutive effect:</u>                                                    |                         |            |            |
| Employee share options, and RSUs                                           | 1,642,956               | 2,512,403  | —          |
| Weighted-average ordinary shares outstanding, diluted                      | 53,086,984              | 52,420,826 | 48,366,378 |
| Net income (loss) per share attributable to ordinary shareholders, basic   | \$ 2.31                 | \$ 0.65    | \$ (0.04)  |
| Net income (loss) per share attributable to ordinary shareholders, diluted | \$ 2.24                 | \$ 0.62    | \$ (0.04)  |

The potential Ordinary shares that were excluded from the computation of diluted income per share attributable to ordinary shareholders for the periods presented because including them would have been anti-dilutive are as follows:

|        | Year ended December 31, |         |           |
|--------|-------------------------|---------|-----------|
|        | 2025                    | 2024    | 2023      |
| Option | 27,362                  | 30,100  | 3,079,252 |
| RSU    | 274,368                 | 105,091 | 1,215,601 |
| Total  | 301,730                 | 135,191 | 4,294,853 |

### NOTE 16: SEGMENT REPORTING

ASC 280, "Segment Reporting," establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker ("CODM") in deciding

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 16: SEGMENT REPORTING (cont.)

how to allocate resources and in assessing performance.

The Company manages its business on the basis of one reportable segment and unit and derives revenues from service revenues (see Note 1 for a brief description of the Company's business and Note 2n for details on the Company's revenue recognition).

The CODM assesses the performance of the Company and decides how to allocate resources based upon consolidated net income (loss) that is also reported within the Consolidated Statements of Operations. The measure of segment assets that is reviewed by the CODM is reported within the Consolidated Balance Sheet as consolidated Total assets. The CODM uses consolidated net income (loss) to monitor period-over-period results and decides where to allocate and invest additional resources within the business to continue growth. The following is a summary of the significant expense categories and consolidated net loss details provided to the CODM:

|                                                            | Year ended December 31, |            |            |
|------------------------------------------------------------|-------------------------|------------|------------|
|                                                            | 2025                    | 2024       | 2023       |
| Total revenues                                             | \$ 1,231,997            | \$ 971,995 | \$ 729,695 |
| Share-based compensation                                   | (177,011)               | (129,209)  | (100,186)  |
| Charitable contribution to Foundation                      | -                       | (24,208)   | —          |
| Income tax benefit related to valuation allowance reversal | 61,150                  |            |            |
| Tax benefit related to share-based compensation            | 1,017                   | 2,486      | 3,392      |
| Other segment items (*)                                    | (998,411)               | (788,692)  | (634,778)  |
| Net income (loss)                                          | \$ 118,742              | \$ 32,372  | \$ (1,877) |

(\*) Other segment expense items included within net income (loss) include payroll, financial income, net, advertising and marketing activities, overhead

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 16: SEGMENT REPORTING (cont.)

and depreciation, travel and entertainment, income taxes, information technology and communication, sales commissions and other miscellaneous expenses. See the consolidated financial statements for other financial information regarding the Company's operating segment.

Revenues are attributed to geographic areas based on location of the end customers as follows:

|                   | Year ended December 31, |                   |                   |
|-------------------|-------------------------|-------------------|-------------------|
|                   | 2025                    | 2024              | 2023              |
| United States     | \$ 619,191              | \$ 484,523        | \$ 364,070        |
| EMEA              | 264,459                 | 209,851           | 157,134           |
| United Kingdom    | 134,576                 | 101,538           | 73,236            |
| Rest of the world | 213,771                 | 176,083           | 135,255           |
|                   | <u>\$ 1,231,997</u>     | <u>\$ 971,995</u> | <u>\$ 729,695</u> |

Long-lived assets and Operating lease right-of-use assets by geographical areas were as follows:

|                   | As of December 31, |                   |
|-------------------|--------------------|-------------------|
|                   | 2025               | 2024              |
| Israel            | \$ 89,123          | \$ 72,613         |
| United States     | 59,618             | 17,896            |
| United Kingdom    | 49,548             | 43,031            |
| Rest of the world | 4,748              | 2,739             |
|                   | <u>\$ 203,037</u>  | <u>\$ 136,279</u> |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 17: SUBSEQUENT EVENTS

During 2026, the Company repurchased and subsequently retired 7,269,499 shares for an aggregate amount of \$552,758 under its existing share repurchase program (see Note 13e). The repurchases were executed in open market transactions. The share repurchases occurred after the reporting date and, accordingly, have not been reflected in the consolidated financial statements.



## List of Subsidiaries

| Place of incorporation  | Name of subsidiary       |
|-------------------------|--------------------------|
| Delaware, United States | monday.com Inc.          |
| Australia               | monday.com Pty Ltd.      |
| United Kingdom          | monday.com UK 2020 Ltd.  |
| Brazil                  | monday.com Ltda.         |
| Japan                   | monday.com K.K.          |
| Poland                  | monday.com SP .Z O.O.    |
| Singapore               | monday.com PTE .LTD.     |
| France                  | monday.com SAS           |
| Germany                 | monday.com GmbH          |
| Mexico                  | MONDAY.COM ,S.A .DE C.V. |

## CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO EXCHANGE ACT RULE 13A-14(A)/15D- 14(A) AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Roy Mann, certify that:

1. I have reviewed this annual report on Form 20-F of monday.com Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company'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 company 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 company, 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 company'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 company's internal

control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company'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 company'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 company's internal control over financial reporting.

/s/ Roy Mann

**Roy Mann**

Co-Chief Executive Officer

Date: March 13, 2026

---



## CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO EXCHANGE ACT RULE 13A-14(A)/15D- 14(A) AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Eran Zinman, certify that:

1. I have reviewed this annual report on Form 20-F of monday.com Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company'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 company 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 company, 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 company'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 company's internal

control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company'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 company'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 company's internal control over financial reporting.

/s/ Eran Zinman

**Eran Zinman**  
Co-Chief Executive Officer  
Date: March 13, 2026

---



## CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO EXCHANGE ACT RULE 13A-14(A)/15D- 14(A) AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Eliran Glazer, certify that:

1. I have reviewed this annual report on Form 20-F of monday.com Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company'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 company 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 company, 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 company'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 company's internal

control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company'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 company'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 company's internal control over financial reporting.

/s/ Eliran Glazer

**Eliran Glazer**  
Chief Financial Officer  
Date: March 13, 2026

---

## CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES- OXLEY ACT OF 2002

In connection with the annual report on Form 20-F of Monday.com Ltd. (the "Company") for the fiscal year ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Roy Mann, do certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Roy Mann

**Roy Mann**  
Co-Chief Executive Officer  
Date: March 13, 2026

---

## CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES- OXLEY ACT OF 2002

In connection with the annual report on Form 20-F of Monday.com Ltd. (the "Company") for the fiscal year ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Roy Mann, do certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Eran Zinman

**Eran Zinman**  
Co-Chief Executive Officer  
Date: March 13, 2026



## CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES- OXLEY ACT OF 2002

In connection with the annual report on Form 20-F of Monday.com Ltd. (the "Company") for the fiscal year ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Roy Mann, do certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Eliran Glazer

**Eliran Glazer**  
Chief Financial Officer  
Date: March 13, 2026

---



## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-256964, 333-263614, 333-270515, 333-277913 and 333-285845 on Form S-8 and 333-277915 on Form F-3, relating to the financial statements of monday.com Ltd. and the effectiveness of monday.com Ltd.'s internal control over financial reporting appearing in this Annual Report on Form 20-F for the year ended December 31, 2025.

/s/ Brightman Almagor Zohar & Co.

**Brightman Almagor Zohar & Co.**  
Certified Public Accountants  
A Firm in the Deloitte Global Network  
Tel Aviv, Israel  
Date: March 13, 2026