PLAYTIKA HOLDING CORP.

2025 ANNUAL REPORT

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K

(Mark One)

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

For the fiscal period ended December 31, 2025

OR

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

For the transition period from _____ to _____

Commission File Number: 001-39896

PLAYTIKA HOLDING CORP.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**81-3634591**
(State of other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

c/o Playtika Ltd.
HaChoshlim St 8
Herzliya Pituach, Israel
972-73-316-3251
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value	PLTK	The Nasdaq Stock Market LLC

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

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

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

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

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

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

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

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

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

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

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

Based upon the last sale price of the registrant's common stock, $0.01 par value, as reported on the Nasdaq Global Select Market on June 28, 2025, the last business day of the Registrant's most recently completed second fiscal quarter, the aggregate market value of the common stock held by non-affiliates of the registrant as of such date was $362.8 million. For purposes of these computations only, all of the Registrant's executive officers and directors and entities affiliated with them have been deemed to be affiliates.

As of February 23, 2026, the registrant had 379,334,306 shares of common stock, $0.01 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III, Items 10, 11, 12, 13, and 14 incorporate by reference certain specific portions of the definitive Proxy Statement for Playtika Holding Corp.'s 2026 Annual Meeting of Stockholders, to be filed pursuant to Regulation 14A. Only those portions of the Proxy Statement which are specifically incorporated by reference herein shall constitute a part of this annual report.

PLAYTIKA HOLDING CORP.
FORM 10-K
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The following terms are used in this Annual Report on Form 10-K unless otherwise noted or indicated by the context:

"ASC" means Accounting Standards Codification.

"ASU" means Accounting Standards Update.

"Average Revenue per Daily Active User" or "ARPDAU" means (i) the total revenue in a given period, (ii) divided by the number of days in that period, (iii) divided by the average Daily Active Users during that period.

"Average Revenue per Paying User" or "ARPPU" means (i) the total revenue derived from the purchase of in-game virtual items in a given period, (ii) divided by the number of days in that period, (iii) divided by the average DPUs during the period.

"Credit Agreement" means our Credit Agreement, dated as of December 10, 2019, by and among us, the lenders party thereto and Bank of America (as successor in interest to UBS AG, Stamford Branch and Credit Suisse AG, Cayman Islands Branch), as administrative agent and collateral agent and the other parties thereto, as amended from time to time, which includes the Credit Facilities, consisting of the Revolving Credit Facility and the Term Loan.

"Credit Facilities" means our Revolving Credit Facility and Term Loan, each pursuant to the Credit Agreement.

"Daily Active Users" or "DAUs" means the number of individuals who played one of our games during a particular day on a particular platform. Under this metric, an individual who plays two different games on the same day is counted as two DAUs. Similarly, an individual who plays the same game on two different platforms (e.g., web and mobile) or on two different social networks on the same day would be counted as two Daily Active Users. Average Daily Active Users for a particular period is the average of the DAUs for each day during that period.

"Daily Payer Conversion" means (i) the total number of Daily Paying Users, (ii) divided by the number of Daily Active Users on a particular day. Average Daily Payer Conversion for a particular period is the average of the Daily Payer Conversion rates for each day during that period.

"Daily Paying Users" or "DPUs" means the number of individuals who purchased, with real world currency, virtual currency or items in any of our games on a particular day. Under this metric, an individual who makes a purchase of virtual currency or items in two different games on the same day is counted as two DPUs. Similarly, an individual who makes a purchase of virtual currency or items in any of our games on two different platforms (e.g., web and mobile) or on two different social networks on the same day could be counted as two Daily Paying Users. Average Daily Paying Users for a particular period is the average of the DPUs for each day during that period.

"Exchange Act" means the Securities Exchange Act of 1934, as amended.

"GAAP" means accounting principles generally accepted in the United States.

"GDPR" means the General Data Protection Regulation.

"Giant" means Giant Investment Co., Ltd.

"Monthly Active Users" or "MAUs" means the number of individuals who played one of our games during a calendar month on a particular platform. Under this metric, an individual who plays two different games in the same calendar month is counted as two MAUs. Similarly, an individual who plays the same game on two different platforms (e.g., web and mobile) or on two different social networks during the same month would be counted as two Monthly Active Users. Average Monthly Active Users for a particular period is the average of the MAUs for each month during that period.

"Nasdaq" means the Nasdaq Global Select Market.

"Notes" means our $600.0 million aggregate principal amount of our 4.250% senior notes due 2029 pursuant to an indenture dated March 11, 2021.

"Playtika," the "Company," "we," "us" and "our" mean Playtika Holding Corp. and its subsidiaries.

"Playtika Holding UK" means Playtika Holding UK II Limited, a company formed under the laws of England and Wales, and a wholly owned subsidiary of Alpha Frontier Limited, a company formed under the laws of the Cayman Islands.

"Revolving Credit Facility" means our $550.0 million senior secured revolving credit facility pursuant to the Credit Agreement.

"SEC" means the Securities and Exchange Commission.

"SOFR" means the Secured Overnight Financing Rate.

"Term Loan" means our $1,900.0 million senior secured first lien term loan pursuant to the Credit Agreement.

CAUTIONARY NOTE ABOUT FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K, including the documents incorporated by reference, contains or may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 21E of the Exchange Act. All statements other than statements of historical facts contained in this annual report, including statements regarding our business strategy, plans and our objectives for future operations, are forward-looking statements. Further, statements that include words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "future," "intend," "intent," "may," "might," "potential," "present," "preserve," "project," "pursue," "should," "will," or "would," or the negative of these words or other words or expressions of similar meaning may identify forward-looking statements.

We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. The achievement or success of the matters covered by such forward-looking statements involves significant risks, uncertainties and assumptions, including, but not limited to, the important factors discussed in Part I, Item 1A, "*Risk Factors*" in this Annual Report on Form 10-K. Moreover, we operate in a very competitive and rapidly changing environment and industry. As a result, it is not possible for our management to assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this Annual Report on Form 10-K, including the documents incorporated by reference, may not occur and actual results could differ materially and adversely from those anticipated, predicted or implied in the forward-looking statements.

Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include without limitation:

- actions of our majority shareholder or other third parties that influence us;
- our reliance on third-party platforms, such as the iOS App Store and Google Play Store, to distribute our games and collect revenues, and the risk that such platforms may adversely change their policies;
- our reliance on a limited number of games to generate the majority of our revenue;
- our reliance on a small percentage of total users to generate a majority of our revenue;
- our free-to-play business model, and the value of virtual items sold in our games, is highly dependent on how we manage the game revenues and pricing models;
- our inability to refinance our indebtedness or to obtain additional financing on favorable terms or at all;
- our inability to identify acquisition targets that fit our strategy or complete acquisitions and integrate any acquired businesses successfully or realize the anticipated benefits of such acquisitions could limit our growth, disrupt our plans and operations or impact the amount of capital allocated to mergers and acquisitions;
- our ability to compete in a highly competitive industry with low barriers to entry;
- our ability to retain existing players, attract new players and increase the monetization of our player base;
- our ability to develop and/or launch new products and content or otherwise execute against our product roadmap strategy;
- we have significant indebtedness and are subject to the obligations and restrictive covenants under our debt instruments;
- the impact of an economic recession or periods of increased inflation, and any reductions to household spending on the types of discretionary entertainment we offer;
- our controlled company status;
- legal or regulatory restrictions or proceedings could adversely impact our business and limit the growth of our operations;
- risks related to our international operations and ownership, including our significant operations in Israel, and Ukraine and the fact that our controlling stockholder is a Chinese-owned company;
- geopolitical events, such as the Wars in Israel and Ukraine;
- our reliance on key personnel;
- market conditions or other factors affecting the payment of dividends, including the decision whether or not to pay a dividend;

- uncertainties regarding the amount and timing of repurchases under our stock repurchase program;
- security breaches or other disruptions could compromise our information or our players' information and expose us to liability; and
- our inability to protect our intellectual property and proprietary information could adversely impact our business.

In addition, statements about the impact of the Wars in Israel and Ukraine are subject to the risks that hostilities may escalate and expand and that the actual impact may differ, possibly materially, from what is currently expected. Additional factors that may cause future events and actual results, financial or otherwise, to differ, potentially materially, from those discussed in or implied by the forward-looking statements include the risks and uncertainties discussed in the sections entitled "*Business*", "*Risk Factors*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" in this Annual Report on Form 10-K. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur, and reported results should not be considered as an indication of future performance. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

The forward-looking statements speak only as of the date they are made. Except as required by law, we undertake no obligation to update any forward-looking statements for any reason to conform these statements to actual results or to changes in our expectations.

PART I

As used in this Annual Report on Form 10-K, unless the context suggests otherwise, the terms “Playtika,” the “Company,” “we,” “our,” and “us” mean Playtika Holding Corp. and its subsidiaries.

ITEM 1. BUSINESS

Overview

Our mission is to entertain the world through infinite ways to play.

We are one of the world’s leading operators of mobile games creating fun, innovative experiences that entertain and engage our users. We have built best-in-class live game operations services and a proprietary technology platform to support our portfolio of games which enable us to drive strong user engagement and monetization. Our games are free-to-play, and we are experts in providing novel, curated in-game content and offers to our users, at optimal points in their game journeys. Our players love our games because they are fun, creative, engaging, and kept fresh through a release of new features that are customized for different player segments. As a result, we have retained paying users over long periods of time.

We have primarily grown our game portfolio through acquisitions. In certain acquisitions, we seek to enhance the scale and profitability of those games by leveraging our live operations services. By leveraging these operations, our game studios can dedicate a greater portion of their time to creating innovative content, features, and experiences for players. In other acquisitions, studios operate largely independently of these centralized functions, at least initially.

We have a powerful combination of scale and free cash flow. In the year ended December 31, 2025, we generated $2,755.4 million in revenues, net loss of $206.4 million and $753.2 million in Adjusted EBITDA, representing a net loss margin of 7.5%, and an Adjusted EBITDA margin of 27.3%.

We were founded in Israel in 2010 and on January 15, 2021, we became a publicly traded company with our common stock traded on the Nasdaq Global Select Market under the ticker symbol “PLTK.”

Our Core Strengths

Portfolio of sustainable, top grossing games with a loyal user base

Our strategy is to focus on a portfolio of games that we believe have the potential for high revenues and longevity that we can continue to grow through our live operations expertise. Our current portfolio represents a diverse and balanced mix of game categories with casual titles continuing to become a larger majority of our overall mix. Our goal is to create games that are highly engaging and foster social connection among our players. We build long-term, sustainable games through a combination of creative and technical staff that includes storytellers, coders, artists, and data-scientists.

We are experts in live operations

We run best-in-class live operations for our games, which drive the successful engagement and monetization of our users. Through our live operations, we actively manage and enhance players’ in-game experiences by analyzing individual gameplay and designing game experiences suited to user preferences. By delivering content, offers, and features to users at the right times during their gameplay, we drive paying user conversion, continued monetization, and long-term paying user retention. We provide our game studios with various technical functionalities and live operations services that help to enable our games to run at scale and rapidly incorporate the latest available functional enhancements, including AI and automation tools which help drive efficiency and optimization.

Our financial discipline drives our success and provides us greater flexibility to deploy capital

Our attractive margin profile is driven by our ability to retain paying users over the long term, our ownership of a majority of the intellectual property used in our mobile games, and financial discipline. This results in a superior margin profile and cash flow that we can use to reinvest in acquisitions and our business.

Founder-led management team with longstanding tenure at Playtika

We are led by our visionary co-founder, Robert Antokol, who has managed Playtika since inception, transforming the Company from a small games business, through numerous acquisitions and steady organic growth, to become one of the largest mobile games platforms in the world. Further, most of our senior management team has been working with us in various capacities for a significant part of the Company's history.

Successful track record of pursuing value accretive acquisitions

Our acquisition strategy has historically been focused on identifying and acquiring games with broad appeal and scalable leadership potential in their genres. We maintain a highly disciplined approach to acquisitions and have a proven history of making acquisitions at attractive prices and achieving meaningful synergies.

Data-driven performance marketing capabilities drive our high-ROI user acquisition

Our performance marketing capabilities focus on cost-effectively acquiring users. While we maintain certain centralized marketing functions to achieve efficiencies across our portfolio of games, we have adopted a custom-tailored approach to marketing to align with the lifecycle, performance profile and long-term potential of each game, with certain studios having largely independent marketing functions that are better able to deploy strategies that are most effective for the particular studio. Our user acquisition strategy is centered on a payback period methodology and we optimize spend between the acquisition of new users and the reactivation of inactive players. Our Daily Payer Conversion increased from 3.8% in the year ended December 31, 2024, to 4.4% in the year ended December 31, 2025, and our ARPDAU increased from $0.86 in the year ended December 31, 2024, to $0.89 in the year ended December 31, 2025. In addition, our average DPUs increased from 0.312 million in December 31, 2024 to 0.370 million in the year ended December 31, 2025.

Our Live Operations Services

Since our founding, we have developed and licensed a significant portion of the core technical functionality and services that form the backbone to support our games. We have built these core technical functions and services, and created a scalable, proprietary technology platform that enhances our live operations services.

Our technology platform includes:

- A set of advanced and easy to use gaming operation tools, which enables the use of digital and AI technologies to optimize marketing, game operations and monetization, including generative AI models for efficient art processes and for our customer support and VIP processes;
- Meta games and monetization events, including tournaments, challenges, and missions;
- Payment systems, including payment page optimization tools used for direct-to-consumer and Playtika Webstore transactions;
- Loyalty programs;
- User identity capabilities to enable user registration with our games and across Playtika's portfolio;
- Data analytics infrastructure, including business intelligence, simulation, and modelling frameworks and dashboards;
- Tailored user data, including segmentation and grouping, enabling customizable content curation;
- Social gaming infrastructure, including multiplayer game services, match-making algorithms, clans, and intra-game social networking; and
- Customer service, monitoring, disaster recovery, alerts, and security.

One of our core strengths lies in our ability to generate assets that maintain the distinct style and character fidelity of each individual game in our portfolio. Our efforts have involved automating the process of generating creative content for features and promos using generative AI models. We also utilize generative AI on VIP and Customer Support domains, where our agents will receive suggestions, recommendations, localization and translations based on large language models integrated into their work platform.

There are also a number of additional services we provide to studios, based on their game's needs and strategies, including:

- The set of gaming operation tools described above which can be used to maximize efficiency and designed to enhance revenue by personalizing the player experience;
- Player Journey: Proprietary software and AI-driven tools that allows game operators to create and deploy personalized game content in real-time, without extensive software development;
- Campaign Manager: Suite of tools and systems enabling outbound communication with players (push notifications, email, SMS, social networks, etc.);
- Marketing Suite: Enhanced data-driven tools for managing user acquisition and retargeting campaigns, based on Lifetime Value predictions and budget allocation recommendations models driven by AI, reducing operation time and increasing efficiency; operates ad-monetization activities by managing automatic and manual auctions and bids;
- AB Boost: An end-to-end system for planning, executing, an analyzing experiments for AB testing, offers automation and optimization using statistical calculations and AI recommendations;
- Artificial Intelligence / Machine Learning: Software and algorithms to support artificial intelligence and machine learning models to enhance and supplement traditional data analytics;
- Customer Service: Additional tools and software for customer relationship management, account management, and customer service activities; and
- Back Office Services Software (BOSS): Suite of back-office support software that helps manage day-to-day game operations and configurations in one place.

Our live operations services are constantly evolving as our culture of innovation and optimization allows us to share and implement improvements across our portfolio of games and game studios. Our proprietary technology allows us to analyze data across the full user lifecycle—from user acquisition, through monetization and retention—helping our studios make smarter decisions related to player engagement and monetization. We are able to use our scale to gain significant insight into the operations of our games and refine and implement effective strategies with respect to feature innovation, content cadence, loyalty rewards, game economies, and player segmentation.

Feature Development

We strive to create features and player experiences that optimize player engagement, intended to result in increased conversion and monetization. We are focused on continuing to implement and enhance features that keep games fresh and increase user engagement, including awarding in-game virtual items, providing engaging new game themes, motifs, challenges and in-game missions, as well as in-game chat and messaging capabilities. We serve these features to our users based on their preferences and the optimal timing during each player's gameplay. Depending on the circumstances, this could mean increasing or decreasing the amount of new features for our players.

Our Acquisitions Strategy

We maintain a highly disciplined approach to acquisitions and have a proven history of acquiring games and game studios at attractive prices and driving incremental stockholder value from those games. Over the past 14 years, we have successfully acquired a number of mobile games and studios, including SuperPlay (2024), InnPlay Studios (2023), Youda Games (2023), JustPlay (2022), Reworks (2021), Seriously (2019), Supertreat (2019), Wooga (2018), Jelly Button (2017), House of Fun (2014), World Series of Poker (2013) and Bingo Blitz (2012).

Generally, our strategy involves identifying potential acquisition targets that fall into one of five categories:

- Newly developed or underperforming games with a proven game concept in our core genres to facilitate improvement in engagement, monetization, and retention;

- Established games in our core genres, to increase the trajectory of the games;
- New types of business models within mobile games as well as new genres of games within in-app purchase mobile games;
- Businesses and applications that enable us to further leverage our existing technology and capabilities to offer live-ops and monetization solutions to game developers; or
- Acquisitions of fast growing games in established genres that will enhance our growth profile.

In some acquisitions, we deploy our live operations services to enhance, where possible, the existing live operations capabilities and seek to integrate them into our technical infrastructure. Our geographic diversity allows us to integrate acquisition targets, especially studios located in Europe near our other studios and our headquarters in Israel. Acquisitions have historically served as a pivotal strategy for increasing our mobile game offerings and enhancing the diversity and strength of our portfolio.

As we continue to expand our portfolio through the acquisition of additional studios and/or the development of new games, we expect to incur increased operating expenses associated with games that are in the early stages of their lifecycle. These games typically generate revenue at lower operating margins, which may dilute our overall operating margins during the period of development and ramp-up. In addition, aside from *Bingo Blitz*, our casual games have historically generated lower operating margins compared to our social casino-themed games. As a result, shifts in portfolio mix toward these categories may impact our overall operating margins.

Marketing and Player Lifecycle Management

Over our history, we have gained significant expertise in acquiring new users, converting users to payers, retaining active users, and re-engaging inactive users. Our success stems from a deep and nuanced understanding of the key aspects of data-based marketing strategies applicable to our industry, including how to measure successful user acquisition as it relates to mobile games, where to allocate marketing spend, how to optimize media buying budgets, and how to design ads that attract users who are likely to install and play our games.

We develop tailored monetization and retention strategies for different parts of our users' lifecycles, including before they become paying users, after they become paying users, and for users who become inactive. We operate a centralized marketing team that performs key functions like media buying on behalf of certain studios but also allow certain studios to retain varying degrees of control over their own marketing activities to ensure that resources are allocated efficiently to support our high potential growth games. We have also brought certain marketing capabilities in house through acquisitions to increase our effectiveness.

Payback period-oriented approach to user acquisition

Our disciplined user acquisition strategy is centered on a payback period approach, which focuses on user monetization efforts that recoups our marketing spend during a reasonable timeframe. We focus on efficiently acquiring users that can be active for long periods of time. We acquire users from a wide range of sources, including mobile ad networks, search and social networks.

Re-targeting

We use re-targeting campaigns to reactivate our inactive users. We have made significant investments in our measurement and re-targeting capabilities, and intend to continue to focus on these capabilities, particularly as many of our games were released several years ago. We leverage these investments to create retargeting campaigns that are more relevant and optimized to re-engage former users. Our attractive margin profile is driven by our ability to retain paying users over the long term, our ownership of a majority of the intellectual property used in our mobile games, and financial discipline. This results in a superior margin profile and cash flow that we can use to reinvest in acquisitions and our business.

Our Portfolio of Games

Our portfolio includes 27 games, 15 of which we actively manage and promote, and our top ten games collectively represented 90.2% of our revenues for the year ended December 31, 2025. Many of our games are classic in nature with mass appeal due to their highly engaging game mechanics. For the year ended December 31, 2025, our casual games generated 70.8% of our revenues, with our social casino-themed games accounting for the remaining 29.2%. Our two largest games, *Bingo Blitz* and *Slotomania*, generated approximately 35% of our revenues for the year ended December 31, 2025.

Overview of Top 10 Games (listed alphabetically)

- *Bingo Blitz* is a bingo adventure where users progress through various levels in the theme of major global cities and are able to connect with others to earn virtual items and bonuses, including additional virtual coins and power-ups.
- *Caesars Slots* features an inventory of over 200 slot games developed to have a look and feel similar to those played in casinos, including high roller lounges only accessible to those with a certain amount of virtual coins.
- *Dice Dreams* is a coin looter game where players roll dice to earn virtual in-game coins and rewards used to build and upgrade their kingdoms, advance through levels, and engage in social interactions with other players.
- *Disney Solitaire* offers a fresh take on the classic TriPeaks solitaire game, featuring Disney and Pixar–themed content, in which players progress through levels with iconic characters and nostalgic moments to earn in-game rewards.
- *Domino Dreams* reinvents classic dominoes game with matching puzzles to earn rewards and stars to build and restore royal kingdoms as they progress through challenging levels.
- *House of Fun* features an inventory of over 300 games, including a catalogue of uniquely themed games, with a standard leveling system where players earn virtual in-game items including virtual rewards, bonuses and coins progressing through various missions that are updated regularly.
- *June's Journey* is a hidden object game that is set in the 1920's, where players step into the role of amateur detective June Parker to investigate mysterious quests.
- *Slotomania* is a premier social slots game with an inventory of over 300 original slot games where players earn in-game virtual rewards and virtual coins and have the ability to purchase virtual items, including virtual coins, boosts and other items to further their progression and unlock more virtual rewards.
- *Solitaire Grand Harvest* modernizes the classic solitaire game by adding new elements and challenges.
- *World Series of Poker* is the official social app of the World Series of Poker and allows players to compete with friends and other players to win their own virtual World Series of Poker Bracelet.

Research and Development

Our research and design team has extensive expertise in creating new content and gameplay features as well as proprietary tools and systems to enable the efficient design, development and implementation of new content and features. We invest heavily in research and development, and, as of December 31, 2025, approximately 74% of our employees were employed in research and development, which enables us to consistently introduce updates and enhancements to our games, which we strive to do on an effective basis.

We have a diverse pool of talent located in game development hubs, including in Israel and Germany. This provides us with both a funnel of new, internally developed game concepts, ideas for improvements to our systems, and close relationships with those local game-development communities.

Competition

We face significant competition in all aspects of our business. Our primary competitors include Tencent Holdings, Activision Blizzard (Microsoft), Electronic Arts, Zynga (Take-Two Interactive), SciPlay (Light & Wonder), Product Madness (Aristocrat), Moon Active, Scopely (Savvy Games) and Dream Games. On the broadest scale, we compete for the leisure time, attention and discretionary spending of our players versus other forms of offline and online entertainment, including social media, reading and other video games on the basis of a number of factors, including quality of player experience, breadth and depth of gameplay, ability to create or license compelling content, brand awareness and reputation and access to distribution channels.

We believe these factors, among other things, enable us to compete effectively in the market. Our industry and the markets for our games, however, are highly competitive, rapidly evolving, fragmented and subject to changing technology, shifting needs and frequent introductions of new games, development platforms and services. Successful execution of our strategy depends on our continuous ability to attract and retain players, expand the market for our games, convert inactive players into paying users, maintain a technological edge and offer new capabilities to players. In some cases, we compete against gaming operators who could expand their product lines to include more directly competitive games that could compete with our content.

Many of our current and potential competitors enjoy substantial competitive advantages, such as greater name recognition, longer operating histories, greater financial, technical and other resources, and, in some cases, the ability to rapidly combine online platforms with full-time and temporary employees. Internationally, local competitors may have greater brand recognition than us in their local country and a stronger understanding of local culture and commerce. They may also offer their products and services in local languages we do not offer.

Intellectual Property

We consider our intellectual property rights, including our trademarks, copyrights, and trade secrets, in the aggregate, material to our business. We endeavor to protect our investment in our intellectual property by seeking protection in the jurisdictions where we do business, as appropriate. We generally obtain trademark protection and often seek to register trademarks for the names and designs under which we market and license our games. As of December 31, 2025, we owned approximately 1,139 registered trademarks in the United States, and approximately 1,205 registered trademarks in jurisdictions outside of the United States. Additionally, many of the feature elements of our games, including game characters, are subject to copyright protection.

In addition to the intellectual property that we own, we license certain intellectual property from third parties. For example, we license intellectual property related to our Caesars Slots and World Series of Poker games and have been granted an exclusive, worldwide and royalty-bearing license to certain intellectual property associated with World Series of Poker through September 23, 2031, and an exclusive, worldwide and royalty-bearing sublicense to certain trademarks and domain names associated with Caesars Slots through December 31, 2026. These licenses permit the development, design, manufacture, offering for sale, advertising, promotion, distribution, sale and use of Caesars Slots and World Series of Poker intellectual property in social and free-to-play games. Also, notably, our fastest-growing title in 2025 was Disney Solitaire, a licensed collaboration between Disney and Pixar Games and our SuperPlay studio based on Disney intellectual property.

We believe the value associated with our brands and the brands licensed under which we market and license our games contributes to the appeal and success of our games, and our future ability to develop, acquire or license new brand names of similar quality is important to our continued success. Therefore, we continue to invest in the recognition of our brands and the brands we license. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our technology. In addition, third parties may initiate litigation against us alleging infringement of their proprietary rights or declaring their non-infringement of our intellectual property rights. Effective intellectual property protection may not be available in the United States or other jurisdictions where our games are distributed. Further, we may be unable to renew our existing brand and content licenses on favorable terms or at all and to obtain additional licenses, which could materially harm our business, financial condition, results of operations and prospects. See "*Risk Factors—Risks Related to Intellectual Property*."

Government Regulation

We are subject to various state, federal and international laws and regulations that apply to companies operating online, including over the internet and mobile platforms, such as those relating to privacy, data security, consumer protection, protection of minors, online safety, advertising and marketing, intellectual property, competition, and taxation, among others, all of which are continuously evolving and developing. As we offer our games in many countries worldwide, foreign jurisdictions may claim we are required to comply with local laws, including in jurisdictions where we have no local presence, offices, or other equipment. It is also likely that as our business grows and evolves and our games are played in a greater number of countries, we will become subject to laws and regulations in additional jurisdictions. The scope and

interpretation of the laws and regulations that are or may be applicable to us are often uncertain and may conflict. Additional laws in these and other areas affecting our business are likely to be enacted in the future, which could limit or require changes to the ways in which we conduct our business and could both increase our compliance costs and decrease our revenues.

If we become liable under additional laws or regulations, or we are not able to comply with these additional laws or regulations, we could be directly harmed, and we may be forced to implement new measures to reduce our exposure to this liability. This may require us to expend substantial resources, modify our games, or block users from a particular jurisdiction, each of which would harm our business, financial condition, and results of operations. In addition, the increased attention focused upon liability issues as a result of lawsuits and legislative proposals could harm our reputation or otherwise impact the growth of our business.

Some of our games are based upon traditional casino games, such as slots and poker. We believe that our games and game features do not constitute gambling and are intended for entertainment purposes only. Our games do not offer an opportunity to win real money within the game. However, there is significant opposition in some jurisdictions to social gaming, including social casino-themed gaming, and some jurisdictions have expressed concern that social casino-themed games, in particular, present significant risks of encouraging gambling behavior especially with respect to children and people who already have gambling problems. Anti-gaming groups in several states and countries have specifically targeted social casino-themed games, which could lead these jurisdictions to adopt legislation or impose a regulatory framework to govern social gaming or social casino-themed gaming specifically. In certain jurisdictions such as Australia, regulators have adopted, or are in the process of adopting, content classification and access requirements applicable to games that include 'simulated gambling' features. These types of opposition efforts could lead to a prohibition on social gaming or social casino-themed gaming altogether, restrict our ability to advertise our games or substantially increase our costs to comply with regulations, all of which could have an adverse effect on our results of operations, cash flows and financial condition. We cannot predict the likelihood, timing, scope or terms of any such legislation or regulation or the extent to which they may affect our business.

In addition, third-party platforms through which we distribute our games may be influenced by legal or regulatory developments to amend their policies or adopt new policies which could result in the removal or restriction of certain of our games from their platforms. In 2020 and 2021, plaintiffs in several U.S. states sued Apple, Google and Meta Platform (Facebook), alleging that the platforms violated state gambling laws by allowing the plaintiffs to download and play social-themed casino games, including certain of our games. These lawsuits have proceeded in various stages, with some remaining pending. We cannot predict the outcome of these lawsuits and these lawsuits, or similar suits in the future, could cause Google, Apple, Facebook, or other third-party platform providers to deny certain of our games access to their platforms or the platforms could seek to pass on liability, including defense costs, for these suits to us under the indemnity provisions in our agreements with such platforms, which could have a material adverse effect on our business. In December 2023, the Company was informed that Google was beginning to enforce an existing Play Store policy banning simulated gambling apps in thirteen countries across the Middle East and Asia: Algeria, Iran, Jordan, Libya, Oman, Palestine, Qatar, Saudi Arabia, South Korea, Syria, Tunisia, the United Arab Emirates and Yemen. As a result, Google blocked Slotomania and Caesars Slots in December 2023 and World Series of Poker in January 2024 from these countries. Similarly, in January 2024, Indonesia's Ministry of Communication and Information Technology reported that it had conducted a broad sweep of online gambling content on the Google and Apple platforms including non-gambling games that contained gambling-related elements. Shortly thereafter, Slotomania was blocked from the Google Play Store in Indonesia, although it has since been reinstated. We were also notified in December 2024 by a third party platform that it would be challenging the offering of social casino-themed games on its platform in the State of Washington. Although we have not experienced a material impact on our business, financial condition or results of operations due to limited revenues we currently have on the affected platform or in the affected jurisdictions, if our platform providers, particularly the iOS App Store, Facebook, of Google Play Store, take these actions in jurisdictions that are significant to our operations, it would be harmful to our business.

Additionally, the U.S. Court of Appeals for the Ninth Circuit decided that a social casino-themed game produced by one of our competitors should be considered illegal gambling under Washington state law. Similar lawsuits were filed against other defendants, including us. In April 2018, a putative class action lawsuit was filed against us in federal district court in Washington, alleging substantially the same causes of action against our social casino-themed games. In August 2020, we entered into a settlement agreement to settle this matter, which was approved by the court in February 2021. High Five Games, a social casino-themed game company that was also sued in federal district court for substantially the same causes of action, opted to continue litigation rather than settle following the Ninth Circuit's ruling. After several years of legal

proceedings, in September 2024, a court ruled that two of High Five Games' slot-themed games constituted illegal gambling under Washington law. As a result, the company was ordered to pay $24.9 million in February 2025. In January 2025, the Washington State Gambling Commission (WSGC) issued a public memo referencing both the Ninth Circuit ruling and the High Five Games case. The memo warned that games of chance involving virtual currency are likely to be classified as illegal gambling under Washington law. It also encouraged companies offering virtual casino-style games to Washington residents to review their games and ensure compliance with state gambling regulations. In addition, on June 24, 2025, we received a letter from the Attorney General of the State of Washington alleging that certain of our games violate state gambling and consumer protection laws and requesting monetary penalties and that those games not be made available in Washington in the future. The Attorney General initiated a lawsuit on February 3, 2026, against the Company and other unrelated companies offering social casino-themed games asserting those same allegations.

More broadly, claims and regulatory attention in this area have increasingly focused on game mechanics involving virtual currency and chance-based outcomes, including in genres beyond traditional social casino-style games. In August 2024, a class action lawsuit was filed in the state of Washington against Dream Games, the developer of the mobile game "Royal Match" alleging that their game violates Washington State gambling laws and consumer protection laws. The case is currently proceeding in court. In December 2025, a similar class action complaint was filed in the State of Washington against SuperPlay Ltd. alleging that *Dice Dreams*, a "Luck Battle" game, violates Washington State gambling laws and consumer protection laws. We monitor these developments and may be required to adjust game features, disclosures, distribution, or availability in certain jurisdictions to address evolving interpretations and enforcement priorities.

Additional legal proceedings, including demands for arbitration, targeting our games and claiming violations of state, federal or foreign laws, including gambling laws, have occurred and could occur, based on the unique and particular laws of each jurisdiction, particularly as litigation and regulations continue to evolve.

The widespread implementation of in-game purchases of virtual items and virtual currency in our industry has resulted in the expanded application of existing laws or regulations and has prompted calls for new laws and regulations to address the perceived problems with these virtual items and currency. Calls for legislation have been fueled by complaints from parents whose children have incurred sizeable charges online purchasing virtual currency, "lives" or "power-ups" in order to continue to play or further advance in games advertised as being "free to play." For example, in December 2022, Epic Games and the U.S. Federal Trade Commission (the "FTC"), announced a settlement, in which, among other things, Epic Games agreed to pay $245 million to the FTC relating to in-game purchases in Epic Game's popular Fortnite game. These developments may affect how we advertise, operate, and earn revenues in games with these features.

There has been an increasing focus on a mechanic widely used in the games industry know as 'paid loot boxes' (and sometime also 'loot crates' or 'mystery prizes'). A paid loot box is a mechanic that provides a player with random in-game virtual items in exchange for real-world money or in-game virtual currency which itself has been purchased by real-world money. In most countries, it is now clear that loot boxes do not constitute gambling, because the items provided to a player have no real-world value. This position was recently validated by the Austrian Supreme Court, which overturned a February 2023 regional court ruling that had previously classified certain loot box mechanics as illegal gambling. In any event, the use of paid loot boxes can result in an increasing burden of regulatory compliance and operation restrictions as a result of consumer and advertising laws and regulations, the requirements of platform owners (such as Apple and Google), and the introduction of industry standards and practices, such as the Game Industry Promotion Act in South Korea and California A.B. 2426, or the guiding principles published by the UK government in 2023 (the UK Principles). Although the UK Principles are currently only expressed as a set of industry guidelines, if the industry does not implement them, it is possible that legislation will be adopted to enforce these or similar guidelines. It is also possible that the EU, as part of its fitness check of EU consumer laws, and other parts of the world adopt similar guidelines or legislation, and developments of this kind could further restrict our business or negatively affect our revenues.

For additional information, please see the sections titled "*Risk Factors—Risks Related to Our Business—Changes to digital platforms' rules, including those relating to "loot boxes," or the potential adoption of regulations or legislation impacting loot boxes, could require us to make changes to some of our games' economies or design, which could negatively impact the monetization of these games reducing our revenue*s," "*Risk Factors—Risks Related to Our Business—Legal or regulatory restrictions could adversely impact our business and limit the growth of our operations*," and "*Risk Factors—Risks Related to*

Our Business—Legal and regulatory restrictions on the use of incentivized marketing may negatively impact our business or results of operations."

Data Privacy and Security

We are an Israeli headquartered company with users around the globe. We collect, process, store, use, and share data, some of which contains personal information, in connection with operating our business. Consequently, our business is subject not only to the Israeli Protection of Privacy Law, 5741-1981 as amended (the "PPL"), and the Privacy Protection Regulations (Data Security), 5777-2017, but also to a larger number of U.S. and international laws and regulations governing data privacy and security, including with respect to the collection, processing, storage, use, transmission, sharing, and protection of personal information and other consumer data. Such laws and regulations may be inconsistent across jurisdictions or conflict with other rules. The applicability of these laws and regulations to us, and their scope and interpretation, are often uncertain.

For example, the European Union has adopted strict data privacy and security regulations. The European Union's General Data Protection Regulation ("GDPR") imposes strict requirements on controllers and processors of personal data, including, for example, higher standards for obtaining consent from individuals to process their personal data, more robust disclosures to individuals and a strengthened individual data rights regime, and shortened timelines for data breach notifications. The GDPR created compliance obligations applicable to our business and some of our players, which could require us to self-determine how to interpret and implement these obligations, change our business practices and expose us to lawsuits (including class action or similar representative lawsuits) by consumers or consumer organizations for alleged breach of data protection laws.

Moreover, the scope of data privacy regulations worldwide continues to evolve. New, increasingly restrictive regulations have come into force all around the world, such as in Australia, Malaysia, Saudi Arabia, India and Brazil, and others coming into force such as China and Canada. Within the United States, California was the first state to enact comprehensive data privacy legislation via the California Consumer Privacy Act (CCPA) and the California Privacy Rights Act (CPRA).

The effects of the CCPA and CPRA were significant and required, and could continue to require, us to modify our data, security, and marketing practices and policies, and to incur substantial costs and expenses in an ongoing effort to comply with these and other applicable data protection laws. The CCPA was only the beginning of a trend toward stringent state privacy legislation in the United States. States such as Colorado, Delaware, Iowa, Florida, Montana, Nebraska, New Hampshire, New Jersey, Oregon, Texas, Utah, Indiana, Kentucky, Maryland, Minnesota, Rhode Island, Tennessee and Virginia have already enacted similar legislation to the CCPA, and other states may pass similar laws that are set to go in the upcoming months and years. These laws could subject us to additional compliance costs as well as potential fines, individual claims and commercial liabilities.

While most of our games do not target children under 18 as their audience, we operate in a global regulatory and enforcement environment with significant focus on protecting children online, and regulators worldwide such as the Information Commissioner's Office in the U.K, eSafety Commissioner in Australia, and the Federal Trade Commission (FTC) in the U.S. have reinforced this priority. Jurisdictions around the world have implemented comprehensive frameworks to protect young users in digital spaces with particular emphasis on the need for age assurance, content moderation standards, a greater awareness of dark patterns targeting children, and enhanced transparency requirements. The FTC has updated the existing Children's Online Privacy Protection Act (COPPA), and several states such as Texas, Utah, Louisiana and California have enacted their own laws and codes, focusing on parental consent requirements and limiting behavioral tracking and targeted advertising to minors. Federal bills like COPPA 2.0 (enacted) and the Kids Online Safety Act (KOSA) (proposed) aim to increase protections for minors' online data. In addition to evolving laws and codes, industry standards are evolving and advancing. For example, industry codes under the Australian's Online Safety Act 2021, which are set to go into effect in March 2026, require the implementation of age-assurance measures to prevent minors from accessing games containing "simulated gambling" features. In addition, emerging age assurance frameworks may require a transition from basic self-declaration age gates to more technically integrated age-verification or assurance systems, as well as changes to product design, disclosures, data practices and monetization features. This evolving area may add additional complexity, variation in requirements, variation in requirements across jurisdictions, restrictions and potential legal risk, require additional investment in resources for compliance programs, and impact business strategies and the availability of previously useful data.

We are also subject to a variety of other laws in the United States and other non-U.S. jurisdictions regarding data privacy, cybersecurity, and consumer protection, which are continuously evolving and developing, including, among others, the laws described above, online safety regulations such as the EU Digital Services Act, the UK Online Safety Act, and the Australia Online Safety Act, competition laws such as the EU Digital Markets Act, consumer protection laws such as the EU's New Deal for Consumers, whistleblowing laws, such as the EU Whistleblower Directive, and artificial intelligence regulations such as the EU Artificial Intelligence Act and various U.S. state-level legislation . The scope and interpretation of the laws that are or may be applicable to us are often uncertain and may be conflicting, particularly laws outside the United States. It is also likely that as our business grows and evolves and our games are played in a greater number of countries, we will become subject to additional data privacy, cybersecurity, and consumer protection laws and regulations in additional jurisdictions. If we are not able to comply with these laws or regulations or if we become liable under these laws or regulations, we could be directly harmed, and we may be forced to implement new measures to reduce our exposure to this liability. This may require us to expend substantial resources, modify our games, or block users from a particular jurisdiction, each of which would harm our business, financial condition, and results of operations. In addition, the increased attention focused upon liability issues as a result of lawsuits and legislative proposals could harm our reputation or otherwise impact the growth of our business. Any costs incurred as a result of this potential liability could harm our business and results of operations.

For additional information, please see the section titled "*Risk Factors—Risks Related to Our Information Technology and Data Security—Data privacy and security laws and regulations in the jurisdictions in which we do business could increase the cost of our operations and subject us to possible sanctions, civil lawsuits (including class action or similar representative lawsuits) and other penalties; such laws and regulations are continually evolving. Our or our platform and service providers' actual or perceived failure to comply with these laws and regulations could harm our business.*"

Human Capital

As of December 31, 2025, we had approximately 3,175 employees. However, in January 2026, the Company announced a workforce reduction plan and we currently expect this number to decrease by approximately 15% during the first quarter of 2026. This reduction in workforce was part of a broader adjustment to our cost structure and a reallocation of resources across our portfolio of games. This action was undertaken to better align our operating model with changing market conditions, to focus investment on our highest-potential growth opportunities, and to support long-term financial flexibility and sustainability. While we believe this realignment positions us to invest more effectively in growth titles, new game development, and strategic initiatives, it may also result in certain operational and organizational impacts, including reduced operational capacity in specific areas, slower feature development or content delivery for some titles, increased workload for remaining employees, and potential challenges to employee morale and engagement.

We rely on our highly skilled, technically trained and creative employees with desirable skill sets, including game designers, engineers and project managers, to develop new technologies and create innovative games.

To win and keep our talented employees, we devote significant resources to identifying, hiring, integrating, developing careers and retaining these employees. We are able to attract and retain top talent by creating a culture that challenges and engages our employees, offering them opportunities to learn, grow and achieve their multiple career goals and we encourage internal mobility aligned to our talents' interests. Our managers and employees are asked to go through performance and development discussions twice a year, allowing us to identify and provide a range of tailor-made solutions to our top talent population. We offer career development services to our employees including instructor-led training, different online knowledge resources through our internal learning platform, and a leadership development program including mentoring opportunities. Further, we believe that our commitment to a culture of inclusion is integral to our goal of attracting and retaining the best talent and ultimately driving our business performance.

We offer comprehensive compensation and benefits packages to our employees, including, for our U.S. employees, a 401(k) Plan, medical, dental and vision benefits, medical and dependent care flexible spending accounts, short-term and long-term disability insurance and life and accidental death disability insurance. Generally, our non-U.S. employees are eligible for welfare benefits, annual vacation leave, sick leave, convalescence pay, transportation expense reimbursement, advanced study funds, life and disability insurance and other customary or mandatory social benefits. We also offer stock-based compensation as a way to attract and retain key talent. See *Note 14, Equity Transactions and Stock Incentive Plan,* to our

audited consolidated financial statements and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Stock-based compensation*" for further discussion of our benefit plans and stock-based compensation.

Website and Available Information

Our principal executive offices are located at HaChoshlim St 8 Herzliya Pituach, Israel and our telephone number is 972-73-316-3251. Our website address is *www.playtika.com*. Through a link on the Investors section of our website, we make the following filings available free of charge and as soon as reasonably practicable after they are electronically filed or furnished with the SEC: our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K and any amendments to such reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, and the rules and regulations promulgated thereunder. The information contained on, or that can be accessed through, our website is not incorporated by reference into, and is not a part of, this filing.

These filings are also available free of charge on the SEC's website at www.sec.gov.

ITEM 1A. RISK FACTORS

Our business faces significant risks and uncertainties. Certain important factors may have a material adverse effect on our business, prospects, financial condition and results of operations, any of which could subsequently have an adverse effect on the trading price of our common stock, and you should carefully consider them. Accordingly, in evaluating our business, we encourage you to consider the following discussion of risk factors in its entirety, in addition to other information contained in or incorporated by reference into this Annual Report on Form 10-K and our other public filings with the SEC. Additional risks not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and results of operations in future periods.

Summary of Risk Factors

The risks more fully described below that relate to our business include, but are not limited to, the following important risks:

- actions of our majority shareholder or other third parties that influence us;
- we rely on third-party platforms, such as the iOS App Store, Facebook, and Google Play Store, to distribute our games and collect revenues, and such platforms may adversely change their policies;
- a limited number of games generate a majority of our revenues;
- a small percentage of total users generate a majority of our revenues;
- our free-to-play business model, and the value of virtual items sold in our games, is highly dependent on how we manage the game revenues and pricing models;
- our inability to make acquisitions and/or integrate acquired businesses successfully could limit our growth or disrupt our plans and operations;
- our ability to compete in a highly competitive industry with low barriers to entry;
- our ability to retain existing players, attract new players and increase the monetization of our player base;
- we may be unable to successfully develop new games;
- our new games may not be successful after launch;
- we have significant indebtedness and are subject to obligations and restrictive covenants under our debt instruments;
- our inability to refinance our indebtedness or to obtain additional financing on favorable terms or at all;
- we are controlled by Yuzhu Shi, whose economic and other interests in our business may differ from yours;
- legal or regulatory restrictions or proceedings could adversely impact our business and limit the growth of our operations;
- the impact of an economic recession or periods of increased inflation, and any reductions to household spending on the types of discretionary entertainment we offer;
- our international operations and ownership, including our significant operations in Israel, Ukraine and Poland and the fact that our controlling stockholder is a Chinese-owned company;
- security breaches or other disruptions could compromise our information or the information of our players and expose us to liability; and
- our inability to protect our intellectual property and proprietary information could adversely impact our business.

Risks Related to Our Business

We rely on third-party platforms, such as the iOS App Store and Google Play Store, to distribute our games and collect revenues generated on such platforms and rely on third-party payment service providers to collect revenues generated on our own platforms.

Our games are primarily accessed and operated through platforms operated by Apple and Google. A significant number of the virtual items that we sell to paying players are purchased using the payment processing systems of these platforms and, for the year ended December 31, 2025, 66.3% of our revenues were generated through transactions processed by the billing systems of iOS App Store and Google Play Store. In certain jurisdictions where permitted and subject to applicable platform rules, we also offer alternative payment methods that allow players to complete purchases without using the platform's payment systems while continuing to access and play our games on these third-party platforms. For the year ended December 31, 2025, approximately 34% of instances in which our players on Apple and Google platforms were presented, where permitted, with a pop-up offering an alternative payment option resulted in the selection of an alternative payment processor. While we continue to expand our Direct-to-Consumer capabilities, substantially all gameplay, including gameplay associated with purchases completed through alternative payment methods, continues to occur on these platforms, and our ability to offer, present, and transact through such channels remains subject to these platforms' rules, technical requirements, and enforcement practices, which may change or be applied inconsistently over time. Consequently, our expansion and prospects depend on our continued relationships with these providers, and any other emerging platform providers that are widely adopted by our target players. We are subject to the standard terms and conditions that these platform providers have for application developers, which govern the content, promotion, distribution, operation of games and other applications on their platforms, as well as the terms of the payment processing services provided by the platforms, and which the platform providers can change unilaterally on short or without notice. Our business would be harmed if:

- the platform providers discontinue or limit our access to their platforms;
- governments or private parties, such as internet providers, impose bandwidth restrictions or increase charges or restrict or prohibit access to those platforms;
- the platforms introduce new fees or increase the fees they charge us, including in connection with our Direct-to-Consumer initiatives or other alternative billing programs;
- the platforms modify their algorithms, communication channels available to developers, respective terms of service or other policies;
- the platforms decline in popularity;
- the platforms adopt changes or updates to their technology that impede integration with other software systems or otherwise require us to modify our technology or update our games in order to ensure players can continue to access our games and content with ease;
- the platforms elect or are required to change how they label free-to-play games or take payment for in-game purchases;
- the platforms block or limit access to the genres of games that we provide in any jurisdiction;
- the platforms impose restrictions or spending caps or make it more difficult for players to make in-game purchases of virtual items;
- the platforms change how the personal information of players is made available to developers or develop or expand their own competitive offerings and/or practices; or
- we are unable to comply with the platform providers' terms of service.

If our platform providers do not perform their obligations in accordance with our platform agreements, we could be adversely impacted. For example, in the past, some of these platform providers have been unavailable for short periods of time, unexpectedly changed their terms or conditions, or experienced issues with their features that permit our players to purchase virtual items. Additionally, we rely on third-party online payment service providers to process any payments generated on games accessed and operated on our own Direct-to-Consumer platforms. If any of these third-party service providers is unable to process payments, even for a short period of time, our business would be harmed. These platforms and our third-party online payment service providers may also experience security breaches or other issues with their functionalities. In addition, if we do not adhere to the terms and conditions of our platform providers, the platform providers may take actions to limit the operations of, suspend or remove our games from the platform, and/or we may be exposed to liability or litigation.

As jurisdictions in which we operate and their regulatory bodies adopt or modify laws and regulations, our platform providers may adopt restrictive policies or take other adverse action against the Company and its games in connection with their interpretation and implementation of such laws and regulations. Over the years, certain of our social casino-themed games have been blocked on various platforms in various jurisdictions. For example, we were notified in December 2024 by a third-party platform that it would be challenging the offering of social casino-themed games on its platform in the State of Washington. As a result, we elected to pull our games off of this platform altogether. While we were only offering certain poker-themed titles through this platform and did not suffer a material impact to our overall revenues from this action, our business and operating results could be materially impaired if other platforms that are more significant to our business take similar actions in the State of Washington or in other jurisdictions. Although we are taking steps to oppose and try to reverse these types of actions and have not experienced a material impact on our business, financial condition or results of operations due to limited revenues we currently have on the affected platforms or in the affected jurisdictions, if our platform providers, particularly the iOS App Store, Facebook, or Google Play Store, take these types of actions in jurisdictions that are significant to our operations, it would be harmful to our business

In addition, certain requirements related to content classification, age-rating and age-assurance, imposed by major third-party platforms, reflect how platforms are responding to evolving children's protection and online safety regulations globally. Such requirements may affect how our games are classified, distributed or presented on these platforms. See "*Risk Factors— Data privacy and security laws and regulations in the jurisdictions in which we do business could increase the cost of our operations and subject us to possible sanctions, civil lawsuits (including class action or similar representative lawsuits) and other penalties; such laws and regulations are continually evolving. Our or our platform and service providers' actual or perceived failure to comply with these laws and regulations could harm our business*", for more information.

If any such events described above occur on a short-term or long-term basis, or if these third-party platforms and online payment service providers otherwise experience issues that impact the ability of players to download or access our games, access social features, or make in-game purchases, it could have a material adverse effect on our brands and reputation, as well as our business, financial condition and results of operations.

A limited number of games have generated a majority of our revenues, and we may be unable to offset any declines in revenues from our top games.

Our business is dependent on the success of a limited number of games and on our ability to consistently enhance and improve upon games that achieve significant popularity. Historically, we have depended on such games for a majority of our revenues and we expect that this dependency will continue for the foreseeable future. For example, in each of the years ended December 31, 2025 and 2024, our top game by revenue, *Bingo Blitz,* generated approximately 23% and 25% of our revenues for each period. For a game to remain popular and to retain players, we must effectively enhance, expand and upgrade the game with new features, offers, and content that players find attractive. We may not be successful in these efforts, including not providing enough new features, offers and content or providing too many new features, offers and content. Each of our games requires significant product development, marketing and other resources to develop, launch and sustain popularity through regular upgrades, expansions and new content, and such costs on average have increased over time. Even with these investments, we may experience sudden declines in the popularity of any of our games and fluctuations in the number of daily average users and monthly average users particularly for games that are later in their life cycle. For example, revenues generated by *Slotomania* have been in decline in recent years, declining by approximately 35.7% in 2025 and 9.5% in 2024. A continued decline in *Slotomania* or a similar decline in any of our other top games would negatively impact our results of operations.

If we fail to attract and retain a significant number of new and existing players to our games or if we experience a reduction in the number of players of our most popular games or any other adverse developments relating to our most popular games occur, our market share and reputation could be harmed and there could be a material adverse effect on our business, financial condition and results of operations. Although our average daily active users across our portfolio increased by approximately 4.9% in 2025 largely due to our newly acquired SuperPlay studio, our average daily active users across our portfolio excluding SuperPlay have experienced declines in recent years and our average daily active users (excluding SuperPlay) declined by approximately 19.7% in 2025. While the Company endeavors to attract and retain new and existing players, including by way of acquiring new titles and studios, we cannot assure that these efforts will be successful.

Shifts in the revenue mix between our games may adversely affect our margin profile.

Historically, our social casino-themed games have generally generated higher margins than the majority of our casual games, primarily due to the higher utilization of our Direct-to-Consumer platforms among social casino-themed game users compared to our casual game users, and lower relative marketing spend for these titles. In addition, our recent casual game acquisitions, most notably SuperPlay Ltd., are earlier stage studios where the strategic focus is on revenue growth over profitability.

As revenues from our social casino-themed games such as *Slotomania* have either declined or failed to keep pace with revenues from our existing and newly acquired casual games, our Adjusted EBITDA margin and net income margin have declined. Our Adjusted EBITDA margin declined from 29.7% in 2024 to 27.3% in 2025 and our net income margin declined from 6.4% in 2024 to (7.5)% in 2025. If our revenue mix continues to shift toward casual games and we are unable to mitigate the discrepancy in margin profiles, our Adjusted EBITDA margin and net income margin could continue to decline.

Furthermore, our strategy includes acquiring early-stage companies that may be primarily focused on revenue growth rather than profitability. These early-stage acquisitions, while potentially offering long-term growth opportunities, often contribute at least initially to lower margins with high levels of marketing and other operational costs relative to their revenues. Continued investment in early-stage companies may compound the downward pressure on our margin profile if our revenue mix continues to trend toward casual games.

A small percentage of total users have generated a majority of our revenues, and we may be unable to attract new paying or retain existing paying users and maintain their spending levels.

Revenues of free-to-play games typically rely on a small percentage of players who spend moderate or large amounts of money in games to receive special advantages, levels, access and other features, offers, or content. The vast majority of users play for free or only occasionally spend money in games. As a result, compared to all users who play our games in any period, only a small percentage of such users were paying users. For example, for the year ended December 31, 2025, our average Daily Payer Conversion was 4.4%. In addition, a large percentage of our revenues comes from a small subset of these paying users. Because many users do not generate revenues, and each paying user does not generate an equal amount of revenues, it is particularly important for us to retain the small percentage of paying users and to maintain or increase their spending levels. There can be no assurance that we will be able to continue to retain paying users or that paying users will maintain or increase their spending. It is possible that we could lose more paying users than we gain in the future, which would cause a decrease in the monetization of our games and could have a material adverse effect on our business, financial condition and results of operations.

We invest in new user acquisition and on monetization strategies to convert users to paying users, retain our existing paying users and maintain or increase the spending levels of our paying users. As competition for user attention and acquisition intensifies and privacy rules impacting these activities continue to evolve, the effectiveness of our user acquisition activities may go down, and the cost of those activities may increase. If our investments on new user acquisition and monetization strategies do not produce the desired results, we may fail to attract, retain or monetize users and may experience a decrease in spending levels of existing paying users, any of which would result in lower revenues for our games and could have a material adverse effect on our business, financial condition and results of operations.

We believe that the key factors in attracting and retaining paying users include our ability to enhance existing games and game experiences in ways which are specifically appealing to paying users. These abilities are subject to various uncertainties, including but not limited to:

- our ability to provide an enhanced experience for paying users without adversely affecting the gameplay experience for non-paying users;
- our ability to continually anticipate and respond to changing user interests and preferences generally and to changes in the gaming industry;
- our ability to introduce effective amounts of new content to our players;

- our ability to compete successfully against a large and growing number of industry participants with essentially no barriers to entry;
- our ability to hire, integrate and retain skilled personnel;
- our ability to increase penetration in, and enter into new, demographic markets;
- our ability to achieve a positive return on our user acquisition and other marketing investments and to drive organic growth; and
- our ability to minimize and quickly resolve bugs or outages.

Some of our users also depend on our customer support organization to answer questions relating to our games. Our ability to provide high-quality effective customer support is largely dependent on our ability to attract, resource, and retain employees who are not only qualified to support our users, but are also well versed in our games. This ability can be strained after any significant reductions in the Company's workforce such as the significant reduction in workforce that was announced in January 2026. Any failure to maintain high-quality customer support, or a market perception that we do not maintain high-quality customer support, could harm our reputation and adversely affect our ability to sell virtual items within our games to existing and prospective users.

If we are unable to attract and retain users, especially paying users, it would have a material adverse effect on our business, financial condition and results of operations.

We utilize a free-to-play business model, which depends on players making optional in-game purchases, and the value of the virtual items sold in our games is highly dependent on how we manage the game revenues and pricing models.

Our games are available to players for free, and we generate nearly all of our revenues from the sale of virtual items when players make voluntary in-game purchases. For example, for the years ended December 31, 2025 and 2024, we derived 97.7% and 98.4%, respectively, of our revenues from in-game purchases.

Paying users usually spend money in our games because of the perceived value of the virtual items that we offer for purchase. The perceived value of these virtual items can be impacted by various actions that we take in the games, such as offering discounts, giving away virtual items in promotions or providing easier non-paid means to secure such virtual items. Managing the game economies can be challenging with certain games containing multiple types of in-game virtual currency and overlapping promotional campaigns or other discounts in effect at the same time. Recently, *Slotomania* has experienced pervasive game economy issues which led to several quarters of outsized sequential decline. If we fail to manage our game economies properly, players may be less likely to spend money in the games, which could have a material adverse effect on our business, financial condition and results of operations.

Unrelated third parties have developed, and may continue to develop, "cheats" or guides that enable players to advance in our games or result in other types of malfunction, which could reduce the demand for in-game virtual items. In particular, for our games where players play against each other, such as our World Series of Poker game, there is a higher risk that these "cheats" will enable players to obtain unfair advantages over those players who play fairly, and harm the experience of those players. Additionally, these unrelated third parties may attempt to scam our players with fake offers for virtual items or other game benefits. We have also seen unauthorized third-party apps that serve as cheat guides for games such as *Bingo Blitz* which may be used by players to compromise or impair our game economies. These scams may harm the experience of our players, disrupt the economies of our games and reduce the demand for our virtual items, which may result in increased costs to combat such programs and scams, a loss of revenues from the sale of virtual items and a loss of players. As a result, players may have a negative gaming experience and be less likely to spend money in the games, which could have a material adverse effect on our business, financial condition and results of operations.

Our inability to make acquisitions or integrate acquired businesses successfully could limit our growth or disrupt our plans and operations.

Historically, a significant portion of our growth has been as a result of our acquisition of complementary studios and games, rather than in-house development, including our acquisition of Wooga GmbH, or Wooga, in 2018, Supertreat GmbH, or Supertreat, in 2019, Seriously Holding Corp., or Seriously, in 2019, Reworks Oy, or Reworks, in 2021, JustPlay.LOL, or JustPlay, in 2022, the Youda Games' card game portfolio in 2023, G.S InnPlay Labs Ltd. in 2023, and our largest acquisition

to date, SuperPlay Ltd. in 2024. While are currently focused on ensuring the successful integration and growth of SuperPlay, Ltd. and have recently shifted our strategy toward in-house development of games, acquisitions have been an important source of growth in the Company's history. Should we look to prioritize acquisitions as a growth strategy in the future, we cannot assure you that acquisition opportunities will be available on acceptable terms or at all, or that we will be able to obtain necessary financing or regulatory approvals to complete potential acquisitions. Our ability to make acquisitions and successfully integrate acquired businesses depends upon our ability to identify, negotiate, complete and integrate suitable target businesses, technologies and products and to obtain any necessary financing, and is subject to numerous risks, including:

- failure to identify acquisition, investment or other strategic alliance opportunities that we deem suitable or available on favorable terms;
- problems integrating acquired businesses, technologies or products, including issues maintaining uniform standards, procedures, controls and policies;
- unsuccessful efforts to expand and unanticipated challenges in entering into new categories of games and applications, including design entertainment and home design;
- problems properly valuing prospective acquisitions, particularly those with limited operating histories;
- failure to fully identify potential risks and liabilities associated with acquired businesses;
- unanticipated costs associated with acquisitions, investments or strategic alliances;
- adverse impacts on our overall margins, particularly with respect to acquisitions of earlier stage companies where the strategic focus is on growth over profitability;
- diversion of management's attention from the day-to-day operations of our existing business;
- potential loss of key employees of acquired businesses; and
- increased legal and accounting compliance costs.

In addition, the expected cost synergies associated with acquisitions may not be fully realized in the anticipated amounts or within the contemplated timeframes, which could result in increased costs and have an adverse effect on our prospects, results of operations, cash flows and financial condition. Acquisition transactions may also disrupt our ongoing business, as the integration of acquisitions would require significant time and focus from management and might delay the achievement of our strategic objectives. We have utilized earnouts in acquisition transactions in the past and may do so in future transactions. The use of earnouts and the structure and timing of the associated targets and milestones may result in large fluctuations in our sales and marketing expenses from quarter to quarter. While we employ several different methodologies to assess potential business opportunities, the businesses we have acquired or may acquire may not meet or exceed our expectations. For example, SuperPlay Ltd., had a history of incurring net losses as an early stage company when we acquired the studio in 2024, with net losses of $114 million in 2024. If revenue growth at SuperPlay Ltd. does not increase in future periods enough to offset costs, including marketing expenses, our results of operations will be harmed.

We operate in a highly competitive industry with low barriers to entry, and our success depends on our ability to effectively compete.

The mobile gaming industry is a rapidly evolving industry with low barriers to entry, and we expect more companies to enter the industry and a wider range of competing games to be introduced. As a result, we are dependent on our ability to successfully compete against a large and growing number of industry participants. Many of our current and potential competitors enjoy substantial competitive advantages, such as greater name recognition, longer operating histories, greater financial, technical and other resources. In particular, certain competitors of our slot-themed games also provide real money gambling offerings which may give them an advantage in recognizable slot content. Internationally, local competitors may have greater brand recognition than us in their local country and a stronger understanding of local culture and commerce. They may also offer their products and services in local languages we do not offer. In addition, the market for our games is characterized by rapid technological developments, including the increasing use of AI-driven tools in game development, content creation and performance marketing, frequent launches of new games and enhancements to current games, changes in player needs and behavior, disruption by innovative entrants and evolving business models and industry standards. As a result, our industry is constantly changing games and business models in order to adopt and optimize new technologies, increase cost efficiency and adapt to player preferences. Our competitors may adapt to an emerging technology or business model more quickly or effectively, developing products and games or business models that are technologically superior to ours, more appealing to consumers, or both. The emergence of "sweepstake casino" games which mimic slot and bingo-

themed games but incorporate sweepstakes as a primary user acquisition and monetization tool in the game could pose a competitive threat to our slot and bingo-themed games and harm our results of operations.

Potential new competitors could have significant resources for developing, enhancing or acquiring games and gaming companies, and may also be able to incorporate their own strong brands and assets into their games or distribution of their games. We also face competition from a vast number of small companies and individuals who may be successful in creating and launching games and other content for these devices and platforms using relatively limited resources and with relatively limited start-up time or expertise. New game developers enter the gaming market continuously, some of which experience significant success in a short period of time. A significant number of new titles are introduced each day.

In addition, obtaining and maintaining high ratings of our games on the platforms on which we operate are important as they help drive users to find our games. If the ratings of any of our games decline or if we receive significant negative reviews that result in a decrease in our ratings, our games could be more difficult for players to find or recommend. In addition, we may be subject to negative review campaigns or defamation campaigns intended to harm our ratings. Any such decline may lead to loss of users and revenues, additional advertising and marketing costs, and reputation harm.

Additionally, if our platform providers were to develop competitive offerings, either on their own or in cooperation with one or more competitors, our growth prospects could be negatively impacted. For example, Apple developed its own video game subscription service, Apple Arcade, which may compete further with our games. Netflix, which continues to strengthen its presence in the gaming market, has expanded its offerings by including a growing library of mobile games as part of its subscription service. With its expansive customer base and vast resources, Netflix could pose a material competitive threat to the Company’s business. Increased competition and success of other brands, genres, business models and games could result in, among other things, a loss of players, or negatively impact our ability to acquire new players cost-effectively, which could have a material adverse effect on our business, financial condition and results of operations.

Moreover, current and future competitors may also make strategic acquisitions or establish cooperative relationships among themselves or with others, including our current or future business partners or third-party software providers. By doing so, these competitors may increase their scale, their ability to meet the needs of existing or prospective players and compete for similar human resources. If we are unable to compete effectively, successfully and at a reasonable cost against our existing and future competitors, our results of operations, cash flows and financial condition would be adversely impacted.

Our substantial indebtedness could adversely affect our ability to raise additional capital or to fund our operations, expose us to interest rate risk, limit our ability to react to changes in the economy, and prevent us from making debt service payments. In addition, we are subject to obligations and restrictive covenants under our debt instruments that may impair our ability to operate or with which we may not be able to maintain compliance.

We are a highly leveraged company. In March 2021, we entered into a $1,900.0 million senior secured first lien term loan, which we refer to herein as the Term Loan. We also issued $600.0 million aggregate principal amount of our 4.250% senior notes due 2029 (our “Notes”) in a private offering pursuant to an indenture dated March 11, 2021 (the “Indenture”). As of December 31, 2025, we had $2,409.8 million aggregate principal amount of outstanding indebtedness, in addition to $550.0 million available for borrowing under a $550.0 million senior secured revolving credit facility, which we refer to herein as the Revolving Credit Facility. For the year ended December 31, 2025, we made net principal payments of $19.0 million and paid $137.2 million for interest (net of hedges). The Credit Facilities were provided pursuant to a credit agreement, which we refer to herein as the Credit Agreement, dated as of December 10, 2019 and amended from time to time, by and among us, the lenders party thereto and Bank of America (as successor in interest to UBS AG, Stamford Branch and Credit Suisse AG, Cayman Islands Branch), as administrative agent and collateral agent, and the other parties thereto, as amended.

Our substantial indebtedness could have important consequences for us, including, but not limited to, the following:

- limit our ability to borrow money for our working capital, capital expenditures, debt service requirements, acquisitions, research and development, strategic initiatives or other purposes;
- make it more difficult for us to satisfy our obligations, and any failure to comply with the obligations of any of our debt instruments, including restrictive covenants, financial covenants and borrowing conditions, could result in an event of default under the agreements governing our indebtedness;

- require us to dedicate a substantial portion of our cash flow from operations to the payment of interest and the repayment of our indebtedness, thereby reducing funds available to us for other purposes;
- limit our flexibility in planning for, or reacting to, changes in our operations or business and the industry in which we operate;
- place us at a competitive disadvantage compared to our competitors that are less leveraged and that, therefore, may be able to take advantage of opportunities that our leverage prevents us from exploring;
- increase our vulnerability to general adverse economic industry and competitive conditions;
- restrict us from making strategic acquisitions, engaging in development activities, introducing new technologies, or exploiting business opportunities;
- potentially limit the amount of net interest expense that we and our subsidiaries can use in the future as a deduction against taxable income under applicable tax laws;
- cause us to make non-strategic divestitures;
- limit, along with the financial and other restrictive covenants in the agreements governing our indebtedness, among other things, our ability to borrow additional funds, make investments or dispose of assets;
- limit our ability to repurchase shares and pay cash dividends; and
- expose us to the risk of increased interest rates.

In addition, our Credit Agreement contains a financial covenant applicable to the Revolving Credit Facility thereunder, and our Credit Agreement and the Indenture each contain restrictive covenants that limit our ability to engage in activities that may be in our long-term best interest, including our ability to, among other things:

- incur additional debt under certain circumstances;
- create or incur certain liens or permit them to exist;
- enter into certain sale and lease-back transactions;
- make certain investments and acquisitions;
- consolidate, merge or otherwise transfer, sell or dispose of our assets;
- pay dividends, repurchase stock and make other certain restricted payments; or
- enter into certain types of transactions with affiliates.

Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of substantially all of our indebtedness. In the event of such default, the lenders under our Credit Agreement could elect to terminate their commitments thereunder and cease making further loans, and both the lenders under our Credit Agreement and the trustee under the Notes could institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation.

We may be able to incur substantial additional indebtedness in the future, subject to the restrictions contained in the Credit Agreement and the Indenture. If new indebtedness is added to our current debt levels, the related risks described above could intensify. Additionally, the Term Loan matures in March 2028, the Revolving Credit Facility matures in March 2027 and the Notes mature in March 2029. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under our Credit Agreement or from new indebtedness in an amount sufficient to enable us to pay or refinance our indebtedness or to fund our other liquidity needs. For example, in connection with the acquisition of SuperPlay, Ltd., the Company agreed to make future earnout payments of up to $1.250 billion, in the aggregate, based on the achievement of certain gross revenue growth and SuperPlay Adjusted EBITDA targets for SuperPlay Ltd. during the calendar years 2025, 2026 and 2027, in each case, payable following the end of the applicable measurement period. Depending on the level of earnout achievement, it is possible that the Company's cash flows and available cash will be insufficient to fund these obligations, particularly if we are unable to refinance the Revolving Credit Facility before it matures in March 2027.

Accordingly, we expect that we will need to refinance all or a portion of our indebtedness on or before maturity. We may not be able to refinance any of our indebtedness at comparable interest rates, on commercially reasonable terms or at all. There may also be regulatory filing or registration requirements in China applicable to our controlling shareholder that could delay or prevent us from issuing or materially amending the terms of our indebtedness. See "*Risk Factors— Yuzhu Shi controls us through his indirect interest in Playtika Holding UK II Limited and its ownership of our common stock will prevent you and other stockholders from influencing significant decisions.*" If refinancing indebtedness is not available at interest rates

comparable to our existing indebtedness our interest expense could materially increase, which would have a negative impact on our results of operations. If we cannot timely refinance our indebtedness, we may have to take actions such as issuing additional equity and reducing, delaying or foregoing capital expenditures, strategic acquisitions and investments. We cannot assure you that any such actions, if necessary, could be implemented on commercially reasonable terms or at all.

Our ability to successfully attract in-game advertisers depends on our ability to design an attractive advertising model that retains players.

While the vast majority of our revenues are generated by in-game purchases, a portion of our revenues are generated from the sale of in-game advertisements. For example, for the years ended December 31, 2025 and 2024, we derived 2.3% and 1.6% of our revenues from in-game advertising, respectively. If we are unable to attract and maintain a sufficient player base or otherwise fail to offer attractive in-game advertising models, advertisers may not be interested in purchasing such advertisements in our games, which could adversely affect our revenues from in-game advertising. Alternatively, if our advertising inventory is unavailable and the demand exceeds the supply, this limits our ability to generate further revenues from in-game advertising, particularly during peak hours and in key geographies. Further, a full inventory may divert advertisers from seeking to obtain advertising inventory from us in the future, and thus deprive us of potential future in-game advertising revenues. This could have a material adverse effect on our reputation and our business, financial condition and results of operations.

In addition, if we include in-game advertising in our games that players view as excessive, such advertising may materially detract from players' gaming experiences, thereby creating player dissatisfaction, which may cause us to lose players and revenues, and negatively affect the in-game experience for players making purchases of virtual items in our games.

Changes to digital platforms' rules, including those relating to "loot boxes," or the potential adoption of regulations or legislation impacting loot boxes, could require us to make changes to some of our games' economies or design, which could negatively impact the monetization of these games reducing our revenues.

Apple's and Google's terms of service require publishers of applications that include "loot boxes" to disclose the odds of receiving each type of item within each loot box to customers prior to purchase. Loot boxes are a commonly used monetization technique in free-to-play mobile games in which a player can acquire a virtual loot box, but the player does not know which virtual item(s) he or she will receive (which may be a common, rare or extremely rare item, and may be a duplicate of an item the player already has in his or her inventory) until the loot box is opened. The player will always receive one or more virtual items when he or she opens the loot box.

Each of Apple, Google and Facebook are defendants in class action lawsuits alleging, among other things, that social casino-themed games offered through their respective platforms constitute illegal gambling and in addition to seeking monetary damages, the plaintiffs are also seeking that the platforms remove access to the social casino-themed games. These litigations are still ongoing.

In the event that platform providers such as Apple, Google, or Facebook change their developer terms of service to include more onerous requirements or if any of our platform providers were to prohibit the use of loot boxes in games distributed on its digital platform, we would be required to redesign the economies of the affected games in order to continue distribution on the impacted platforms, which would likely cause a decline in the revenues generated from these games and require us to incur additional costs.

In addition, there are numerous ongoing academic, political and regulatory discussions in the United States, Europe, Australia, Brazil, and other jurisdictions regarding whether certain game mechanics, such as loot boxes, should be subject to a higher level or different type of regulation than other game genres or mechanics to protect consumers, in particular minors and persons susceptible to addiction, and, if so, what such regulation should include. Additionally, loot box game mechanics have in recent history been the subject of increased focus by the Federal Trade Commission, or FTC, which released a staff perspective highlighting issues raised at a public workshop on loot boxes and encouraged the industry to continue efforts to provide clear and meaningful information to consumers about in-game loot box and related microtransactions. The FTC continues to monitor developments surrounding loot boxes and may take steps to prevent what it views as unfair or deceptive practices. For example, in January 2025 the FTC announced a major enforcement action against a game developer for the sale

of loot boxes to children and teens without verifiable parental consent. The complaint was settled with the developer having to, among other things, agree to enter into a ten-year compliance monitoring program and pay a fine of $20 million. Previously, after the United Kingdom's Department for Digital, Culture, Media and Sport launched a call for evidence into the impact of loot boxes on in-game spending and gambling-like behavior in connection with the UK government's review of the 2005 Gambling Act (the principal gambling regulation in the United Kingdom), the UK government issued a conclusion to the call for evidence and while it did not call for paid loot boxes to be deemed gambling, it called for companies within the industry to engage in self-regulation, including taking actions to protect children and their ability to access and purchase loot boxes. As a result, the trade body, UK Interactive Entertainment, published industry guiding principles on loot boxes which were designed to address the concerns raised by the government. Similar activity relating to loot boxes has also occurred elsewhere in the EU. For instance, the Dutch courts initially ruled FIFA loot boxes violated gambling laws, but the highest court overturned the ruling in 2022. Since 2023, the Dutch Minister of Economic Affairs has pushed for an EU-wide ban on loot boxes, reaffirming in 2024 his intent to include it in the Digital Fairness Act. The Digital Fairness Act will focus on strengthening consumer protections including in regard to the use of dark patterns with the first set of proposals under the Act expected to be released by end of 2026, although the scope and timing remain uncertain.

It is possible that other courts or regulatory agencies could adopt similarly broad definitions of prize, as has been the case in Belgium. See "*Business—Government Regulation*." In Australia, the Guidelines for the Classification of Computer Games 2023 limit games containing 'simulated gambling' features to adults 18 and over, and require games that do not contain simulated gambling, but which contain loot boxes, to be rated M (Mature), meaning they are only suitable for players aged 15 and over. For legislation regarding protection of minors, see "*Risk Factors— Risks Related to Our Information Technology and Data Security*." Data privacy and security laws and regulations in the jurisdictions in which we do business continue to increase the cost of our operations and could subject us to possible sanctions, civil lawsuits (including class action or similar representative lawsuits) and other penalties; such laws and regulations are continually evolving. Our platform and service providers' actual or perceived failure to comply with these laws and regulations could also harm our business.

In some of our games, certain mechanics may be deemed to be loot boxes. Various jurisdictions have established regulations regarding these mechanics. For instance, the UK Principles, and South Korea's Game Industry Promotion Act, mandate that we disclose the odds and the presence of loot boxes in our games. New regulations by the FTC, U.S. states or other international jurisdictions, which may vary significantly across jurisdictions and which we may be required to comply with, could require that these game mechanics be modified or removed from games, increase the costs of operating our games due to disclosure or other regulatory requirements, impact player engagement and monetization, or otherwise harm our business performance. It is difficult to predict how existing or new laws may be applied to these or similar game mechanics. If we become liable under these laws or regulations, we could be directly harmed, and we may be forced to implement new measures to reduce our exposure to this liability. This may require us to expend substantial resources or to modify our games, which would harm our business, financial condition and results of operations. In addition, the increased attention focused upon liability issues as a result of lawsuits and legislative proposals could harm our reputation or otherwise impact the growth of our business. Any costs incurred as a result of this potential liability could harm our business, financial condition or results of operations.

Legal or regulatory restrictions could adversely impact our business and limit the growth of our operations.

There is significant opposition in some jurisdictions to social gaming, including social casino-themed games. The World Health Organization includes "gaming disorder" as an International Classification of Diseases, defining the disorder as a pattern of behavior characterized by impaired control over gaming and an increase in the priority of gaming over other interests and daily activities. Some states or countries have anti-gaming groups that specifically target social casino-themed games. Such opposition could lead these jurisdictions to adopt legislation or impose a regulatory framework to govern interactive social gaming or social casino-themed games specifically. These could result in a prohibition on interactive social gaming or social casino-themed games altogether, restrict our ability to advertise our games, or substantially increase our costs to comply with these regulations, all of which could have an adverse effect on our results of operations, cash flows and financial condition. We cannot predict the likelihood, timing, scope or terms of any such legislation or regulation or the extent to which they may affect our business. In December 2025, access to the Slotomania.com domain was blocked in Ukraine pursuant to an order issued by a national communications authority, which classified the domain among restricted

casino-related internet resources. This restriction affected access to our direct-to-consumer website but not to platforms such as Apple or Google.

The U.S. Court of Appeals for the Ninth Circuit decided that a social casino-themed game produced by one of our competitors should be considered illegal gambling under Washington state law. Similar lawsuits and arbitration proceedings have been filed against other defendants, including us. For example, in April 2018, a putative class action lawsuit was filed in federal district court in Washington alleging substantially the same causes of action against our social casino-themed games. In August 2020, we entered into a settlement agreement to settle this matter, which was approved by the court in February 2021. In January 2025, the Washington State Gambling Commission (WSGC) issued a public memo referencing the Ninth Circuit ruling and another federal district court ruling on the subject. The memo warned that games of chance involving virtual currency are likely to be classified as illegal gambling under Washington law. It also encouraged companies offering virtual casino-style games to Washington residents to review their games and ensure compliance with state gambling regulations.

In the United States, we have several pending lawsuits and arbitrations alleging that our social casino-themed games constitute illegal gambling under applicable state laws and seeking to recover amounts paid by the residents of the applicable state in connection with such games. On February 3, 2026, the Attorney General of the State of Washington initiated a similar lawsuit against the Company alleging that certain of our games violate state gambling and consumer protection laws. See "—*Legal proceedings may materially adversely affect our business and our results of operations, cash flows and financial condition" and "Business—Legal Proceedings*".

In 2018, sixteen gambling regulators signed a declaration expressing concern over the blurring of lines between gambling and video game products, including social casino-themed gaming. The regulators committed to work together to analyze the characteristics of video games and social gaming, and to engage in an informed dialogue with the video game and social gaming industries to ensure the appropriate and efficient implementation of applicable laws and regulations. The regulators also indicated they would work closely with their consumer protection enforcement agencies. In 2019, the regulators presented their conclusions and encouraged national consumer protection authorities to continue to be involved in the debate over the blurring of lines between gambling and video game products, while recognizing that ultimately whether these activities trigger the implementation of gambling regulation would depend on each nation's gambling definition. Many other similar cases have been filed in the United States related to allegations regarding legality of loot boxes and purported gambling within video games products. For example, since 2020, there have been many cases filed against social casino-themed game developers, or our third-party platform providers, alleging that social casino-themed games violate various state's gambling laws, including cases in California, Washington, Mississippi, Alabama, Connecticut, Georgia, New York, Tennessee, Kentucky, Ohio and New Mexico.

In August 2024, a class action complaint was filed in the State of Washington against Dream Games, the developer of the mobile game "Royal Match", alleging that its game violates Washington State gambling laws and consumer protection laws. Generally, in the past, illegal gambling lawsuits in the games industry have focused on certain genres such as slots, poker, bingo, and card games. The inclusion of a "Match 3" puzzle game such as "Royal Match" in these legal actions represented an expansion of these types of cases. In December 2025, a similar class action complaint was filed in the State of Washington against SuperPlay Ltd. alleging that *Dice Dreams*, a "Luck Battle" game, violates Washington State gambling laws and consumer protection laws. If the expansion of these types of cases beyond social casino-themed games and broadly into casual games continues, it could materially adversely impact our casual games and our results of operations.

See "*—Legal proceedings may materially adversely affect our business and our results of operations, cash flows and financial condition*" and "*Business—Legal Proceedings*.".

We cannot predict the likelihood, timing, scope or terms of any actions taken by any regulatory body, nor can we predict the outcome of any litigation arising, as a result of any such action.

Consumer protection concerns regarding games such as ours have been raised in the past and may again be raised in the future. These concerns include: (i) whether social casino-themed games may be shown to serve as a gateway for adolescents to real money gambling; (ii) methods to limit the ability of children to make in-game purchases, and (iii) a concern that mobile game companies are using big data and advanced technology to predict and target "vulnerable" users who may spend

significant time and money on mobile games in lieu of other activities. This has resulted in governmental action against another gaming company. In December 2022, Epic Games and the U.S. Federal Trade Commission, or the FTC, announced a settlement, in which Epic Games agreed to pay a $245 million to the FTC relating to in-game purchases in Epic Game's popular Fortnite game. Such concerns could lead to increased scrutiny over the manner in which our games are designed, developed, distributed and presented.

We cannot predict the likelihood, timing or scope of any of these concerns reaching a level that will impact our business, or whether we would suffer any adverse impacts to our results of operations, cash flows and financial condition.

Additionally, new laws and regulations, or new interpretations or applications of existing laws and regulations in a manner inconsistent with our practices, have restricted, and may continue to restrict, our games, limit our ability to pursue certain business models or AI-enabled functionalities, require us to incur substantial costs, expose us to civil or criminal liability, or cause us to change our business practices. These laws and regulations are evolving and involve matters relating to our business, including, among others, online safety regulations such as the EU Digital Services Act, requiring a yearly transparency report, the UK Online Safety Act, requiring all in scope services to complete, at least once a year, a number of risk assessments, and the Australia Online Safety Act, competition laws such as the EU Digital Markets Act, consumer protection laws such as Australia's Guidelines for the Classification of Computer Games 2023, the EU's New Deal for Consumers, EU's Digital Fairness Act, advertising laws such as the UK's CAP Code, whistleblowing laws, such as the EU Whistleblower Directive, and artificial intelligence regulations such as the EU Artificial Intelligence Act and various U.S. state-level legislation, which could result in monetary penalties and create a range of new compliance obligations.

Legal and regulatory restrictions on the use of incentivized marketing may negatively impact our business or results of operations.

Within the mobile games industry there has been an increase in recent years in the use of a user acquisition channel called incentivized marketing. Incentivized marketing offers generally involve third-party marketing companies promoting mobile games and offering an incentive to the players, such as gift cards or real money or in-app currency, for certain actions, such as downloading a game, completing consumer surveys or reaching certain milestones in a game. We have incorporated the use of incentivized marketing and, in 2024, this channel accounted for over fifty percent of the user acquisition activity within certain of our games. Incentivized marketing is also used heavily by our recently acquired subsidiary, SuperPlay Ltd.

While we believe our use of incentivized marketing to be a legally permissible promotional activity, there are increasing legal requirements and restrictions relating to such and if the use of incentivized marketing were deemed to affect the legality of our games, we may be required to restructure our marketing activities in a manner that could impair our revenues or reduce the effectiveness of our marketing expenses. We may also be subject to enforcement actions by federal or state regulators, as well as private litigation, which could materially affect our business and results of operations.

Legal proceedings may materially adversely affect our business and our results of operations, cash flows and financial condition.

We have been party to, are currently party to, and in the future may become subject to additional legal proceedings in the operation of our business, including, but not limited to, with respect to consumer protection, gambling-related matters, securities laws matters, employee matters, alleged service and system malfunctions, alleged intellectual property infringement and claims relating to our contracts, licenses and strategic investments.

See "*Business—Legal Proceedings*." Any litigation could subject us to substantial costs, divert resources and the attention of management from our business and harm our business, results of operations, financial condition and reputation. These factors may materially and adversely affect the market price of our common stock.

Furthermore, our games may be implicated in lawsuits where we are not the named defendants. For example, plaintiffs in several U.S. states have previously sued Apple and/or Google alleging that the platforms violated state gambling laws by allowing the plaintiffs to download and play social casino-themed games, including certain of our social casino-themed games. The issue continues to be litigated and these lawsuits, or similar suits in the future, could cause Google, Apple, or other third-party platform providers to deny our slot, bingo and poker themed games access to their platforms or the platforms

could seek to pass on liability, including defense costs, for these suits to us under the indemnity provisions in our agreements with such platforms, which could have a material adverse effect on our results of operations, cash flows, or financial condition.

Additional legal proceedings targeting our games and claiming violations of state, federal or foreign laws could occur, based on the unique and particular laws of each jurisdiction, particularly as litigation claims and regulations continue to evolve. We cannot predict the outcome of any legal proceedings to which we may be a party, any of which could have a material adverse effect on our results of operations, cash flows or financial condition.

We rely on a limited number of geographies for a significant portion of our revenues.

Although we have players across the globe, we derive a significant portion of our revenues from a limited number of countries and are dependent on access to those markets. For example, for the year ended December 31, 2025, 63.2% of our revenues were derived from users located in the United States and 93.2% from users located in the United States, Canada, Europe and Australia. Our ability to retain paying players depends on our success in these geographies, and if we were to lose access to these markets or experience a decline in players in these geographies for any reason, it would have a material adverse effect on our business, financial condition and results of operations. For example, the pending lawsuit involving the Attorney General of the State of Washington seeks, among other things, to prevent our social casino-themed and bingo-themed games from being available to play in the State of Washington and if we are unable to successfully defend against this action we could lose access to the State of Washington for certain of our games.

If general economic conditions decline, demand for our games could decline. In addition, our business is vulnerable to changing economic conditions and to other factors that adversely affect the gaming industry, which could negatively impact our business.

In-game purchases involve discretionary spending on the part of consumers. Consumers are generally more willing to make discretionary purchases, including purchases of games and services like ours, during periods in which favorable economic conditions prevail. As a result, our games may be sensitive to general economic conditions and economic cycles. A reduction or shift in domestic or international consumer spending could result in an increase in our marketing and promotional expenses, in an effort to offset that reduction, and could negatively impact our business. Discretionary spending on entertainment activities could further decline for reasons beyond our control, such as natural disasters, acts of war, pandemics, terrorism, transportation disruptions, climate change or the results of adverse weather conditions. Additionally, disposable income available for discretionary spending may be reduced by unemployment, higher housing, energy, interest, or other costs, or where the actual or perceived wealth of customers has decreased because of circumstances such as lower residential real estate values, increased foreclosure rates, inflation, increased tax rates, or other economic disruptions. Moreover, during periods of increased inflation, such as the period between 2021 and 2023 in the United States, rising costs for essentials like gasoline, home heating and cooling fuels, housing and groceries, are likely to reduce household spending on the types of discretionary entertainment we offer and may limit our ability to forecast future demand for our games. Any prolonged or significant decrease in consumer spending on entertainment activities could result in reduced play levels and decreased spending on our games, and could adversely impact our results of operations, cash flows and financial condition. The Company's total revenues increased by 8.1% during 2025, with revenues from our social casino-themed games portfolio declining by 23.2%. In particular, total revenues from *Slotomania* declined by 35.7% during 2025 which we believe to have underperformed other top social casino-themed games over the same period. If the larger mobile games industry or other subsets of that industry in which we operate, such as social casino-themed games, decline or continue to decline and our revenues decline or continue to decline faster than the industry, it could have a material adverse effect on our business, financial condition and results of operations.

Our systems and operations are vulnerable to damage or interruption from natural disasters, power losses, telecommunications failures, cyber-attacks, terrorist attacks, acts of war, human errors, break-ins and similar events.

We have in the past and may continue to experience disruption as a result of catastrophic events. For example, we previously maintained offices in Crimea, but were forced to close and relocate our personnel in Crimea as a result of Crimea's annexation by Russia in 2014. In addition, we previously maintained a development center in Belarus but decided to close and relocate our personnel in Belarus due to the challenging operating environment caused by sanctions and export controls

that resulted from the Russian invasion of Ukraine in 2022. Additionally, our primary offices are located in Israel and we have a large office in Ukraine, and are therefore subject to a heightened risk of military and political instability. For more information on risks related to our operations in Israel, see "*—We have offices and other significant operations located in Israel, and, therefore, our results may be adversely affected by political, economic and military instability in Israel, including the ongoing war in Israel*." For more information on risks related to our operations in Ukraine, see "*—Our operations may be adversely affected by ongoing developments in Ukraine, Georgia, Romania or Poland*."

In the occurrence of a catastrophic event, including a global pandemic like the COVID-19 pandemic or the consequences of climate change, we may be unable to continue our operations and may endure system interruptions, reputational harm, delays in application development, lengthy interruptions in our services, breaches of data security and loss of critical data, such as player, customer and billing data as well as intellectual property rights, software versions or other relevant data regarding operations, and there can be no assurances that our insurance policies will be sufficient to compensate us for any resulting losses, which could have a material adverse effect on our business, financial condition and results of operations.

We primarily rely on skilled employees with creative and technical backgrounds. The loss of one or more of our key employees, or our failure to attract and retain other highly qualified employees in the future, or any labor disputes, could significantly harm our business.

We primarily rely on our highly skilled, technically trained and creative employees to develop new technologies and create innovative content for our games. Such employees, particularly game designers, engineers and project managers with desirable skill sets are in high demand, and we devote significant resources to identifying, hiring, training, successfully integrating and retaining these employees. We have historically hired a number of key personnel through acquisitions, and as competition with several other game companies increases, we may incur significant expenses in continuing this practice. The loss of employees or the inability to hire additional skilled employees as necessary could result in significant disruptions to our business, and the integration of replacement personnel could be time-consuming and expensive and cause additional disruptions to our business. In addition, the Company has experienced several rounds of layoffs in the recent past, highlighted by the significant reduction in workforce that was announced in January 2026, which could negatively affect its reputation and its ability to recruit new employees in the future. Any future layoffs could similarly harm the Company's reputation and hinder its recruitment efforts. Layoffs could also result in a significant loss of institutional knowledge and operational capacity potentially harming the Company's ability to execute against its strategic initiatives. For example, the most recently announced reduction in workforce was part of a larger adjustment to the Company's cost structure and reallocation of resources within its portfolio of games. While the Company expects to reinvest a portion of the resulting expense reductions to advance growth initiatives, the reduction in employees is also expected to result in reductions in new feature development and promotion activity and delays in feature launches in various studios.

We are highly dependent on the continued services and performance of our key personnel, including, in particular Robert Antokol, our co-founder, Chief Executive Officer and Chairperson of our board of directors, and our other executive officers and senior management team. In particular, Mr. Antokol oversees our company and provides leadership for our growth and business strategy. Moreover, our success is highly dependent on the abilities of Mr. Antokol's decision making process with regards to the day-to-day and ongoing needs of our business, as well as his understanding of our company as the co-founder of Playtika. Although we have entered into an employment agreement with Mr. Antokol, the agreement has no specific duration and he can terminate his employment at any time, subject to certain agreed notice periods and post-termination restrictive covenants. We do not maintain key-man insurance for Mr. Antokol or any other executive officer or member of our senior management team.

In addition, our games are created, developed, enhanced and supported in our in-house game studios. The loss of key game studio personnel, including members of management as well as key engineering, game development, artists, product, marketing and sales personnel, could disrupt our current games, delay new game development or game enhancements, and decrease player retention, which could have a material adverse effect on our business, financial condition and results of operation.

Additionally, a significant portion of our key roles are based in Israel. The mobile games industry in Israel is relatively small, leading to high competition for skilled professionals. We cannot guarantee we can consistently attract the necessary personnel to maintain our competitive position. In particular, we expect to face significant competition from other companies in hiring

such personnel, which may force us to seek and recruit well-qualified staff in multiple international jurisdictions. Furthermore, our competitors may lure away our existing personnel by offering them employment terms that our personnel view as more favorable. As we mature, the incentives to attract, retain and motivate our staff provided by our equity awards or by future arrangements, such as through cash bonuses, may not be as effective as in the past. In addition, disputes with employees or works council or other campaigns involving our employees could adversely affect our business. If we do not succeed in attracting, hiring and integrating excellent personnel, or retaining and motivating existing personnel, we may be unable to grow effectively.

We track certain performance metrics with internal and third-party tools and do not independently verify such metrics. Certain of our performance metrics are subject to inherent challenges in measurement, and real or perceived inaccuracies in such metrics may harm our reputation and adversely affect our business.

We track certain performance metrics, including the number of active and paying players of our games using a combination of internal and third-party analytics tools, including such tools provided by Apple, Facebook and Google. Our performance metrics tools have a number of limitations (including limitations placed on third-party tools, which are subject to change unilaterally by the relevant third parties) and our methodologies for tracking these metrics or access to these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we report. If the internal or external tools we use to track these metrics undercount or over-count performance or contain technical errors, the data we report may not be accurate, and we may not be able to detect such inaccuracies, particularly with respect to third-party analytics tools. In addition, limitations or errors with respect to how we measure data (or how third parties present that data to us) may affect our understanding of certain details of our business, which could affect our long-term strategies. We also may not have access to comparable quality data for games we acquire with respect to periods before integration, which may impact our ability to rely on such data. Furthermore, such limitations or errors could cause players, analysts or business partners to view our performance metrics as unreliable or inaccurate. If our performance metrics are not accurate representations of our business, player base or traffic levels, if we discover material inaccuracies in our metrics or if the metrics we rely on to track our performance do not provide an accurate measurement of our business or otherwise change, our reputation may be harmed and our business, prospects, financial condition and results of operations could be materially and adversely affected.

Our business depends on our ability to collect and use data to deliver relevant content and advertisements, and any limitation on the collection and use of this data could cause us to lose revenues.

When our players use our games, we may collect both personally identifiable and non-personally identifiable data about the player. Often, we use some of this data to provide a better experience for the player by delivering relevant content and advertisements. Our players may decide not to allow us to collect some or all of this data or may limit our use of this data. Any limitation on our ability to collect data about players and game interactions would likely make it more difficult for us to deliver targeted content and advertisements to our players as well as the overall gaming experience. Interruptions, failures or defects in our data collection, analysis and storage systems, as well as privacy concerns and regulatory restrictions regarding the collection of data, could also limit our ability to aggregate and analyze player data. If that happens, we may not be able to successfully adapt to player preferences to improve and enhance our games, retain existing players and maintain the popularity of our games, which could cause our business, financial condition, or results of operations to suffer.

Additionally, Internet-connected devices and operating systems controlled by third parties increasingly contain features that allow device users to disable functionality that allows for the delivery of advertising on their devices, including through Apple’s Identifier for Advertising, or IDFA, or Google’s Advertising ID, or GAID, for Android devices. Device and browser manufacturers may include or expand these features as part of their standard device specifications. For example, when Apple announced that UDID, a standard device identifier used in some applications, was being superseded and would no longer be supported, application developers were required to update their apps to utilize alternative device identifiers such as universally unique identifier, or, more recently, IDFA, which simplifies the process for Apple users to opt out of behavioral targeting. If players elect to utilize the opt-out mechanisms in greater numbers, our ability to deliver effective advertisements would suffer, which could adversely affect our revenues from in-game advertising.

We compete with other forms of leisure activities, and a failure to successfully compete with such activities could have a material adverse effect on our business, financial condition and results of operations.

We face competition for leisure time, attention and discretionary spending of our players. Other forms of entertainment, such as offline, traditional online, personal computer and console games, television, movies, sports and the internet, together represent much larger or more well-established markets and may be perceived by our players to offer greater variety, affordability, interactivity and enjoyment. Consumer tastes and preferences for leisure time activities are also subject to sudden or unpredictable change on account of new innovations, developments or product launches. If consumers do not find our games to be compelling or if other existing or new leisure time activities are perceived by our players to offer greater variety, affordability, interactivity and overall enjoyment, our business could be materially and adversely affected.

Our revenue growth rate and financial performance in prior periods may not be indicative of future performance, and our revenue growth rates may decline or our revenue may decline in the future compared to prior periods.

Although we experienced strong growth in our first year as a public company, our growth rate moderated in 2022 and our revenue has experienced fluctuations in recent years, with total revenues increasing 8.1% year-over-year in 2025, decreasing 0.7% year-over-year in 2024 and decreasing 1.9% year-over-year in 2023. As we continue to operate and work to grow our business, our revenue growth rates may decline or our revenue may decline compared to prior fiscal years due to a number of reasons, which may include a decrease in the growth of our overall market or market saturation, slowing demand for our games, our inability to continue to acquire games or game studios, and our inability to capitalize on growth opportunities. In addition, our growth rates may experience increased volatility due to global societal and economic disruption, such as those related to global conflicts.

Our business may suffer if we do not successfully manage our future growth.

We intend to continue to expand the scope of the games we provide. Any future growth, particularly to the extent that we experience rapid growth, will likely place significant demands on our management and operations. Our success in managing our growth will depend, to a significant degree, on the ability of our executive officers and other members of senior management to operate effectively, and on our ability to improve and develop our financial and management information systems, controls and procedures. Further, we have grown our business in part by acquiring and integrating complementary businesses and our continued growth will depend to some degree on our continuing ability to find additional commercially viable strategic acquisitions or expanding our internal development.

If we fail to maintain an effective system of internal controls, we might not be able to report our financial results accurately or prevent fraud; in that case, our stockholders could lose confidence in our financial reporting, which could negatively impact the price of our stock.

We are subject to the periodic reporting requirements of the Exchange Act. Effective internal controls are necessary for us to provide reliable financial reports and prevent fraud. We believe that any disclosure controls and procedures, no matter how well-conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements due to error or fraud may occur and not be detected.

In addition, Section 404 of the Sarbanes-Oxley Act of 2002 requires us to evaluate the report on our internal control over financial reporting. Section 404 of the Sarbanes-Oxley Act of 2002 also requires our independent registered public accounting firm to attest to our evaluation. The process of implementing our internal controls and complying with Section 404 is and will be expensive and time-consuming and will require significant attention of management. We cannot be certain that these measures will ensure that we implement and maintain adequate controls over our financial processes and reporting in the future. Even if we conclude, and our independent registered public accounting firm concurs, that our internal control over financial reporting provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, because of its inherent limitations, internal control over financial reporting may not prevent or detect fraud or misstatements. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our results of operations or cause us to fail to meet our reporting obligations. If we or our independent registered public accounting firm

discover a material weakness in our internal control, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in our financial statements and harm our stock price. In addition, a delay in compliance with Section 404 could subject us to a variety of administrative sanctions, including ineligibility for short form resale registration, action by the SEC, the suspension or delisting of our common stock from and the inability of registered broker-dealers to make a market in our common stock, which would further reduce our stock price and could harm our business.

We may require additional capital to meet our financial obligations and support business growth, and this capital may not be available on acceptable terms or at all.

Based on our current plans and market conditions, we believe that cash flows generated from our operations, together with the cash on our balance sheet and the borrowing capacity under our Revolving Credit Facility, will be sufficient to satisfy our anticipated cash requirements in the ordinary course of business for the foreseeable future. It is important to note, however, that our Revolving Credit Facility expires in March 2027 and, if we are unable to refinance or extend our Revolving Credit Facility, it is possible that we will not have adequate cash to make the earnout payments from the acquisition of SuperPlay Ltd., particularly if the earnout payments exceed our estimates. We also intend to continue to make significant investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new games and features or enhance our existing games, improve our operating infrastructure or acquire complementary businesses, personnel and technologies, or if we decide to return free cash flow to shareholders as we did, for example, through the $600 million self-tender in the fall of 2022, through the payment of dividends or through the repurchase of our stock. Accordingly, we may need to engage in equity or debt financings in addition to our Revolving Credit Facility to secure additional funds. If we raise additional funds through future issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing we secure in the future could include restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. We may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly impaired, and our business may be harmed.

We may not be able to maintain adequate insurance, and our insurance may not provide adequate levels of coverage against claims.

We believe that we maintain insurance customary for businesses of our size and type. However, there are types of losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure. Moreover, any loss incurred could exceed policy limits and policy payments made to us may not be made on a timely basis.

In June 2024, our general liability carrier declined to renew our policy due to cited industry concerns. Although we were able to obtain replacement coverage on comparable terms, it is possible that additional insurance carriers decide not to insure mobile games companies or significantly increase the costs for insurance to companies in our business.

Changes in tax laws, tax rates or tax rulings, or the examination of our tax positions, could materially affect our financial condition, effective tax rate, future profitability and results of operations.

Tax laws are dynamic and subject to change as new laws are passed and new interpretations of the law are issued or applied. Our existing corporate structure and intercompany arrangements have been implemented in a manner we believe is in compliance with current prevailing tax laws. However, the tax benefits that we take advantage of could be undermined due to changing tax laws, both in the United States and in other applicable jurisdictions, including Israel. In addition, the taxing authorities in the United States and other jurisdictions where we do business regularly examine income and other tax returns and we are currently under exam in several jurisdictions, including the United States and Israel. We expect that tax authorities may continue to examine our income and other tax returns in the future. The ultimate outcome of these examinations cannot be predicted with certainty.

We believe that our Israeli subsidiaries are eligible for certain tax benefits provided to a Preferred Technology Enterprise (PTE) or Special Preferred Technology Enterprise (SPTE) under the Israeli Law for the Encouragement of Capital

Investments, 1959, or 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 under the PTE/SPTE regime, our Israeli subsidiaries must continue to meet certain conditions stipulated in the Investment Law and its regulations, as amended. If our Israeli subsidiaries were to fail to continue to meet such conditions, then our Israeli subsidiaries would not be eligible for such tax benefits and our Israeli taxable income would be subject to regular Israeli corporate tax rates. Additionally, if our Israeli subsidiaries increase their activities outside of Israel through acquisitions, their expanded activities might not be eligible for inclusion in future Israeli tax benefit programs which could increase our costs and taxes.

The Company believes that it is reasonably possible that the total amount of tax benefits that we are not able to recognize may increase significantly as a result of the open examination in Israel for the tax years ended 2017 through 2024. Should those tax positions not be fully sustained under examination, an acceleration of material income taxes payable, including interest and penalties, could occur. As a result, cash required for payments of income taxes, interest and penalties could be material in the period in which such determination is made. In addition, if such tax positions are not fully sustained, it could have an impact on our ability to take advantage of certain tax benefits associated with the PTE/SPTE regime in the future. We are currently disputing warrants issued from the Israel Tax Authority with respect to tax years 2017-2021. See "*Business—Legal Proceedings*." We are unable to predict the ultimate outcome of resolution of these disputes, and it is possible that they could have a material effect on our effective tax rate, financial condition, results of operations and cash flows in future periods.

Our effective tax rate for 2025 was (19.3)% compared with 42.2% for 2024. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Taxes on Income." In general, changes in applicable U.S. federal and state and foreign tax laws and regulations, or their interpretation and application, including the possibility of retroactive effect, could affect our tax expense. Taxing authorities in many jurisdictions in which we operate may propose changes to their tax laws and regulations in response to, among other things, evolving global tax landscapes. These potential changes could have a material impact on our effective tax rate, long-term tax planning and financial results.

Transfer pricing adjustments by tax authorities, potential double taxation in multiple jurisdictions and tax treaty uncertainties could materially affect our financial condition, effective tax rate, future profitability and results of operations.

The Company has gross unrecognized tax benefit liabilities and gross offsetting tax benefits in multiple jurisdictions associated with potential transfer pricing adjustments. It is possible that certain taxing authorities could examine the Company's operating structure, including any operational shifts between jurisdictions, and the Company's historical transfer pricing methodologies and propose an adjustment that would result in additional tax expense. While tax treaties exist between various countries that reduce the risk of double taxation, in the event of an examination targeting our transfer pricing methodologies, there is a risk that the negotiation between these respective countries' taxing authorities does not align with the Company's expectation, therefore resulting in more net tax expense than what is estimated.

While we believe that our reserves are adequate to cover reasonably expected tax risks, there can be no assurance that, in all instances, an issue raised by a tax authority will be resolved at a financial cost that does not exceed our related reserve and such resolution could have a material effect on our effective tax rate, financial condition, results of operations and cash flows in future periods.

Global tax reform initiatives that impose a global tax on multinational enterprises, could materially affect our financial condition, effective tax rate, long-term tax planning, future profitability and results of operations.

Over the past several years, the Organization for Economic Co-operation and Development ("OECD") has led the Base Erosion and Profit Shifting ("BEPS") Project, aimed at fundamentally reforming aspects of the international corporate tax framework applicable to multinational enterprise ("MNE") groups. In October 2021, the OECD/G20 Inclusive Framework on BEPS released an agreed statement setting out the key design elements of a two-pillar solution to address the tax challenges arising from the digitalization and globalization of the economy.

Pillar One is intended to reallocate a portion of residual profits of the largest and most profitable MNEs—generally those with annual global revenue exceeding €20 billion and profitability above a 10% margin—to market jurisdictions, irrespective of physical presence.

Pillar Two, implemented through the Global Anti-Base Erosion ("GloBE") Rules, introduces a global minimum effective tax rate of 15% for MNE groups with consolidated annual revenue of at least €750 million. The GloBE Rules operate primarily through the Income Inclusion Rule ("IIR") and the Undertaxed Profits Rule ("UTPR"), which together are designed to ensure that low-taxed income is subject to a minimum level of taxation on a jurisdictional basis. In addition, jurisdictions may introduce a Qualified Domestic Minimum Top-Up Tax ("QDMTT") to impose top-up tax locally and thereby reduce or eliminate the application of foreign IIRs or UTPRs with respect to domestic profits.

As of 2025, various IIRs, UTPRs and QDMTTs are effective or expected to become effective in certain, but not all, of the jurisdictions in which the Company operates, including Israel, where a QDMTT was enacted with effect for fiscal years beginning on or after January 1, 2026. The Company continues to assess the potential impact of the Pillar Two framework on future reporting periods, taking into account ongoing OECD guidance, jurisdiction-specific legislative developments, and the interaction between domestic minimum taxes and foreign top-up tax rules. The ultimate impact of Pillar Two will depend on the scope, timing and manner of adoption across relevant jurisdictions. Accordingly, the Company cannot at this stage reliably predict the full effect of these developments, which may have a material impact on its corporate income tax expense and global effective tax rate in future periods.

We could be required to collect additional sales taxes or be subject to other tax liabilities on past sales.

One or more U.S. states or countries may seek to impose incremental or new sales taxes, value added taxes or other tax collection obligations on us. While we generally are not responsible for taxes generated on games accessed and operated through third-party platforms, we are responsible for collecting and remitting applicable sales, value added or other similar taxes for revenue generated on games accessed and operated on our own platforms. Historically, we paid taxes on revenue generated from games accessed on our own platforms in U.S. states where we had a sufficient physical presence or "nexus" based on the location of our U.S. offices and servers. However, there is uncertainty as to what constitutes sufficient physical presence or nexus for a U.S. state to levy taxes, fees and surcharges for sales made over the internet. Furthermore, an increasing number of U.S. states have considered or adopted laws that attempt to impose tax collection obligations on out-of-state companies. This is also the case in respect of the European Union, where value added taxes may be imposed on non-European Union companies making digital sales to consumers within the European Union. Additionally, the Supreme Court of the United States ruled in *South Dakota v. Wayfair, Inc. et al*, or *Wayfair*, that online sellers can be required to collect sales and use tax despite not having a physical presence in the state of the customer. In response to *Wayfair*, or otherwise, U.S. states or local governments may adopt, or begin to enforce, laws requiring us to calculate, collect and remit taxes on sales in their jurisdictions. As a result of the above, we are continuing to work with various jurisdictions to comply with filing requirements associated with our activities that have given rise to sales, use, value added taxes and any other taxes in additional states or jurisdictions in which we historically have not registered to collect and remit taxes. A successful assertion by one or more taxing jurisdictions requiring us to collect taxes where we presently do not do so, or to collect more taxes in jurisdictions in which we currently collect some taxes, could result in substantial liabilities, including taxes on past sales, as well as interest and penalties, and could create significant administrative burdens for us or otherwise harm our business.

We may be limited in our ability to utilize, or may not be able to utilize, net operating loss carryforwards to reduce our future tax liability.

As of December 31, 2024, we have net operating loss carryforwards in certain jurisdictions, including Israel and Finland of $258.9 million and $43.8 million, respectively. The net operating losses in Israel are carried forward indefinitely. The net operating losses in Finland expire from 2031 through 2035. We believe it is more likely than not that the benefit from certain net operating loss carryforwards will not be realized and as such, we have provided a valuation allowance on $123.8 million of net operating losses. If we are unable to utilize our net operating loss carryforwards to realize the benefit at the currently valued benefit amount it could increase our effective tax rate and cash tax payments and adversely affect our cash flows.

We are a "controlled company" under the corporate governance rules of Nasdaq and, as a result, qualify for, and may rely on, exemptions from certain corporate governance requirements. If we rely on the exemptions available to a

"controlled company" you will not have the same protections afforded to stockholders of companies that are subject to such corporate governance requirements.

Our controlling stockholder, Playtika Holding UK, which is, in turn, indirectly controlled by Yuzhu Shi and his affiliates, continues to control a majority of our outstanding common stock. As a result, we are a "controlled company" within the meaning of the corporate governance standards of the Nasdaq rules. Under these rules, a listed company of which more than 50% of the voting power is held by an individual, group or another company is a "controlled company" and may elect not to comply with certain corporate governance requirements, including:

- the requirement that a majority of its board of directors consist of independent directors;
- the requirement that its director nominations be made, or recommended to the full board of directors, by its independent directors or by a nominations committee that is comprised entirely of independent directors and that it adopts a written charter or board resolution addressing the nominations process; and
- the requirement that it have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities.

While we do not currently rely on the exemptions available to a "controlled company," we may elect to rely on these exemptions in the future. As a result, our board of directors may not have a majority of independent directors, our compensation committee may not consist entirely of independent directors and/or our directors may not be nominated or selected by independent directors. Accordingly, if we elect to rely on these exemptions in the future, you will not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the Nasdaq rules.

Risks Related to Our International Operations and Ownership

We face added business, political, regulatory, operational, financial and economic risks as a result of our operations and distribution in a variety of countries, any of which could increase our costs and hinder our growth.

A significant portion of our operations are outside of the United States, including our principal executive offices in Israel and a large development center in Ukraine. In addition, we generate a significant portion of our revenues from operations outside of the United States. For each of the years ended December 31, 2025 and 2024, we derived approximately 36.8% and 33.3%, respectively, of our revenues from sales to players outside of the United States. Our operations in foreign jurisdictions may subject us to additional risks customarily associated with such operations, including:

- challenges caused by distance, language and cultural differences;
- the complexity of foreign laws, regulations and markets;
- the uncertainty of enforcement of remedies in foreign jurisdictions;
- higher costs associated with doing business internationally;
- the effect of currency exchange rate fluctuations;
- difficulties in staffing and managing international operations;
- the impact of foreign labor laws and disputes;
- the ability to attract and retain key personnel in foreign jurisdictions;
- protectionist laws and business practices that favor local businesses in some countries;
- the economic, tax and regulatory policies of local governments;
- compliance with applicable anti-money laundering, anti-bribery and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act, or the FCPA, and other anti-corruption laws that generally prohibit U.S. persons and companies and their agents from offering, promising, authorizing or making improper payments to foreign government officials for the purpose of obtaining or retaining business;
- limitations on and costs related to the repatriation of funds;
- compliance with applicable sanctions regimes regarding dealings with certain persons or countries;
- restrictions on the export or import of technology or on our ability to operate in those jurisdictions;
- trade and tariff restrictions;
- variations in tariffs, quotas, taxes and other market barriers; and
- difficulties in enforcing intellectual property rights in countries other than the United States.

Certain of these laws also contain provisions that require accurate record keeping and further require companies to devise and maintain an adequate system of internal accounting controls. Although we have policies and controls in place that are designed to ensure compliance with these laws, if those controls are ineffective or an employee or intermediary fails to comply with the applicable regulations and policies or if the design of those policies and controls is incomplete or inadequate, we may be subject to criminal and civil sanctions and other penalties. Any such violation could disrupt our business and adversely affect our reputation, results of operations, cash flows and financial condition. In addition, as we operate and sell internationally, we are subject to the FCPA, and other laws that prohibit improper payments or offers of payments to foreign governments and their officials and political parties and other business entities for the purpose of obtaining or retaining business. While we have attempted to implement safeguards to discourage these practices by our employees, consultants and agents, violations of the FCPA may result in severe criminal or civil sanctions, and we may be subject to other liabilities, which would negatively affect our business, results of operations and financial condition.

Further, our ability to expand successfully in foreign jurisdictions involves other risks, including difficulties in integrating foreign operations, risks associated with entering jurisdictions in which we may have little experience and the day-to-day management of a growing and increasingly geographically diverse company. We may not realize the operating efficiencies, competitive advantages or financial results that we anticipate from our investments in foreign jurisdictions. In addition, our international business operations could be interrupted and negatively affected by terrorist activity, political unrest or other economic or political uncertainties. Moreover, foreign jurisdictions could impose tariffs, quotas, trade barriers and other similar restrictions on our international sales.

Additionally, while we maintain offices in the United States, most of our senior management and employees are located in our international offices, including our offices in Israel, Ukraine and Romania, which subject us to added business, political and economic risks. As of December 31, 2025, we had operations in Austria, Finland, Georgia, Germany, India, Israel, Netherlands, Poland, Romania, Spain, Switzerland, Ukraine, the United Kingdom and the United States. We have in the past and may continue to experience disruption as a result of catastrophic events in the countries in which we operate. For example, in addition to the closure of our development center in Belarus in late 2024, we previously maintained a small office in Crimea, which we were forced to close and relocate as a result of Crimea's annexation by Russia in 2014. For more information on risks related to our operations in Israel, see "*—We have offices and other significant operations located in Israel, and, therefore, our results may be adversely affected by political, economic and military instability in Israel, including the ongoing war in Israel*." For more information on risks related to our operations in Ukraine, Georgia, Romania and Poland, see "*—Our operations may be adversely affected by ongoing developments in Ukraine, Georgia, Romania or Poland*."

We have offices and other significant operations located in Israel, and, therefore, our results may be adversely affected by political, economic and military instability in Israel, including the prolonged state of regional warfare.

While we maintain offices in the United States, we maintain offices and conduct significant operations in Israel, and most of our senior management is based in Israel. In addition, many of our employees and officers are residents of Israel. Accordingly, political, economic and military conditions in Israel directly affect our business. Any hostilities involving Israel or the interruption or curtailment of trade between Israel and its trading partners could adversely affect our business and results of operations. Since the establishment of the State of Israel, a number of armed conflicts have taken place between Israel and its neighboring countries, as well as terrorist acts committed within Israel by hostile elements. In addition, recent political uprisings and conflicts in various countries in the Middle East are affecting the political stability of those countries. In addition, the tensions between Israel and Iran and certain extremist groups in the region may escalate in the future and turn violent, which could affect the Israeli economy in general and us in particular. Any armed conflicts, terrorist activities or political instability in the region could adversely affect business conditions, could harm our results of operations and could make it more difficult for us to raise capital. Parties with whom we do business may sometimes decline to travel to Israel during periods of heightened unrest or tension, forcing us to make alternative arrangements in order to meet our business partners face to face. In addition, the political and security situation in Israel may result in parties with whom we have agreements involving performance in Israel claiming that they are not obligated to perform their commitments under those agreements pursuant to force majeure provisions in such agreements. Our commercial insurance does not cover losses that may occur as a result of an event associated with the security situation in the Middle East, with limited exceptions. Although the Israeli government has in the past covered the reinstatement value of certain damages that were caused by terrorist attacks

or acts of war, we cannot assure you that this government coverage will be maintained or, if maintained, will be sufficient to compensate us fully for damages incurred. Any losses or damages incurred by us could cause a significant disruption in our employees' lives and possibly put their lives at risk, which would have a material adverse effect on our business. Any armed conflicts or political instability in the region would likely negatively affect business conditions generally and could harm our results of operations. Further, in the past, the State of Israel and Israeli companies have been subjected to economic boycotts. Several countries still restrict business with the State of Israel and with Israeli companies. These restrictive laws and policies may have an adverse impact on our results of operations, financial conditions or the expansion of our business. A campaign of boycotts, divestment and sanctions has been undertaken against Israel, which could also adversely impact our business.

On October 7, 2023, the State of Israel was attacked by Hamas, and the State of Israel subsequently declared war on Hamas. Since that time, Israel has been engaged in a multi-front armed conflict with combatants located in Gaza, the West Bank, Syria, Iran, Lebanon and Yemen. In early 2025, Iran's direct involvement in the regional conflict escalated dramatically, culminating in direct military exchanges and an open war with Israel. Israel and Iran agreed to a ceasefire on June 24, 2025. Israel and Hamas agreed to a temporary ceasefire in October 2025. Both sides continue to face international pressure to uphold the agreement, with ongoing diplomatic efforts aimed at preserving the fragile truce. While this prolonged state of regional warfare has not had a direct material financial impact on the Company as of the date of this filing, the Company's headquarters are located in Israel, and as of December 31, 2025, the Company employs approximately 1,000 professionals in Israel, including the majority of the Company's senior leadership team. The Company continues to actively monitor the developments in this geographic region.

It may be difficult to enforce a judgment of a U.S. court against us and our officers and directors, to assert legal claims in Israel or to serve process on our officers and directors.

We maintain offices in Israel and many of our employees and officers and directors are residents of Israel. Certain of our assets and the assets of these persons are located in Israel. Additionally, a number of our directors are residents of China. Therefore, a judgment obtained against us, or any of these persons, may not be collectible in the United States and may not necessarily be enforced by an Israeli or Chinese court. It also may be difficult to affect service of process on these persons in the United States or to assert U.S. law claims in original actions instituted in Israel or China, as applicable. Additionally, it may be difficult for an investor, or any other person or entity, to initiate an action with respect to U.S. laws in Israel, as applicable. Israeli or Chinese courts may refuse to hear a claim based on an alleged violation of U.S. laws reasoning that Israel or China, as applicable, is not the most appropriate forum in which to bring such a claim. In addition, even if an Israeli or Chinese court agrees to hear a claim, it may determine that Israeli or Chinese 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 proven as a fact by expert witnesses, which can be a time consuming and costly process. Certain matters of procedure will also be governed by Israeli or Chinese law, as applicable. There is little binding case law in Israel that addresses the matters described above. As a result of the difficulty associated with enforcing a judgment against us in Israel, you may not be able to collect any damages awarded by either a U.S. or foreign court.

We may not be able to enforce covenants not-to-compete under current Israeli and California law, which might result in added competition for our products.

We have non-competition agreements or provisions with most of our Israeli employees and Israeli executive officers, including Robert Antokol, our Chief Executive Officer and Chairperson of our board of directors. These agreements or provisions are governed by Israeli law and prohibit our employees from competing with us or working for our competitors, generally during, and for up to one year after termination of, their employment with us. However, Israeli courts are reluctant to enforce non-compete undertakings of former employees and tend, if at all, to enforce those provisions for only relatively brief periods of time or in restricted geographical areas. In addition, Israeli courts typically require the presence of additional circumstances, such as a demonstration of an employer's legitimate interest which was damaged; breach of fiduciary duties, loyalty and acting not in good faith; a payment of a special consideration for employee's non-compete obligation; material concern for disclosing employer's trade secrets; or a demonstration that an employee has unique value to the employer specific to that employer's business, before enforcing a non-competition undertaking against such employee.

In addition, post-employment restrictive covenants, barring certain exceptions, are not enforceable in certain U.S. states in which we operate, including California, which may create similar risks of competition. Two of our executive officers,

including our President and Chief Financial Officer, are located in California. We currently do not have employment agreements with such officers. The absence of employment agreements with these officers could create competition retention risks, potentially disrupting our operations and negatively impacting our business.

We may be subject to additional severance pay obligations for certain employees under Israeli law, which may result in an increase in our expenditures

Under Israel's Severance Pay law, 5723-1963, or the Severance Pay Law, employers are required to make severance payments to dismissed employees and employees leaving employment in certain other circumstances, on the basis of their latest monthly salary for each year of service or a portion thereof. These statutory severance obligations are generally more extensive than under U.S. law, and this obligation may result in significant additional expenses for us, including accrued expenses, if we elect to terminate employees in Israel.

The Company and its Israeli subsidiaries have elected to include their Israeli employees under Section 14 of the Severance Pay Law, or Section 14. Section 14 entitles these employees to monthly deposits with third-party insurance companies and pension funds, at a rate of 8.33% of their monthly salary. In two cases, the Company and the employee have agreed to a salary lower than their actual monthly salary for purposes of Section 14. These payments release the Company from future obligations under the Israeli Severance Pay Law for all employees, other than the aforementioned two employees. Accordingly, any 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 sheet.The two aforementioned employees agreed to waive their rights to any additional severance pay from the Company to which they would be eligible under Israeli law given that the Company's severance contributions for them have been based on a salary lower than their actual salary. However, in the event the Company is not fully relieved from its statutory severance pay obligations with respect to the aforementioned two employees despite such waivers, the Company could be obligated to pay additional statutory severance pay to them in connection with a termination for any reason other than for cause.

Our operations may be disrupted as a result of the obligation of management or key personnel to perform military service.

Our employees and consultants in Israel, including members of our senior management, may be obligated to perform one month, and in some cases longer periods, of annual military reserve duty until they reach the age of 40 (or older, for citizens who hold certain positions in the Israeli armed forces reserves) and, in the event of a military conflict, may be called to active duty. In response to increases in terrorist activity, there have been periods of significant call-ups of military reservists. For example, as a result of the Hamas attack on the State of Israel on October 7, 2023 and the ensuing war, dozens of the Company's employees were called into active duty. It is possible that there will be similar or larger-scale military reserve duty call-ups in the future. Our operations could be disrupted by the absence of a significant number of our officers, directors, employees and consultants. Such disruption could adversely affect our business and operations in a material manner.

Our operations may be adversely affected by ongoing developments in Ukraine, Georgia, Romania, or Poland.

We have significant operations in central and eastern Europe. Since the early 1990s, Russia, Ukraine, Romania and other central and eastern European countries have sought to transform from one-party states with a centrally planned economy to democracies with a market economy to various degrees. Despite various reforms, the political systems of many of these countries remain vulnerable and unstable. In addition, the political and economic situation in these countries is negatively affected by the global economic crisis and the economic recession in some parts of the world.

Ukraine

The political, civil and security situation in Ukraine cannot be accurately predicted since the Russian military invasion in February 2022. Ukraine's political activities remain fluid and beyond our control. Following the invasion and Russia's subsequent occupation of the Donetsk, Luhansk, Kherson, and Zaporizhzhia regions of Ukraine, the United States and the European Community have imposed economic sanctions on Russia. The United States, EU, UK, Canada and Japan have imposed sanctions against and export controls involving Russia, and other potential retaliatory measures could be taken by the United States and other countries. We cannot predict the outcome of developments in Ukraine or the reaction to such developments by the United States, European, U.N. or other international authorities. While we continue to monitor the

situation in Ukraine closely, any prolonged or expanded unrest, military activities, sanctions,or potential disruptions to energy and telecommunications infrastructure, should they be implemented, could have a material adverse effect on our operations. We have significant research and development centers in Ukraine and, accordingly, our business, financial condition, results of operations and prospects are affected by economic, political and legal developments in Ukraine.

Georgia

The political situation in Georgia cannot be accurately predicted. The October 2024 elections, won by the pro-Russian party Georgian Dream (GD), have not been recognized as legitimate by the European Union or the United States. Following the elections, the GD Prime Minister announced a halt to Georgia's EU accession process until at least 2028. This decision has sparked significant protests, which have been met with force, leading to a post-electoral crisis. In response, the US, UK, and EU have suspended program support and imposed sanctions on Georgian officials for human rights violations and undermining democracy. While these sanctions primarily target specific officials rather than broader sectors, the continued democratic backsliding has led the European Commission to formally suspend direct financial aid to the Georgian government as of late 2025. While Georgia does not currently support Russia in the war against Ukraine, potential sanctions could be imposed for reasons such as fraudulent elections, undermining democracy, and aiding Russia in evading sanctions. Prior to and following the dissolution of our Georgian entity in July 2025, we have contracted and continue to contract with a third party that supplies us contractors who are physically located in Georgia and, accordingly, our business, financial condition, results of operations and prospects are affected by economic, political and legal developments in Georgia.

Romania

The current political environment in Romania is dynamic and may become unstable. Ilie Bolojan, the current Prime Minister, assumed office in June 2025. The years leading up to his tenure were characterized by instability in the country's political leadership. This instability was driven by internal tensions within coalition governments and frequent no-confidence motions, resulting in numerous Prime Ministers serving for less than a year. We cannot predict if political stability will hold, but if instability continues, our operations in Romania may be adversely affected by sudden changes in government policies, regulatory frameworks, and economic conditions, which could pose risks to our business performance and strategic. Separately, on-going recent military conflict in Ukraine has resulted in a negative impact in the region, affecting Romania’s political and economic outlook. Romania has a significant land border with Ukraine and, as a result, ongoing instability or military conflicts in Ukraine could have a significant and adverse effect on Romania’s economic and financial stability either directly or indirectly as a result of sanctions. We have a significant research and development center and a customer service center in Romania and, accordingly, our business, financial condition, results of operations and prospects are affected by economic, political and legal developments in Romania.

Poland

Relations between the Polish and Russian governments have become increasingly hostile since the war between Russia and Ukraine began in 2022, with Poland bracing for a potential direct conflict with Russia. Although the two countries are not currently engaged in an open conflict, there were reports of Russian drone intrusions into Polish airspace in September 2025 with the Polish Prime Minister issuing statements that the resulting situation with Russia was the closest Poland has been to open conflict since World War Two. Poland has continued to bolster its defenses along its border with Russia and Belarus and tensions remain high. We have a significant research and development center in Poland and, accordingly, our business, financial condition, results of operations and prospects are affected by economic, political and legal developments in Poland.

Any disruption to our operations in Ukraine, Georgia, Romania or Poland may be prolonged and require us to reevaluate our operations in those countries, which may be more expensive and harm our business.

Our business may be affected by sanctions, export controls and similar measures targeting Russia and Belarus as well as other responses to Russia’s invasion of Ukraine.

As a result of Russian invasion of Ukraine in 2022, governmental authorities in the United States, the European Union and the United Kingdom, among others, have launched numerous sanctions and export control measures. These measures, initially implemented in 2022, have been expanded and strengthened over time, including:

- blocking sanctions on some of the largest state-owned and private Russian and Belarusian financial institutions (and their subsequent removal from SWIFT);
- blocking sanctions against Russian and Belarusian individuals, including the Russian President and the Belarussian President, other politicians and those with government connections or involved in Russian military activities;
- expansion of sectoral sanctions in the Russian and Belarusian economies and the defense sector, including barring of Russian oil imports and purchases;
- United Kingdom sanctions introducing restrictions on providing loans to, and dealing in securities issued by, persons connected with Russia and restrictions on trade, including in connection with certain security-related goods and technology, iron and steel products, intercepting and monitoring services, maritime goods and technology, jet fuel and fuel additives and UK and EU currency banknotes;
- restrictions on access to the financial and capital markets in the European Union;
- prohibiting against U.S. persons from making new investments in Russia;
- sanctions prohibiting most commercial activities of U.S. and EU persons in Crimea and Sevastopol; and
- enhanced export controls and trade sanctions targeting Russia's imports of technological goods as a whole, including tighter controls on exports and reexports of dual-use items, stricter licensing policy with respect to issuing export licenses, and/or increased use of "end-use" controls to block or impose licensing requirements on exports, as well as higher import tariffs and a prohibition on exporting luxury goods to Russia and Belarus.

As the conflict in Ukraine continues, there can be no certainty regarding whether the governmental authorities in the United States, the European Union, the United Kingdom or other counties will impose additional sanctions, export controls, trade restrictions or other measures targeting Russia, Belarus or other territories.

Our business must be conducted in compliance with applicable economic and trade sanctions laws and regulations, including those administered and enforced by the U.S. Department of Treasury's Office of Foreign Assets Control, the U.S. Department of State, the U.S. Department of Commerce, the United Nations Security Council and other relevant governmental authorities, including in the United Kingdom, the European Union, and other jurisdictions in which we operate. We must be ready to comply with the existing and any other potential additional measures imposed in connection with the conflict in Ukraine. The imposition of such measures could adversely impact our business, including preventing us from performing existing contracts, recognizing revenue, pursuing new business opportunities or receiving payment for products already supplied or services already performed with customers.

Certain of our games are currently available in Russia although we no longer support, update or promote them in Russia. While we believe that the presence of our game in Russia complies with all applicable laws, sanctions and export regulations can be complex, frequently evolving and subject to interpretation by authorities. For example, the ownership structure of certain Russian platforms is not always transparent and can make determinations around the applicability of sanctions to transactions with these platforms difficult. If a governmental authority determines that the offering of our games in Russia constitutes a violation of sanctions laws or regulations, potential consequences could include financial penalties, operational restrictions, reputational harm, and, in severe cases, criminal liability.

We review and monitor our contractual relationships with suppliers to establish whether any are a target of the applicable sanctions. However, given the range of possible outcomes, the full costs, burdens, and limitations on our business may become significant.

Furthermore, even if an entity is not formally subject to sanctions, suppliers, customers and business partners of such entity may decide to reevaluate or cancel projects with such entity for reputational or other reasons. Depending on the extent and breadth of sanctions, export controls and other measures that may be imposed in connection with the conflict in Ukraine, it is possible that our business, financial condition and results of operations could be materially and adversely affected.

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

Our functional currency is the U.S. Dollar and most of our revenues and expenses are primarily denominated in U.S. Dollars. However, increased international sales in the future may result in greater foreign currency denominated sales, increasing our foreign currency risk.

In addition, a significant portion of our headcount related expenses, consisting principally of salaries and related personnel expenses, are incurred outside the United States and denominated in foreign currencies. We also incur ~~lease costs and~~ certain other operating expenses in foreign currencies. These expenses are subject to fluctuations due to changes in foreign currency exchange rates. If we are not able to successfully hedge against the risks associated with currency fluctuations, our financial condition and results of operations could be adversely affected. To date, we have entered into hedging transactions with respect to Israeli Shekel (“ILS”), Euro (“EUR”) Polish Zloty (“PLN”) and Romanian Leu (“RON”) in an effort to reduce our exposure to foreign currency exchange risk. While we may decide to enter into additional hedging transactions in the future, the availability and effectiveness of these hedging transactions may be limited and we may not be able to successfully hedge our exposure, which could adversely affect our financial condition and results of operations.

Yuzhu Shi is a Chinese national and Giant is a Chinese company that indirectly controls our controlling stockholder, Playtika Holding UK. For so long as a Chinese individual or company continues to exercise majority voting control over us, changes in U.S. and Chinese laws in the future may make it more difficult for us to operate as a publicly traded company in the United States.

Future developments in U.S. and Chinese laws may restrict our ability or willingness to operate as a publicly traded company in the United States for so long as Yuzhu Shi, who is a Chinese national, and Giant, which is a Chinese company, or other Chinese investors, continue to beneficially own a significant percentage of our outstanding shares of common stock. The relations between China and the United States are constantly changing. During his first term, President Donald J. Trump issued a memorandum directing the President’s Working Group on Financial Markets to convene to discuss the risks faced by U.S. investors in Chinese companies and issued several executive orders restricting the operations of Chinese companies, such as the company that owns TikTok, in the United States. In March 2024, Congress passed the Protecting Americans from Foreign Adversary Controlled Applications Act which effectively required the ban or divestment of TikTok by its Chinese shareholder by January 19, 2025. Although President Donald Trump granted TikTok extensions to address regulatory concerns, relations between China and the U.S. continue to be complex and uncertain. Former President Joseph R. Biden issued executive orders barring American investment into certain Chinese companies and initiating national security reviews of software applications linked to foreign adversaries such as China, and the U.S. government has sanctioned numerous Chinese nationals and added Chinese companies to the Department of Commerce Entity List. The Chinese government has taken similar measures, including passing the Anti-Foreign Sanctions Law and imposing sanctions on American nationals and organizations. In addition, various equity-based research organizations have published reports on Chinese companies after examining their corporate governance practices, related party transactions, sales practices and financial statements, and these reports have led to special investigations and listing suspensions on U.S. national exchanges. While we are not a Chinese company, any similar scrutiny of us, regardless of its merit, could have an adverse effect upon our business, including our results of operations, financial condition, cash flows and prospects. Additionally, should we be the subject of or indirectly covered by new legislation or executive orders addressed at protecting American investments in Chinese or Chinese-owned companies, our revenues and profitability would be materially reduced and our business and results of operations would be seriously harmed.

Yuzhu Shi controls us through his indirect interest in Playtika Holding UK II Limited and its ownership of our common stock will prevent you and other stockholders from influencing significant decisions.

As of December 31, 2025, Yuzhu Shi controls shares representing a majority of our combined voting power through his indirect interest in Playtika Holding UK II Limited, or Playtika Holding UK and its affiliates. As long as Yuzhu Shi continues to control shares representing a majority of our voting power, he will generally be able to determine the outcome of all corporate actions requiring stockholder approval, including the election and removal of directors (unless supermajority approval of such matter is required by applicable law and our amended and restated certificate of incorporation). In the ordinary course of his business activities, Yuzhu Shi may engage in activities where his interests may not be the same as, or

may conflict with, the interests of our other stockholders. Even if Yuzhu Shi were to control less than a majority of our voting power, he may be able to influence the outcome of corporate actions so long as he controls a significant portion of our voting power. For example, as we previously disclosed in June 2021, Yuzhu Shi and certain affiliates of Yuzhu Shi entered into an agreement that, if consummated, would have entitled Giant Network Group Co. Ltd., or Giant, a publicly traded company on the Shenzhen Stock Exchange, to be transferred beneficial ownership of certain shares of ours currently owned by Mr. Shi and his affiliates, the result of which would have been that Giant would control the voting power of the shares of our common stock and would permit Giant to consolidate us for accounting purposes. Had that transaction been consummated, Giant informed us that they would have been required to obtain the approval of its board of directors for substantially all potential acquisitions by it or its consolidated subsidiaries, including acquisitions by us, and, in certain cases, approval from Giant's stockholders, which could have created potential conflicts between Yuzhu Shi's affiliates and us on our acquisition strategies. Further, Giant informed us that had the transaction been consummated, substantially all derivative transactions and other extraordinary transactions undertaken by Playtika would need to be approved by Giant's board of directors. While that transaction was abandoned, Mr. Shi and his affiliates may, in his and their discretion, seek to consummate similar transactions in the future, and we would not be able to prevent such transactions from being consummated. In addition, Mr. Shi and his affiliates have in the past informed the Company of certain ongoing liquidity needs that could drive a desire or need to engage in certain transactions that affect the Company, including through the potential sale of shares in the Company. In January 2022, Mr. Shi and his affiliates announced that they were exploring a sale of approximately 15-25% of the Company's outstanding shares. As a result, the Company formed a special committee of the board of directors to evaluate strategic alternatives for the Company. Although the strategic alternatives process was terminated, one result of that process was the Company's self-tender offer to repurchase up to $600 million in shares of its common stock which was consummated in the fall of 2022. The self-tender is an example of a transaction that the Company entered into at least in part due to Mr. Shi's need for liquidity. In addition, in September 2024, Mr. Shi announced that Playtika Holding UK had entered into pledge agreements pursuant to which Playtika Holding UK pledged almost 200,000,000 shares of our common stock to secure certain loan obligations. Playtika Holding UK sold over 2,500,000 shares of our common stock in a series of transactions in November and December 2024. It is possible that Mr. Shi's liquidity needs give rise to other Company transactions in the future, including transactions where Mr. Shi's interests may not be the same as, or may conflict with, the interests of our other stockholders.

Our stockholders are not able to affect the outcome of any stockholder vote while Yuzhu Shi controls the majority of our voting power (or, in the case of removal of directors, two-thirds of our voting power). Due to his ownership and rights under our amended and restated certificate of incorporation and our amended and restated bylaws, Yuzhu Shi controls, subject to applicable law, the composition of our board of directors, which in turn controls all matters affecting us, including, among other things:

- any determination with respect to our business direction and policies, including the appointment and removal of officers and, in the event of a vacancy on our board of directors, additional or replacement directors;
- any determinations with respect to mergers, business combinations or disposition of assets;
- determination of our management policies;
- determination of the composition of the committees on our board of directors;
- our financing policy;
- our compensation and benefit programs and other human resources policy decisions;
- changes to any other agreements that may adversely affect us;
- the payment of dividends on our common stock; and
- determinations with respect to our tax returns.

In addition, the concentration of Yuzhu Shi's ownership could also discourage others from making tender offers, which could prevent holders from receiving a premium for their common stock. Because Yuzhu Shi's interests may differ from ours or from those of our other stockholders, actions that he takes with respect to us, as our controlling stockholder, may not be favorable to us or to you or our other stockholders.

Our current stock ownership by Yuzhu Shi has caused us, and may in the future cause us, to become subject to new or additional laws and regulations in China. For example, in 2023, China's National Development and Reform Commission (the "NDRC") released the Administrative Measures for the Review and Registration of Medium and Long-Term Foreign Debt of Enterprises (the "Foreign Debt Rules"). The Foreign Debt Rules require Chinese enterprises to notify and receive certain

approvals from the NDRC before their controlled overseas branches can issue or materially amend the terms of certain indebtedness that is borrowed outside of China. As a controlled overseas branch of Yuzhu Shi, these rules can affect our ability to issue or amend our indebtedness, including, for example, our Credit Agreement. Pursuant to the terms of the Foreign Debt Rules, the notifications must be delivered by our controlling stockholder, who we do not control, and approvals from the NDRC, if granted, can take up to several months to receive. As a result, for so long as we may be subject to the Foreign Debt Rules, the Foreign Debt Rules may significantly adversely impact our ability to incur new indebtedness or amend our existing indebtedness, on a timely basis, or at all, and may subject us to adverse consequences if we or our controlling stockholder do not comply with the applicable requirements thereunder. Similar rules may be implemented by China that could create additional risks to our ability to borrow or otherwise operate as a publicly traded company in the United States.

The Committee on Foreign Investment in the United States may modify, delay or prevent our future acquisition or investment activities.

For so long as Giant retains a material ownership interest in us, we will be deemed a "foreign person" under the regulations relating to the Committee on Foreign Investment in the United States, or CFIUS. As such, acquisitions of or investments in U.S. businesses or foreign businesses with U.S. subsidiaries that we may wish to pursue may be subject to CFIUS review. The scope of CFIUS review was expanded by the Foreign Investment Risk Review Modernization Act of 2018, or FIRRMA, and recently further enhanced by the Final Rule issued in November 2024. These regulations include certain non-passive, non-controlling investments (including certain investments in entities that hold or process personal information about U.S. nationals), certain acquisitions of real estate even with no underlying U.S. business, transactions designed or intended to evade or circumvent CFIUS jurisdiction and any transaction resulting in a "change in the rights" of a foreign person in a U.S. business if that change could result in either control of the business or a covered non-controlling investment. FIRRMA also subjects certain categories of investments to mandatory filings. If a particular proposed acquisition or investment in a U.S. business falls within CFIUS's jurisdiction, we may determine that we are required to make a mandatory filing or that we will submit to CFIUS review on a voluntary basis, or to proceed with the transaction without submitting to CFIUS and risk CFIUS intervention, before or after closing the transaction. The final regulations issued in November 2024 have increased the maximum civil monetary penalties for violations and expanded the circumstances under which penalties may be imposed, including for material misstatements or omissions outside of a review or investigation. CFIUS may decide to block or delay an acquisition or investment by us, impose conditions with respect to such acquisition or investment or order us to divest all or a portion of a U.S. business that we acquired without first obtaining CFIUS approval, which may limit the attractiveness of or prevent us from pursuing certain acquisitions or investments that we believe would otherwise be beneficial to us and our stockholders. Our inability to complete acquisitions and integrate those businesses successfully could limit our growth or disrupt our plans and operations. In addition, among other things, FIRRMA authorizes CFIUS to prescribe regulations defining "foreign person" differently in different contexts, which could result in less favorable treatment for investments and acquisitions by companies from countries of "special concern." The 2024 regulations also allow CFIUS to request and compel information from transaction parties and other persons, and to impose timelines for responses to risk mitigation proposals, further enhancing CFIUS's ability to monitor and enforce compliance with its regulations. If such future regulations impose additional burdens on acquisition and investment activities involving China and Chinese investor-controlled entities, our ability to consummate transactions falling within CFIUS's jurisdiction that might otherwise be beneficial to us and our stockholders would be hindered.

Risks Related to Our Information Technology and Data Security

Our success depends upon our ability to adapt to, and keep pace with, changes in technology, platforms and devices, and evolving industry standards.

Our success depends upon our ability to attract and retain players, which is largely driven by maintaining and increasing the quality and content of our games. To satisfy players, we need to continue to improve their experience and innovate and introduce games that players find useful and that cause them to return to our suite of games more frequently. This includes continuing to improve our technology to tailor our game offerings to the preferences and requirements of additional geographic and market segments, and adapt to the release of new devices and platforms and to improve the user-friendliness and overall availability of our games, all of which can be costly and generate risk. Our ability to anticipate or respond to changing technology and evolving industry standards and to develop and introduce improvements and enhancements to

games on a timely basis is a significant factor affecting our ability to remain competitive, expand and attract new players and retain existing players. We cannot assure you that we will achieve the necessary technological advances or have the financial or other resources needed to introduce new games or improvements and enhancements to games on a timely basis or at all. In addition, our ability to increase the number of players of our games will depend on continued player adoption of such games. Accordingly, our failure to develop or adjust to changes in technology, platforms, devices and operating models and evolving industry standards could adversely impact our business. Even where we are able to successfully adapt to changing technology, platforms, devices and operating models and evolving industry standards, we may require substantial expenditures to do so, which could adversely impact our business, financial condition and results of operations.

Our games and other software applications and systems, and the third-party platforms upon which they are made available, could contain undetected errors.

Our games and other software applications and systems, as well as the third-party platforms upon which they are made available, could contain undetected errors, bugs, flaws, corrupted data, defects and other vulnerabilities that could adversely affect the performance of our games. These defects may only become apparent after we launch a new game or publish an update to an existing game, particularly as we launch new games or updates and rapidly release new features to existing games under tight time constraints. For example, these errors could prevent a player from making in-game purchases of virtual items, which could harm our reputation or results of operations. These errors could also be exploited by cheating programs and other forms of misappropriation, leveraged by nefarious actors to expose personal data, or creating other issues or problems harming the overall game-playing experience for our players. This could cause players to reduce their playing time or in-game purchases, discontinue playing our games altogether, or not recommend our games to other players, which could result in further harm to our reputation or results of operations. Such errors could also result in our games being non-compliant with applicable laws or create legal liability for us. Resolving such errors could disrupt our operations, cause us to divert resources from other projects, or harm our results of operations.

Any failure or significant interruption in our network could impact our operations and harm our business.

Our technology infrastructure is critical to the performance of our games and to player satisfaction. Most of our games run on our private cloud computing systems that are run through two primary data centers in the United States. Our servers located in these data centers are vulnerable to damage or interruption from fire, flood, power loss, telecommunications failure, terrorist attacks, acts of war, electronic and physical break-ins, computer viruses, earthquakes and similar events. The occurrence of any of these events could cause our games to become unavailable for a short or long period of time. We have experienced, and may in the future experience, website disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors, malicious attempts to cause platform unavailability, and capacity constraints. If a particular game is unavailable when players attempt to access it or navigation through a game is slower than they expect, players may stop playing the game and may be less likely to return to the game as often, if at all. Similarly, certain games rely on third-party data centers, which may have similar risks over which we would have less control. A failure or significant interruption in our game service would harm our reputation and operations. We expect to continue to make significant investments in our technology infrastructure to maintain and improve all aspects of player experience and game performance. To the extent that our disaster recovery systems are not adequate, or we do not effectively address capacity constraints, upgrade our systems as needed and continually develop our technology and network architecture to accommodate increasing traffic, our business and results of operations may suffer. We do not maintain insurance policies covering losses relating to our systems, other than losses caused by cyber-attacks for which we have limited insurance coverage, and we do not have business interruption insurance, which may increase any potential harms that the business may suffer from systems failure or business interruptions.

Our success depends on the security and integrity of the games we offer, and security breaches or other disruptions could compromise our information or the information of our players and expose us to liability, which would cause our business and reputation to suffer.

We believe that our success depends in large part on providing secure games to our players. Our business sometimes involves the collection, storage, processing and transmission of players' proprietary, confidential and personal information. We also maintain certain other proprietary and confidential information relating to our business and personal information of our personnel. Despite our security measures, our games may be vulnerable to attacks by hackers, players, vendors or employees

or breaches due to malfeasance or other disruptions. Any security breach or incident that we have experienced, or may experience in the future, could result in, and has resulted in unauthorized access to, misuse of, or unauthorized acquisition of our or our players' data, the loss, corruption or alteration of this data, interruptions in our operations, or damage to our computers or systems or those of our players or third-party platforms. Any of these could expose us to claims, regulatory investigations, litigation (including class actions), fines and potential liability, negative reputational impacts that cause us to lose existing or future customers, and/or significant incident response, system restoration or remediation and future compliance costs. Any or all of the foregoing could materially adversely affect our business, operating results, and financial condition.

An increasing number of online services have disclosed security breaches, some of which have involved sophisticated and highly targeted attacks on portions of their services. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and often are not foreseeable or recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived breach of our security occurs, public perception of the effectiveness of our security measures and brand could be harmed, and we could lose players. Data security breaches and other data security incidents may also result from non-technical means, such as actions by employees or contractors. Any compromise of our security could result in a violation of applicable privacy and other laws, regulatory or other governmental investigations, enforcement actions, and legal and financial exposure, including potential contractual liability that is not always limited to the amounts covered by our insurance. Any such compromise could also result in damage to our reputation and a loss of confidence in our security measures. Any of these effects could have a material adverse impact on our results of operations, cash flows and financial condition.

Our ability to prevent anomalies and monitor and ensure the quality and integrity of our games and software is periodically reviewed and enhanced, but may not be sufficient to prevent future attacks, breaches or disruptions. Similarly, we assess the adequacy of our security systems, including the security of our games and software to protect against any material loss to any of our players and the integrity of our games to players. However, we cannot provide assurances that our business will not be affected by a security breach or lapse.

If we or the service providers we rely upon sustain cyber-attacks or other privacy or data security incidents that result in security breaches, we could suffer a loss of sales and increased costs, exposure to significant liability, reputational harm and other negative consequences.

Our information technology has been and in the future may be subject to cyber-attacks, viruses, malicious software, break-ins, theft, computer hacking, employee error or malfeasance or other security breaches. While to date no incidents have had a material impact on our operations or financial results, we cannot guarantee that material incidents will not occur in the future. Hackers and data thieves, state-sponsored threat actors, criminal actors, hacktivists and others are increasingly sophisticated and operate large-scale and complex automated attacks through a variety of vectors such as social engineering/phishing, company insiders, suppliers or providers, and as a result of human or technological error, including misconfigurations, bugs, or other vulnerabilities in software and hardware. Experienced computer programmers and hackers may be able to penetrate our security controls and misappropriate or compromise sensitive personal, proprietary or confidential information, create system disruptions or cause shutdowns. They also may be able to develop and deploy malicious software programs that attack our systems or otherwise exploit any security vulnerabilities. Our systems and the data stored on those systems may also be vulnerable to security incidents or security attacks, acts of vandalism or theft, coordinated attacks by activist entities, misplaced or lost data, human errors, or other similar events that could negatively affect our systems and the data stored on those systems, and the data of our business partners. Further, third parties upon whom we rely upon to develop and operate our games, such as hosted solution providers and providers of software platforms or game engines, could also be a source of security risks in the event of a failure of their own security systems and infrastructure.

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 artificial intelligence – 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 security systems and infrastructure and the protection of our confidential information and our business.

The costs to eliminate or address the foregoing security threats and vulnerabilities before or after a cyber-incident could be significant. Our remediation efforts may not be successful and could result in interruptions, delays or cessation of service, and loss of existing or potential suppliers or players. As threats related to cyber-attacks develop and grow, we may also find it necessary to make further investments to protect our data and infrastructure, which may impact our results of operations. Although we have insurance coverage for protecting against cyber-attacks, it may not be sufficient to cover all possible claims stemming from security breaches, cyberattacks and other types of unlawful activity, or any resulting disruptions from such events, and we may suffer losses that could have a material adverse effect on our business or that applicable insurance will be available to us in the future on economically reasonable terms or at all. We could also be negatively impacted by existing and proposed laws and regulations in the United States, Israel, the European Union, and other jurisdictions in which we operate, as well as government policies and practices related to cybersecurity, data privacy, data localization and data protection.

In addition, the platforms on which we distribute games may encourage, or require, compliance with certain security standards, such as the voluntary cybersecurity framework released by the National Institute of Standards and Technology, or NIST, which consists of controls designed to identify and manage cyber-security risks, and we could be negatively impacted to the extent we are unable to comply with such standards.Our ability to comply with such standards depends, in part, on the security of third-party service providers upon whom we rely. For example, security vulnerabilities in widely used third-party game engines, such as those identified in the Unity engine in late 2025, could impair our ability to meet platform security mandates, which could materially and adversely affect our reputation, results of operations, cash flows and financial condition.

We rely on information technology and other systems, and any failures in our systems or errors, defects or disruptions in our games could diminish our brand and reputation, subject us to liability and disrupt our business and adversely impact our results of operations.

We rely on information technology systems that are important to the operation of our business, some of which are managed by third parties. These third parties are typically under no obligation to renew agreements and there is no guarantee that we will be able to renew these agreements on commercially reasonable terms, or at all. These systems are used to process, transmit and store electronic information, to manage and support our business operations and to maintain internal control over our financial reporting. In addition, we collect and store certain data, including proprietary business information, and may have access to confidential or personal information in certain of our businesses that is subject to privacy and security laws and regulations. We could encounter difficulties in developing new systems, maintaining and upgrading current systems and preventing security breaches. Among other things, our systems are susceptible to damage, outages, disruptions or shutdowns due to fire, floods, power loss, break-ins, cyber-attacks, network penetration, denial of service attacks and similar events. Any failures in our computer systems or telecommunications services could affect our ability to operate our games or otherwise conduct business.

Portions of our information technology infrastructure, including those operated by third parties, may experience interruptions, delays or cessations of service or produce errors in connection with systems integration or migration work that takes place from time to time. We may not be successful in implementing new systems and transitioning data, which could cause business disruptions and be more expensive, time-consuming, disruptive and resource-intensive. We have no control over third parties that provide services to us and those parties could suffer problems or make decisions adverse to our business. We have contingency plans in place to prevent or mitigate the impact of these events. However, such disruptions could materially and adversely impact our ability to deliver games to players and interrupt other processes. If our information systems do not allow us to transmit accurate information, even for a short period of time, to key decision-makers, the ability to manage our business could be disrupted and our results of operations, cash flows and financial condition could be materially and adversely affected. Failure to properly or adequately address these issues could impact our ability to perform necessary business operations, which could materially and adversely affect our reputation, competitive position, results of operations, cash flows and financial condition.

Our games rely on data transferred over the internet, including wireless internet. Access to the internet in a timely fashion is necessary to provide a satisfactory player experience to the players of our games. Third parties, such as telecommunications companies, could prevent access to the internet or limit the speed of our data transmissions, with or without reason, causing an adverse impact on our player experience that may materially and adversely affect our reputation, competitive position,

results of operations, cash flows and financial condition. In addition, telecommunications companies may implement certain measures, such as increased cost or restrictions based on the type or amount of data transmitted, that would impact consumers' ability to access our games, which could in turn materially and adversely affect our reputation, competitive position, results of operations, cash flows and financial condition. Furthermore, internet penetration may be adversely affected by difficult global economic conditions or the cancellation of government programs to expand broadband access.

Our business depends on the growth and maintenance of wireless communications infrastructure.

Our success depends on the continued growth and maintenance of wireless communications infrastructure in the United States and internationally. This includes deployment and maintenance of reliable next-generation digital networks with the speed, data capacity and security necessary to provide reliable wireless communications services. Wireless communications infrastructure may be unable to support the demands placed on it if the number of subscribers continues to increase, or if existing or future subscribers increase their bandwidth requirements. Wireless communications have experienced a variety of outages and other delays as a result of infrastructure and equipment failures and could face outages and delays in the future. These outages and delays could reduce the level of wireless communications usage as well as our ability to distribute our games successfully. In addition, changes by a wireless carrier to network infrastructure may interfere with downloads of our games and may cause players to lose functionality in our games that they have already downloaded. This could harm our reputation, business, financial condition and results of operations.

Data privacy and security laws and regulations in the jurisdictions in which we do business could increase the cost of our operations and subject us to possible sanctions, civil lawsuits (including class action or similar representative lawsuits) and other penalties; such laws and regulations are continually evolving. Our or our platform and service providers' actual or perceived failure to comply with these laws and regulations could harm our business.

We collect, process, store, use and share data, some of which contains personal information, including the personal information of our players. Our business is therefore subject to a number of federal, state, local and foreign laws, regulations, regulatory codes and guidelines governing data privacy, data protection and security, including with respect to the collection, storage, use, processing, transmission, sharing and protection of personal information. Such laws, regulations, regulatory codes and guidelines may be inconsistent across jurisdictions or conflict with other rules.

As the scope of data privacy and security regulations worldwide continues to evolve, we anticipate the adoption of increasingly restrictive regulations within the United States and other jurisdictions. As of the end of 2025, numerous U.S. states have enacted consumer data privacy laws, which have required, and could continue to require, us to modify our data collection or processing practices and policies and to incur substantial costs and expenses in an effort to comply. Further, there currently are a number of additional proposals related to data privacy or security pending before federal, state, and foreign legislative and regulatory bodies and there appears to be a trend towards more stringent state privacy legislation in the U.S., which could increase our potential liability and adversely affect our business. Data Protection legislation may add additional complexity, variation in requirements, restrictions and potential legal risk, require additional investment in resources to compliance programs, and could impact strategies and availability of previously useful data and could result in increased compliance costs and/or changes in business practices and policies.

Within the European Economic Area and the UK, the GDPR and similar regimes impose strict requirements on data privacy and security, including, for example, higher standards for consent and disclosures, strengthened individual rights, and shortened timelines for data breach notifications. These regimes also provide for significant financial penalties for noncompliance (including possible fines of up to 4% of global annual revenues for the preceding financial year or €20 million (whichever is higher) for the most serious violations). These laws and regulations lead to additional costs and increase our overall risk exposure.

In recent years, the United States and European lawmakers and regulators have expressed concern over electronic marketing and the use of third-party cookies, web beacons and similar technology for online behavioral advertising. In the European Union, e-marketing rules under the ePrivacy Directive look to impose strict opt-in e-marketing rules with limited exceptions for business-to-business communications while significantly increasing fining powers to the same levels as the GDPR. Regulation of cookies and web beacons may lead to broader restrictions on our online activities, including efforts to understand followers' internet usage and promote ourselves to them.

Israel also has data protection laws and regulations, including the *Israeli Protection of Privacy Law,* 5741-1981 (the "PPL"), and related regulations, which impose certain obligations relating to the use, processing and security of personal data and conditions on certain cross-border transfers. A significant amendment to the PPL that took effect in August 2025 enhances the enforcement authority of regulators, expands the provisions in the law which can be subject to statutory damages, and introduces new obligations on organizations, including for example the mandatory appointment of a Data Protection Officer (DPO) in certain circumstances, and a private right of action for certain violations, including claims for compensation without proof of damages. Certain violations of the PPL are considered a criminal and/or a civil offense and could expose the violating entity to criminal, administrative, and financial sanctions, as well as to civil actions, and regulators may issue public determinations that could be used in related litigation.

Regarding transfers to the United States of personal data about our staff, European users, and other third parties, we utilize certain standard contractual clauses approved by the EU Commission (the SCCs) and other cross-border data transfer mechanisms, which have been the subject of legal challenges and regulatory scrutiny in the past and may face additional legal challenges or be the subject of additional legislative activity and regulatory guidance. Changes in transfer requirements could require us to implement different or additional measures to establish or maintain legitimate means for the transfer and receipt of personal data from the European Economic Area, Switzerland and the United Kingdom to the United States (and other countries), and we may, in addition to other impacts, experience additional costs associated with increased compliance burdens. We also face the potential for regulators to apply different standards to the transfer of personal data from those jurisdictions to the United States (and other countries). We also may be required to engage in contract negotiations with third parties that aid in processing data on our behalf, to the extent that any of our service providers or consultants have been relying on invalidated or insufficient transfer mechanisms (including the EU-U.S. Privacy Shield and/or contractual protections) for compliance with evolving interpretations of and guidance for cross-border data transfers pursuant to the GDPR, Swiss privacy laws, and UK privacy laws. In such cases, we may not be able to find alternative service providers which could limit our ability to process personal data from the European Economic Area, Switzerland, or the United Kingdom and increase our costs and/or impact our games or other offerings. We may face a risk of enforcement actions by data protection authorities in these jurisdictions relating to personal data transfers. Any such enforcement actions could result in substantial costs and diversion of resources, distract management and technical personnel, and adversely affect our business, financial condition, and results of operations.

Efforts to comply with these and other data privacy and security restrictions that may be enacted could require us to modify our data processing practices and policies and increase the cost of our operations. Failure to comply with such restrictions could subject us to criminal and civil sanctions and other penalties. In part due to the uncertainty of the legal climate, complying with regulations, and any applicable rules or guidance from regulatory authorities or self-regulatory organizations relating to privacy, data protection, information security and consumer protection, may result in substantial costs and may necessitate changes to our business practices, which may compromise our growth strategy, adversely affect our ability to attract or retain players, and otherwise adversely affect our business, reputation, legal exposure, financial condition and results of operations.

Any failure or perceived failure by us to comply with our posted privacy policies, our privacy-related obligations to players or other third parties, or any failure or perceived failure by us or our third-party service providers or data sharing partners to comply with legal obligations or regulatory requirements relating to privacy, data protection, online safety or information security may result in governmental investigations or enforcement actions, litigation, claims (including class actions), or public statements against us by consumer advocacy groups or others and could result in significant liability, cause our players 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.

While most of our games do not target children under 18 years of age as their audience, the FTC, as well as consumer organizations, may consider that the characteristics of several of our games may attract children under 13 years of age. The U.S. Children's Online Privacy Protection Act, or COPPA, regulates the collection, use and disclosure of personal information from children under 13 years of age. The FTC has taken action against other gaming companies relating to

children's' privacy, for example, Epic Games, the maker of the popular game Fortnite, agreed to pay a $275 million fine for alleged violations of COPPA as well as take other corrective actions. In January 2025, the FTC announced a major enforcement action against a game developer for the sale of loot boxes to children and teens without verifiable parental consent. The complaint was settled with the developer having to, among other things, agree to enter into a ten-year compliance monitoring program and pay a fine of $20 million. If COPPA were to apply to us in a manner other than we have assessed or prepared for, our actual or alleged failure to comply with COPPA may increase our costs, subject us to expensive and distracting lawsuits or government investigations, could result in substantial fines or civil damages and could cause us to temporarily or permanently discontinue certain games or certain features and functions in games.

Laws around children's privacy and online safety continue to evolve globally. For example, in the US, there have been federal proposals for new bills such as the Children and Teens' Online Privacy Protection Act (COPPA 2.0) and the Kids Online Safety Act (KOSA). At the state level, states have enacted their own laws and codes such as California's Age-Appropriate Design Code Act. In Australia, the Online Safety Act 2021 supplemented by several industry codes, which take effect in March 2026, requires service providers to implement additional controls to prevent minor access to harmful material, including 'simulated gambling' content. Furthermore, the Online Safety Amendment (Social Media Minimum Age) Act 2024 introduced a minimum age of 16 for social media access, and the scope of any exemptions (including for online gaming and streaming platforms) remains subject to ongoing regulatory review and interpretation. Regulators in the European Union, the United Kingdom (under the Online Safety Act 2023), and various U.S. states are increasingly mandating age assurance mechanisms. These requirements are shifting away from simple self-declaration (age-gating) toward more technical verification methods. For example, the United Kingdom enacted the "Age Appropriate Design Code" (commonly referred to as the "Children's Code"), a statutory code of practice that requires online services, including games that are likely to be accessed by children under 18, to put the best interests of the child's privacy first in the design, development and data-related behavior of the game. Several states in the U.S., including Texas, Utah, Louisiana, and California, have enacted app store accountability laws and similar age-verification statutes, many of which take effect in 2026 and require developers and store providers to verify the age of users and obtain verifiable parental consent before minors can access certain apps or complete in in-app purchases. These laws may apply not only to app stores but also to direct-to-consumer platforms. It is possible that other countries within and outside the European Union will follow with their own codes or guidance documents relating to processing personal information from children or in relation to online harms; currently, other countries are considering or have issued drafts of similar codes, including: Denmark, Switzerland and multiple U.S. Federal and State bills such as COPPA 2.0 and KOSA. These may result in substantial costs and may necessitate changes to our business practices which may compromise our growth strategy, adversely affect our ability to attract, monetize or retain players, and otherwise adversely affect our business, reputation, legal exposures, financial condition and results of operations. We cannot predict the scope and enforcement of age assurance requirements, and these regimes may be subject to conflicting interpretations, evolving guidance, and legal challenges. If we are unable to implement required changes in a timely manner, or if platforms apply these standards in a manner that adversely affects our games, we could face reduced revenue or suspension or removal of our games or related services in certain jurisdictions. Any of these outcomes could materially and adversely affect our business, results of operations, and financial condition.

In addition, in some cases, we are dependent upon our platform providers to solicit, collect and provide us with information regarding our players that is necessary for compliance with these various types of regulations. Changes in applicable laws or in platform rules, conduct or technical requirements relating to data privacy, data protection and security could require us to modify our business practices, game design, features or privacy policy, increase our costs, and adversely affect our ability to operate and expand internationally. Any failure or perceived failure to comply with these platform-dictated rules, conduct or technical features may result in platform-led investigations or enforcement actions, or temporary or permanent suspension of our business activities with these platforms, cause our players to lose trust in us, and otherwise compromise our growth strategy, adversely affect our ability to attract, monetize or retain players, and otherwise adversely affect our business, reputation, legal exposures, financial condition and results of operations.

In the area of information security and data protection, many jurisdictions have passed laws requiring notification when there is a security breach involving personal data or requiring the adoption of minimum information security standards that are often vaguely defined and difficult to implement. Our security measures and standards may not be sufficient to protect personal information and we cannot guarantee that our security measures will prevent security breaches. A security breach that compromises personal information could harm our reputation and result in a loss of player and/or employee confidence in our games and ultimately in a loss of players, which could adversely affect our business and impact our financial condition.

A security breach could also involve loss or unavailability of business-critical data and could require us to spend significant resources to mitigate and repair the breach, which in turn could compromise our growth and adversely affect our ability to attract, monetize or retain players. These risks could also subject us to liability under applicable security breach-related laws and regulations and could result in additional compliance costs, costs related to regulatory inquiries and investigations, and an inability to conduct our business.

Risks Related to Intellectual Property

Our business depends on the protection of our intellectual property rights and proprietary information. If we are unable to obtain, maintain and enforce intellectual property protection for our games, or if the scope of intellectual property protection is not sufficiently broad, others may be able to develop and commercialize games substantially similar to ours, and our ability to successfully commercialize our games may be compromised.

We believe that our success depends, in part, on protecting our owned and licensed intellectual property rights in the United States and in foreign countries, and we strive to protect such intellectual property rights by relying on federal, state and common law rights, as well as contractual restrictions. Our intellectual property includes certain trademarks, copyrights, patents, and trade secrets relating to our games or technology we operate, and proprietary or confidential information that is not subject to formal intellectual property protection. Our success may depend, in part, on our and our licensors' ability to protect the trademarks, trade dress, names, logos or symbols under which we market our games and to obtain and maintain patent, copyright, trade secret and other intellectual property protection for the technologies, designs, software and innovations used in our games and our business. Though we own certain patents and patent applications relating to our technology and games, it is possible that third parties, including our competitors, may develop similar technology that is not within the scope of our patents, which would limit the competitive advantage of our patented technology, or obtain patents relating to technologies that overlap or compete with our technology. If third parties obtain patent protection with respect to such technologies, they may assert that our technology infringes their patents and seek to charge us a licensing fee or otherwise preclude the use of our technology. We have pursued and continue to pursue the filing of patents and registration of trademarks in the United States and certain foreign jurisdictions, a process that is expensive and time-consuming and may not be successful. We may not be able to obtain protection for our intellectual property rights and even if we are successful in obtaining effective patent, trademark and copyright protection, it is expensive to maintain these rights and the costs of defending our rights could be substantial. Moreover, our failure to develop and properly manage new intellectual property could hurt our market position and business opportunities. Furthermore, changes to intellectual property laws may jeopardize the enforceability and validity of our intellectual property portfolio and harm our ability to obtain intellectual property protection.

In addition, we cannot assure you that we will be able to maintain consumer value in our trademarks, copyrights or other intellectual property rights in our technologies, designs, software and innovations, and the measures we take to protect our intellectual property rights may not provide us with a competitive advantage. If we are unable to adequately protect our intellectual property and other proprietary rights, our competitive position and our business could be harmed. Any of our owned or licensed intellectual property rights could be challenged, invalidated, circumvented, infringed, misappropriated or violated, our trade secrets and other confidential information could be disclosed in an unauthorized manner to third parties, or our intellectual property rights may not be sufficient to permit us to take advantage of current market trends, which could result in competitive harm. For example, in December 2016, a trademark infringement lawsuit was filed in Canadian court by Enigmatus s.r.o. against Playtika Ltd. and Caesars Entertainment, Inc. (CIE) regarding our use of the *Slotomania* trademarks. Additionally, in October 2020, a patent infringement claim, *NEXRF Corp. v. Playtika Ltd., Playtika Holding Corp. and Caesars Interactive Entertainment LLC*, was filed against Playtika Holding Corp., Playtika Ltd., our subsidiary, and CIE in U.S. District Court, District of Nevada alleging infringement of certain patents related to plaintiff's games. Although both of these matters were ultimately dismissed in our favor, it is possible that future infringement claims could require us to pay damages or other costs or impose restrictions on certain actions such as the marketing of certain products or use of certain intellectual property rights.

If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed.

We rely on trade secrets and proprietary knowledge to protect our unpatented know-how, technology and other proprietary information and to maintain our competitive position. We enter into confidentiality agreements with our employees and

independent contractors regarding our trade secrets and proprietary information in order to limit access to, and disclosure and use of, our proprietary information, but we cannot guarantee that we have entered into such agreements with each party that may have or have had access to our trade secrets or proprietary information. Further, we cannot assure you that the obligation to maintain the confidentiality of our trade secrets and proprietary information will be honored. Any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive, and time-consuming, and the outcome is unpredictable. In addition, some courts inside and outside the United States are less willing or unwilling to protect trade secrets. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor or other third party, we would have no right to prevent them from using that technology or information to compete with us, which could harm our competitive position, business, financial condition, results of operations, and prospects.

We may be subject to claims that our employees, consultants, or advisors have wrongfully used or disclosed alleged trade secrets of their current or former employers or claims asserting ownership of what we regard as our own intellectual property.

Many of our employees, consultants, and advisors are currently or were previously employed at other companies in our field, including our competitors or potential competitors. Although we try to ensure that our employees, consultants, and advisors do not use the proprietary information or know-how of others in their work for us, we may be subject to claims that we or these individuals have used or disclosed intellectual property, including trade secrets or other proprietary information, of any such individual's current or former employer. Litigation may be necessary to defend against these claims. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management.

In addition, while it is our policy to require our employees and contractors who may be involved in the conception or development of intellectual property to execute agreements assigning such intellectual property to us, we may be unsuccessful in executing such an agreement with each party who, in fact, conceives or develops intellectual property that we regard as our own. The assignment of intellectual property rights may not be self-executing, or the assignment agreements may be breached, and we may be forced to bring claims against third parties, or defend claims that they may bring against us, to determine the ownership of what we regard as our intellectual property. Any of the foregoing could harm our competitive position, business, financial condition, results of operations and prospects.

We may become involved in lawsuits to protect or enforce our intellectual property, which could be expensive, time-consuming and unsuccessful.

Third parties, including our competitors, could be infringing, misappropriating or otherwise violating our intellectual property rights. Monitoring unauthorized use of our intellectual property is difficult and costly. The steps we have taken to protect our proprietary rights may not be adequate to enforce our rights against infringement, misappropriation or other violation of our intellectual property. We may not be able to detect unauthorized use of, or take appropriate steps to enforce, our intellectual property rights. Any inability to meaningfully enforce our intellectual property rights could harm our ability to compete and reduce demand for our games.

In the future, we may make claims of infringement against third parties or make claims that third-party intellectual property rights are invalid or unenforceable. These claims could:

- cause us to incur greater costs and expenses in the protection of our intellectual property;
- potentially negatively impact our intellectual property rights, for example, by causing one or more of our intellectual property rights to be ruled or rendered unenforceable or invalid; or
- divert management's attention and our resources.

In any lawsuit we bring to enforce our intellectual property rights, a court may refuse to stop the other party from using the technology at issue on grounds that our intellectual property rights do not cover the technology in question. Further, in such

proceedings, the defendant could counterclaim that our intellectual property is invalid or unenforceable and the court may agree, in which case we could lose valuable intellectual property rights. The outcome in any such lawsuits are unpredictable.

Litigation or other legal proceedings relating to intellectual property claims, even if resolved in our favor, may cause us to incur significant expenses and could distract our technical and management personnel from their normal responsibilities. In addition, there could be public announcements of the results of hearings, motions, or other interim proceedings or developments, and if securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. We may not have sufficient financial or other resources to conduct such litigation or proceedings adequately. Some of our competitors may be able to sustain the costs of such litigation or proceedings more effectively than we can because of their greater financial resources and more mature and developed intellectual property portfolios. Uncertainties resulting from the initiation and continuation of intellectual property proceedings could harm our ability to compete in the marketplace. In addition, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. Any of the foregoing could harm our competitive position, business, financial condition, results of operations and prospects.

Failure to renew our existing brand and content licenses on favorable terms or at all and to obtain additional licenses would impair our ability to introduce new games, improvements or enhancements or to continue to offer our current games based on third-party content and make their brands and content available.

We license certain intellectual property rights from third parties, and in the future we may enter into additional agreements that provide us with licenses to valuable intellectual property rights or technology. For example, we license intellectual property rights related to our *Caesars Slots* and *World Series of Poker* games from CIE and NSUS Group Inc., respectively, Combined revenues derived from these games accounted for 9.7% and 11.6% of our revenues in each of the years ended December, 2025 and 2024, respectively. In 2024, we entered into a license agreement with IGT for slot content for use in our slot-themed games. In addition, our SuperPlay studio entered into a licensed collaboration with Disney, pursuant to which it launched our *Disney Solitaire* game, based on Disney intellectual property, in April 2025. We may license additional intellectual property in the future which may be material to our business. Even if games based on licensed content or brands remain popular, any of our licensors could decide not to renew our existing licenses or not to license additional intellectual property rights to us and instead license to our competitors or develop and publish its own games or other applications, competing with us in the marketplace. Many of these licensors already develop games for other platforms and may have significant experience and development resources available to them should they decide to compete with us rather than license to us.

NSUS Group has granted us an exclusive, worldwide and royalty-bearing license to certain intellectual property associated with *World Series of Poker* through September 23, 2031, and CIE granted us an exclusive, worldwide and royalty-bearing sublicense to certain trademarks and domain names associated with *Caesars Slots* through December 31, 2026. The trademarks and domain names associated with *Caesars Slots* were licensed to CIE from Caesars Entertainment Operating Company, Inc., or CEOC, and certain of its affiliates. These licenses permit the development, design, manufacture, offering for sale, advertising, promotion, distribution, sale, and use of *Caesars Slots* and *World Series of Poker* games for social gaming. The *Caesars Slots* license includes non-competition provisions that prevent us from entering into marketing arrangements with other casino companies. Increased competition for licenses may lead to larger guarantees, advances and royalties that we must pay to our licensors when the terms of such licenses expire, which could significantly increase our cost of revenue and cash usage. We may choose not to renew these licenses or we may be unable to renew these licenses or to renew them on terms favorable to us, and we may be unable to secure alternatives in a timely manner. Failure to maintain or renew our existing licenses or to obtain additional licenses could impair our ability to introduce new games or to continue to offer our current games, which would materially harm our business, results of operations and financial condition. If we breach our obligations under existing or future licenses, we may be required to pay damages and our licensors might have the right to terminate the license or change an exclusive license to a non-exclusive license. Termination by a licensor would cause us to lose valuable rights and could inhibit our ability to commercialize future games, which would harm our business, results of operations and financial condition. In addition, certain intellectual property rights may be licensed to us on a non-exclusive basis. The owners of non-exclusively licensed intellectual property rights are free to license such rights to third parties, including our competitors, on terms that may be superior to those offered to us, which could place us at a competitive disadvantage. Moreover, our licensors may own or control intellectual property rights that have not been licensed to us and,

as a result, we may be subject to claims, regardless of their merit, that we are infringing or otherwise violating the licensor's rights. In addition, the agreements under which we license intellectual property rights or technology from third parties are generally complex, and certain provisions in such agreements may be susceptible to multiple interpretations. The resolution of any contract interpretation disagreement that may arise could narrow what we believe to be the scope of our rights to the relevant intellectual property or technology or increase what we believe to be our financial or other obligations under the relevant agreement. Any of the foregoing could harm our competitive position, business, financial condition, results of operations and prospects.

In the future, we may identify additional third-party intellectual property rights we may need to license in order to engage in our business, including to develop or commercialize new games. However, such licenses may not be available on acceptable terms or at all. The licensing or acquisition of third-party intellectual property rights is a competitive area, and several more established companies may pursue strategies to license or acquire third-party intellectual property rights that we may consider attractive or necessary. These established companies may have a competitive advantage over us due to their size, capital resources and greater development or commercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license rights to us. Even if such licenses are available, we may be required to pay the licensor substantial royalties based on our net sales. Moreover, such licenses may be non-exclusive, which could give our competitors access to the same intellectual property rights licensed to us. If we are unable to enter into the necessary licenses on acceptable terms or at all, if any necessary licenses are subsequently terminated, if our licensors fail to abide by the terms of the licenses, if our licensors fail to prevent infringement by third parties, or if the licensed intellectual property rights are found to be invalid or unenforceable, our business, financial condition, results of operations, and prospects could be materially and adversely affected.

Even if we are successful in gaining new licenses or extending existing licenses, we may fail to anticipate the entertainment preferences of our players when making choices about which brands or other content to license. If the entertainment preferences of players shift to content or brands owned or developed by companies with which we do not have relationships, we may be unable to establish and maintain successful relationships with these developers and owners, which would materially harm our business, results of operations and financial condition. In addition, some rights are licensed from licensors that have or may develop financial difficulties and may enter into bankruptcy protection under U.S. federal law or the laws of other countries. In particular, CEOC operates in an industry that is vulnerable to changing economic conditions. For example, in 2015, CEOC filed for bankruptcy. If CEOC were to file for bankruptcy again or if any of our licensors files for bankruptcy, our licenses might be impaired or voided, which could materially harm our business, results of operations and financial condition.

We use open source software in connection with certain of our games, which may pose particular risks to our proprietary software, games and services in a manner that could have a negative impact on our business.

We use open source software in connection with our technology and games. The original developers of the open source code generally provide no warranties on such code and open source software may have unknown bugs, malfunctions and other security vulnerabilities which could impact the performance and information security of our technology. Some open source software licenses require those who distribute open source software as part of their proprietary software to publicly disclose all or part of the source code to such software and/or make available any derivative works of the open source code on unfavorable terms or at no cost. From time to time, we may face claims from the copyright holders of open source software alleging copyright infringement and breach of contract for failure to meet the open source license terms, such as the failure to publicly disclose our proprietary code that is a derivative work of the open source software. Additionally, the copyright holders of open source software could demand release of the source code of any of our proprietary code that is a derivative work of the open source software, or otherwise seek to enforce, have us specifically perform, or recover damages for the alleged infringement or breach of, the terms of the applicable open source license. These claims could also result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our games. The terms of various open source licenses have been interpreted by courts to a very limited extent, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions, obligations or restrictions on our use of the open source software. We monitor our use of open source software and try to use open source software in a manner that complies with the terms of the open source licenses while at the same time not requiring the disclosure of the source code of our proprietary software. Our failure to comply with the terms of the open source licenses could require us to replace certain code used in our games, pay a royalty or license fee to use some open source code, make the source code of our games

publicly available, pay damages for copyright infringement or breach of contract of open source licenses, or temporarily or permanently discontinue certain games. The above risks could have a material adverse effect on our competitive position, business, reputation, legal exposures, financial condition, results of operations, and prospects.

The intellectual property rights of others may prevent us from developing new games and services or entering new markets or may expose us to liability or costly litigation.

Our success depends in part on our ability to continually adapt our games to incorporate new technologies, as well as intellectual property related to game mechanics and procedures, and to expand into markets that may be created by these new developments. If technologies are protected by the intellectual property rights of others, including our competitors, we may be prevented from introducing games based on these technologies or expanding into markets created by these technologies.

We cannot assure you that our business activities and games will not infringe upon the proprietary rights of others, or that other parties will not assert infringement claims against us. We have in the past and may in the future be subject to litigation alleging that we have infringed the trademarks, copyrights, patents and other intellectual property rights of third parties, including our competitors, non-practicing entities and former employers of our personnel. For example, in December 2016, a trademark infringement lawsuit was filed in Canadian court by Enigmatus s.r.o. against Playtika Ltd. and CIE regarding our use of the Slotomania trademarks. In addition, on October 26, 2020, a patent infringement lawsuit was filed in the U.S. District Court, District of Nevada against Playtika Holding Corp., Playtika Ltd. and CIE regarding our use of certain patents related to certain of the defendant's games. Although both of these claims were ultimately dismissed in our favor, a successful claim of infringement by a third party against us, our games or one of our licensees in connection with the use of our technologies, game mechanics or procedures, or an unsuccessful claim of infringement made by us against a third party or its products or games, could adversely affect our business or cause us financial harm. Any such claim and any resulting litigation, should it occur, could:

- be expensive and time consuming to defend or require us to pay significant amounts in damages;
- result in invalidation of our proprietary rights or render our proprietary rights unenforceable;
- cause us to cease making, licensing or using games that incorporate the applicable intellectual property;
- require us to redesign, reengineer or rebrand our games or limit our ability to bring new games to the market in the future;
- require us to enter into costly or burdensome royalty, licensing or settlement agreements in order to obtain the right to use a product or process;
- impact the commercial viability of the games that are the subject of the claim during the pendency of such claim; or
- require us to stop selling the infringing games.

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

We may not be able to enforce our intellectual property rights throughout the world.

We may be required to protect our proprietary technology and content in an increasing number of jurisdictions, a process that is expensive and may not be successful, or which we may not pursue in every location. Filing, prosecuting, maintaining, defending, and enforcing our intellectual property rights in all jurisdictions throughout the world would be prohibitively

expensive, and our intellectual property rights in some jurisdictions outside the United States may be less extensive than those in the United States. Competitors may use our technologies in jurisdictions where we have not obtained protection to develop their own games and, further, may export otherwise violating games to territories where we have protection but enforcement is not as strong as that in the United States. These games may compete with our games, and our intellectual property rights may not be effective or sufficient to prevent such competition. In addition, the laws of some foreign jurisdictions do not protect proprietary rights to the same extent as the laws of the United States, and many companies have encountered significant challenges in establishing and enforcing their proprietary rights outside of the United States. These challenges can be caused by the absence or inconsistency of the application of rules and methods for the establishment and enforcement of intellectual property rights outside of the United States. In addition, the legal systems of some jurisdictions, particularly developing countries, do not favor the enforcement of intellectual property protection. This could make it difficult for us to stop the infringement, misappropriation or other violation of our intellectual property rights. Accordingly, we may choose not to seek protection in certain jurisdictions, and we will not have the benefit of protection in such jurisdictions. Proceedings to enforce our intellectual property rights in foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business. Accordingly, our efforts to protect our intellectual property rights in such jurisdictions may be inadequate. In addition, changes in the law and legal decisions by courts in the United States and foreign jurisdictions may affect our ability to obtain adequate protection for our games. Any of the foregoing could harm our competitive position, business, financial condition, results of operations and prospects.

If our trademarks and trade names are not adequately protected, we may not be able to build name recognition in our markets of interest and our competitive position may be harmed.

The registered or unregistered trademarks or trade names that we own may be challenged, infringed, circumvented, declared generic, lapsed or determined to be infringing on or dilutive of other trademarks. We may not be able to protect our rights in these trademarks and trade names, which we need in order to build name recognition. In addition, third parties have filed, and may in the future file, for registration of trademarks similar or identical to our trademarks, thereby impeding our ability to build brand identity and possibly leading to market confusion. If they succeed in registering or developing common law rights in such trademarks, and if we are not successful in challenging such third-party rights, we may not be able to use these trademarks to develop brand recognition of our games. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks that incorporate variations of our registered or unregistered trademarks or trade names. If we are unable to establish name recognition based on our trademarks and trade names, we may not be able to compete effectively, which could harm our competitive position, business, financial condition, results of operations and prospects.

General Risks

The price of our common stock is volatile and may fluctuate substantially.

The market price of our common stock has been volatile since our initial public offering in January 2021, with a low of $3.31 and high of $36.06. The market price of our common stock may continue to be highly volatile and may fluctuate or decline substantially as a result of a variety of factors, some of which are beyond our control or are related in complex ways, including:

- changes in analysts’ estimates, investors’ perceptions, recommendations by securities analysts or our failure to achieve analysts’ estimates;
- quarterly variations in our or our competitors’ results of operations;
- periodic fluctuations in our revenues, which could be due in part to the way in which we recognize revenues;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- future sales of our common stock or other securities, by us or our stockholders, as well as the anticipation of lock-up releases or lock-up waivers;
- the trading volume of our common stock;
- general market conditions and other factors unrelated to our operating performance or the operating performance of our competitors;

- changes in operating performance and stock market valuations of other technology and entertainment companies generally, or those in the games industry in particular;
- actual or anticipated changes in regulatory oversight of our industry;
- the loss of key personnel, including changes in our board of directors and management;
- programming errors or other problems associated with our products;
- legislation or regulation of our market;
- lawsuits threatened or filed against us, including litigation by current or former employees alleging wrongful termination, sexual harassment, whistleblower or other claims;
- the announcement of new games, products or product enhancements by us or our competitors;
- announced or completed acquisitions of businesses or technologies by us or our competitors;
- announcements related to patents issued to us or our competitors and related litigation;
- actions of our stockholders, including our majority stockholder Playtika Holding UK; and
- developments in our industry.

In recent years, the stock markets generally have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of listed companies. Broad market and industry factors may significantly affect the market price of our common stock, regardless of our actual operating performance.

In addition, in the past, stockholders have instituted securities class action litigation following periods of market volatility. For example, on November 23, 2021, the Company, its directors and certain of its officers were named in a putative class action lawsuit filed in the United States District Court for the Eastern District of New York (Bar-Asher v. Playtika Holding Corp. et al.). The complaint alleged violations of federal securities laws arising out of alleged misstatements or omissions by the defendants during the alleged class period and seeks, among other things, damages and attorneys' fees and costs on behalf of the putative class. Although this case was ultimately dismissed, any securities class action litigation could subject us to substantial costs, divert resources and the attention of management from our business and harm our business, results of operations, financial condition and reputation. These factors may materially and adversely affect the market price of our common stock.

Securities analysts may not publish favorable research or reports about our business or may publish no information at all, which could cause our stock price or trading volume to decline.

Our stock price and trading volume may be heavily influenced by the way analysts and investors interpret our financial information and other disclosures. If securities or industry analysts do not publish research or reports about our business, delay publishing reports about our business, or publish negative reports about our business, regardless of accuracy, our common stock price and trading volume could decline.

The trading market for our common stock is influenced to some extent by the research and reports that industry or financial analysts publish about us and our business. We do not control these analysts. The analysts who publish information about our common stock may have had relatively little experience with us or our industry, which could affect their ability to accurately forecast our results and could make it more likely that we fail to meet their estimates. In the event we obtain securities or industry analyst coverage, if any of the analysts who cover us provide inaccurate or unfavorable research or issue an adverse opinion regarding our stock price, our stock price could decline. If one or more of these analysts cease coverage of us or fail to publish reports covering us regularly, we could lose visibility in the market, which in turn could cause our stock price or trading volume to decline.

Even if our common stock is actively covered by analysts, we do not have any control over the analysts or the measures that analysts or investors may rely upon to forecast our future results. Over-reliance by analysts or investors on any particular metric to forecast our future results may lead to forecasts that differ significantly from our own.

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

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenues and expenses that are not readily apparent from other sources. If our assumptions change or if actual circumstances differ from our assumptions, our results of operations may be adversely affected and could fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in the market price of our common stock.

A significant portion of our total outstanding shares may be sold into the market in the near future. This could cause the market price of our common stock to drop significantly, even if our business is doing well.

Sales of a substantial number of shares of our common stock in the public market could occur at any time. These sales, or the perception in the market that the holders of a large number of shares intend to sell their shares, could result in a decrease in the market price of our common stock, including in connection with potential future offerings.

On January 24, 2022, we and our largest shareholder, Playtika Holding UK, announced that Playtika Holding UK had decided to explore options for a potential sale of a portion of the shares of our common stock held by Playtika Holding UK, which may include by means of private placements, public offerings or other transactions. The determination by Playtika Holding UK to conduct any such potential transactions, and the timing thereof, are uncertain and may depend on, among various factors, the price and terms of any such potential transactions, general market and economic conditions and the outcome of any negotiations among the applicable parties. There can be no assurance that any potential transactions will lead to any transactions being agreed or consummated by Playtika Holding UK, and it is possible that the consummation of any such possible transactions could negatively affect the price of our common stock.

On June 28, 2022, Playtika Holding UK announced on Schedule 13D that Playtika Holding UK had entered into a Stock Purchase Agreement (the “Playtika Holding UK – Joffre SPA”), dated as of June 27, 2022, with Joffre Palace Holdings Limited (“Joffre”), pursuant to which, among other things, Joffre agreed to acquire 106,102,467 shares (the “Purchased Shares”) of the common stock of the Company from Playtika Holding UK, subject to certain terms and conditions. On January 3, 2023, Playtika Holding UK announced on Schedule 13D that on January 1, 2023, Playtika Holding UK notified Joffre that it was terminating the Playtika Holding UK – Joffre SPA.

On Schedule 13Ds filed on September 20, 2024 and November 27, 2024, Playtika Holding UK announced that it had entered into pledge agreements pursuant to which Playtika Holding UK pledged almost 200,000,000 shares of our common stock to secure certain loan obligations.

In addition, the sale of our common stock on the open market by our majority stockholder or other significant stockholder may have in the past and may in the future adversely affect our share price. For example, Playtika Holding UK sold over 2,500,000 shares of our common stock in a series of transactions in November and December 2024.

Playtika Holding UK may elect to enter into similar transactions in the future, which could similarly potentially negatively affect the price of our common stock.

Provisions in our corporate charter documents and under Delaware law could make an acquisition of us more difficult and may prevent attempts by our stockholders to replace or remove our current management.

Provisions in our amended and restated certificate of incorporation and our amended and restated bylaws may discourage, delay or prevent a merger, acquisition or other change in control of us that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of our common stock, thereby depressing the market price of our common stock. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. Because our board of directors is responsible for appointing the members of our management team, these provisions could in

turn affect any attempt by our stockholders to replace current members of our management team. Among others, these provisions include that:

- our board of directors has the exclusive right to expand the size of our board of directors and to elect directors to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;
- after the date on which Playtika Holding UK and its affiliates cease to beneficially own, in the aggregate, more than 50% in voting power of our stock entitled to vote generally in the election of directors (a "Triggering Event"), our board of directors will be divided into three classes, Class I, Class II and Class III, with each class serving staggered three-year terms, which may delay the ability of stockholders to change the membership of a majority of our board of directors;
- after a Triggering Event, our stockholders may not act by written consent, which will force stockholder action to be taken at an annual or special meeting of our stockholders;
- a special meeting of stockholders may be called only by the board of directors, which may delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors;
- our amended and restated certificate of incorporation prohibits cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- our board of directors may alter our bylaws without obtaining stockholder approval;
- the required approval of the holders of at least two-thirds of the shares entitled to vote at an election of directors to adopt, amend or repeal our bylaws or repeal the provisions of our amended and restated certificate of incorporation regarding the election and removal of directors;
- stockholders must provide advance notice and additional disclosures in order to nominate individuals for election to the board of directors or to propose matters that can be acted upon at a stockholders' meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of our company; and
- our board of directors is authorized to issue shares of preferred stock and to determine the terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer.

Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibits a person who owns in excess of 15% of our outstanding voting stock from merging or combining with us for a period of three years after the date of the transaction in which the person acquired in excess of 15% of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner.

There are no assurances that we will pay dividends in the future.

We recently announced that we would be suspending our quarterly dividend in order to preserve flexibility and direct capital to the highest return uses. Our ability to pay dividends is limited to our assets legally available for distribution, and may be adversely affected upon the occurrence of any of the risks described herein. Furthermore, our payment of dividends is also subject to compliance with restrictions contained in our current and future debt arrangements, and any preferred stock we may issue in the future. Any future dividends, and the amounts of such dividends, will be paid only at the discretion of our board of directors and will depend upon our earnings, our financial condition, availability of cash, and such other factors as our board of directors may deem relevant from time to time.

There are uncertainties regarding the amount and timing of repurchases under our stock repurchase program.

Although we announced on May 9, 2024, that our board of directors authorized a stock repurchase program for up to $150 million of our common stock, there can be no assurance that any additional repurchases will be made under the program or, if made, as to the timing or amount of any such repurchases, due to factors such as market conditions and capital availability and other strategic considerations. This lack of assurance can impact the expected benefits and returns from the repurchase program for investors.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another State court in Delaware or the U.S. District Court for the

District of Delaware) will be the sole and exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' abilities to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our amended and restated certificate of incorporation specifies that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for most legal actions involving actions brought against us by stockholders; provided that, the exclusive forum provision will not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the U.S. federal courts have exclusive jurisdiction; and provided further that, if and only if the Court of Chancery of the State of Delaware dismisses any such action for lack of subject matter jurisdiction, such action may be brought in another state or federal court sitting in the State of Delaware. Our amended and restated certificate of incorporation also provides that the federal district courts of the United States of America will be the exclusive forum for the resolution of any complaint asserting a cause of action against us or any of our directors, officers, employees or agents and arising under the Securities Act of 1933, as amended, or the Securities Act. We believe these provisions may benefit us by providing increased consistency in the application of Delaware law and federal securities laws by chancellors and judges, as applicable, particularly experienced in resolving corporate disputes, efficient administration of cases on a more expedited schedule relative to other forums and protection against the burdens of multi-forum litigation. However, these provisions may have the effect of discouraging lawsuits against our directors and officers. The enforceability of similar choice of forum provisions in other companies' certificates of incorporation has been challenged in legal proceedings, and it is possible that, in connection with any applicable action brought against us, a court could find the choice of forum provisions contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in such action.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 1C. CYBERSECURITY RISK MANAGEMENT AND STRATEGY

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information.

We use the NIST Cybersecurity Framework and CIS Critical Security Controls as a guide to help us identify, assess, and manage cybersecurity risks relevant to our business. This does not imply that we meet any particular technical standards, specifications, or requirements.

Our cybersecurity risk management program comprises one component of our overall enterprise risk management program which is organized by discipline areas. Our cybersecurity risk management program shares common reporting channels and governance processes that apply across the enterprise risk management program to other legal, compliance, strategic, operational, and financial risk areas.

Our cybersecurity risk management program includes the following key elements:

- risk assessments designed to help identify material cybersecurity risks to our critical systems, information, services, and our broader enterprise IT environment;
- integration with software development procedures and processes throughout the lifecycles of our products.
- a team comprised of IT security, IT engineering and IT compliance personnel principally responsible for directing (1) our cybersecurity risk assessment processes, (2) our security processes, and (3) our response to cybersecurity incidents;
- the use of external cybersecurity service providers, where appropriate, to assess, test or otherwise assist with aspects of our security processes;
- cybersecurity awareness, including annual mandatory training for all employees and contractors in addition to monthly phishing simulations and the use of designated security champions throughout the Company's departments;

- a cybersecurity incident response plan and Security Operations Center (SOC) to respond to cybersecurity incidents;
- insurance coverage for cybersecurity matters; and
- a comprehensive third-party risk management process for service providers which requires critical vendors to provide security certifications such as SOC 2 Type II and includes continuous monitoring of vendor security postures and annual security audits to ensure ongoing compliance with our standards.

There can be no assurance that our cybersecurity risk management program, including our controls, procedures and processes, will be fully complied with or that our program will be fully effective in protecting the confidentiality, integrity and availability of our information systems, product and network. See "*Risk Factors – Our success depends on the security and integrity of the games we offer, and security breaches or other disruptions could compromise our information or the information of our players and expose us to liability, which would cause our business and reputation to suffer*."

During the reporting period, we did not experience any cybersecurity incident that has 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 and material, are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. See "*Risk Factors – If we sustain cyber-attacks or other privacy or data security incidents that result in security breaches, we could suffer a loss of sales and increased costs, exposure to significant liability, reputational harm and other negative consequences*."

Cybersecurity Governance

Our Board considers cybersecurity risk as critical to the enterprise and delegates the cybersecurity risk oversight function to the Audit Committee. The Audit Committee oversees management's design, implementation and enforcement of our cybersecurity risk management program.

Our Chief Information Security Officer (CISO) periodically reports to the Board and leads the Company's overall cybersecurity function. The Audit Committee receives regular reports from our CISO on our cybersecurity risks, including briefings on our cyber risk management program and any cybersecurity incidents. Board members also receive periodic presentations on cybersecurity topics from our CISO or our Chief Technology Officer (CTO).

Our CISO supervises efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means, which include briefings from internal security personnel, threat intelligence and other information obtained from governmental, public or private sources, including external cybersecurity service providers, and alerts and reports produced by security tools deployed in the IT environment.

Our CISO oversees our internal cybersecurity personnel and external cybersecurity service providers. Our CISO has over twenty years of experience in managing and leading IT and cybersecurity teams, including approximately ten years in senior security leadership roles at a global fintech company prior to joining the Company. Our CISO reports directly to our CTO who has over twenty years of experience in technology and IT including roles at large global companies.

ITEM 2. PROPERTIES

We lease facilities in 10 locations throughout the world, including locations in Israel, the United States, Austria, Finland, Germany, Netherlands, Poland, Romania, Ukraine, and the United Kingdom. We believe our existing facilities are sufficient for our current needs. We may add new facilities and expand our existing facilities as we add employees and expand into new locations. We believe suitable additional space will be available as needed to accommodate our needs.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we are subject to various claims, complaints and legal actions in the normal course of business. In addition, we may receive notifications alleging infringement of patent or other intellectual property rights.

On April 10, 2023, Playtika Holding UK II Limited, the Company's controlling shareholder, and certain officers of the Company were sued (Kormos v Playtika Holding UK II Limited, et al.) in the Delaware Chancery Court. The lawsuit alleges

generally that the defendants breached fiduciary duties owed to the Company and its stockholders with respect to the controlling shareholder's indication of an interest in selling some or all of its shares, and the resulting strategic review process and self-tender offer. On August 18, 2023, defendants filed with the Court motions to dismiss the claims. A hearing on the motions to dismiss was held on November 21, 2023. On January 18, 2024, the court denied Playtika Holding UK II Limited's motion to dismiss in an oral ruling. The court issued a written opinion on May 3, 2024 granting the motion to dismiss the claims against the Company's officers. The plaintiffs and the remaining defendant agreed to a settlement agreement and submitted the settlement agreement to the Court for approval on October 8, 2025. The Court approved the settlement agreement on January 21, 2026. The terms of the settlement do not involve any financial obligation of the Company and are not expected to have any financial impact to the Company's financial statements as a whole.

On November 13, 2023, plaintiff Gina Burt filed a lawsuit against the Company and its subsidiary, Playtika Ltd., in the Circuit Court of Coffee County, Tennessee, alleging that the Company's social casino-themed games are unlawful gambling under Tennessee law. The lawsuit seeks to recover all amounts paid by Tennessee residents to the Company in connection with its games during the period beginning one year before the filing of the lawsuit until the case is resolved but excluding any residents who spent $75,000 or more during such time period. The plaintiff filed an amended complaint on August 28, 2025. The Company removed the case to federal court on September 29, 2025. In response to a joint motion of the parties, on January 28, 2026, the court entered an order compelling arbitration of plaintiff's claims. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows. The Company intends to defend this case vigorously.

On March 8, 2023, plaintiff Gayla Hamilton Mills filed a lawsuit against the Company and its subsidiary, Playtika Ltd., in the Circuit Court of Franklin County, Alabama, alleging that the Company's social casino-themed games are unlawful gambling under Alabama law. The lawsuit seeks to recover all amounts paid by Alabama residents to the Company in connection with its games during the period beginning one year before the filing of the lawsuit until the case is resolved. After the Company removed the case to the U.S. District Court for the Northern District of Alabama, plaintiff dismissed the complaint and filed a very similar new complaint in the Circuit Court of Franklin County, Alabama on August 25, 2023. The new complaint asserted the same cause of action and bases for relief, but limited the requested recovery to the amounts paid to the Company in connection with its games only by those Alabama residents who spent less than $75,000 during the one year before the filing of the lawsuit until the case is resolved. The court ordered arbitration and stayed the case on August 20, 2025. The parties held a preliminary arbitration conference call on December 5, 2025. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows. The Company intends to defend this case vigorously.

On June 6, 2025, plaintiff Stuart Mills filed a putative class action lawsuit against the Company and its subsidiary, Playtika Ltd., on behalf of all Alabama-based players of the Company's games in the Circuit Court of Franklin County, Alabama. The suit, like the suit brought by Gayla Hamilton Mills, alleges that the Company's casino-themed social games are unlawful gambling under Alabama law. The lawsuit seeks to recover all amounts paid by Alabama residents to the Company in connection with its games during the period beginning one year before the filing of the lawsuit until the case is resolved. The suit was filed by the same counsel who represent Gayla Hamilton Mills. The Company removed the case to the U.S. District Court for the Northern District of Alabama on July 11, 2025. Plaintiff's motion to remand to state court was filed on August 11, 2025. The court denied the motion to remand and compelled the parties to arbitration on January 20, 2026. Plaintiff filed a petition seeking permission for interlocutory review by the Eleventh Circuit U.S. Court of Appeals of the denial of his motion to remand on January 30, 2026. The Company filed its response to the petition on February 9, 2026. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows.

On August 22, 2024, plaintiff Dianne Fuqua filed a lawsuit against the Company and its subsidiary, Playtika Ltd., in the District Court for the Western District of Kentucky, alleging that the Company's casino-themed social games are unlawful gambling under Kentucky law. The lawsuit seeks to recover three times the amount paid by Kentucky residents to the Company from its games during the period from August 2019 through June 2023 plus interest, costs and any other relief to which plaintiff is entitled to. The Company filed a motion to compel arbitration on July 11, 2025. Plaintiff filed an opposition to the renewed motion on July 25, 2025 and the Company filed its reply on August 8, 2025. The motion remains pending. In addition, on November 21, 2025, the court on its own initiative ordered both parties to submit briefs addressing whether plaintiff possesses Article III (constitutional) standing for purposes of jurisdiction in federal court. The parties submitted

simultaneous briefs on December 22, 2025, in response to that order. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows. The Company intends to defend this case vigorously.

On October 27, 2025, plaintiff Andrew Wright filed a putative class action lawsuit against the Company and its subsidiary, Playtika Ltd., in the U.S. District Court for the District of Utah, alleging that the Company's social casino-themed games are unlawful gambling under Utah law. The lawsuit seeks to recover twice the amount of economic losses suffered by Utah residents to the Company in connection with its social casino-themed games plus interest and attorneys' fees. The Company filed a motion to compel arbitration on February 17, 2026. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows. The Company intends to defend this case vigorously.

On October 29, 2025, plaintiff William Barbarino filed a putative class action lawsuit against the Company and its subsidiary, Playtika Ltd., in the U.S. District Court for the District of New Jersey, alleging that the Company's social casino-themed games are unlawful gambling under federal and New Jersey law. The lawsuit seeks to recover up to three times the amount of economic losses suffered by New Jersey residents to the Company in connection with its social casino-themed games plus interest, attorneys' fees and other relief the plaintiff and the putative class may be entitled to. The parties filed a joint stipulation and proposed order submitting the claims to arbitration, staying the case and preserving the parties' positions on January 27, 2026. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows. The Company intends to defend this case vigorously.

On June 24, 2025, we received a letter from the Attorney General of the State of Washington alleging that our social casino-themed and bingo-themed games violate state gambling and consumer protection laws, and requesting that we pay certain monetary penalties and prevent those games from being available to play in the state in the future. The Attorney General initiated a lawsuit in King County Superior Court in the State of Washington on February 3, 2026, against the Company and several of its subsidiaries asserting those same allegations. The Attorney General is seeking injunctive and declaratory relief, recovery of monies spent by Washington players in the games, civil statutory penalties, costs and fees, and other relief. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows. The Company intends to defend this case vigorously.

On July 8, 2025, the Company received pre-arbitration notices from another law firm purporting to represent 3,860 claimants who have played the Company's games and intend to file arbitration demands alleging that the Company's social casino-themed games violate state laws against gambling and that the games use false, deceptive and misleading practices. The notice demands the payment of the greater of $5,000 or the actual amount of in-game losses for the claimants, plus punitive and other damages and attorneys' fees as well as the cessation of the alleged unlawful conduct. On August 5, 2025, we were notified that the law firm was continuing to solicit claimants and that they now represented 4,688 claimants. On November 4, 2025, the law firm filed arbitration demands on behalf of 1,642 claimants. As of the date hereof, the Company lacks adequate information to assess the nature or validity of these claims. As such, the Company cannot estimate what impact, if any, these claims may have on its results of operations, financial condition or cash flows. The Company intends to defend these claims vigorously.

On February 10, 2026, the Company received pre-arbitration notices from another law firm purporting to represent 3,061 claimants who have played the Company's games and intend to file arbitration demands alleging that the Company's games violate state laws against gambling, that the games use unfair and deceptive practices and that the Company has been unjustly enriched. The notice demands the full restitution of all amounts expended by the claimants, restitution and disgorgement, interest, and other damages and attorneys' fees. As of the date hereof, the Company lacks adequate information to assess the nature or validity of these claims. As such, the Company cannot estimate what impact, if any, these claims may have on its results of operations, financial condition or cash flows. The Company intends to defend these claims vigorously.

On December 8, 2025, Toni Morrow filed a putative class action complaint in the United States District Court for the Western District of Washington against SuperPlay Ltd., relating to the game *Dice Dreams*. The complaint alleges, among other things, that the game constitutes unlawful gambling under Washington law and includes unfair and deceptive practices in connection with in-game purchase offers and purported "sales", and seeks, inter alia, injunctive relief and restitution. The

matter is in its preliminary stages. Accordingly, the Company cannot estimate what impact, if any, it may have on its results of operations, financial condition or cash flows. The Company intends to defend this matter vigorously.

On December 10, 2025, Maor Ben Shoshan filed a Motion for Certification of a class action lawsuit in the District Court in Central Lod, Israel, against Playtika Group Israel Ltd. ("PGI"), alleging misleading price presentation in connection with in-app purchases offered to Israeli users in U.S. dollars in several Playtika games, including *Slotomania, House of Fun, Caesars Slots*, and others, resulting in higher final charges due to undisclosed foreign currency conversion rates and related fees. The lawsuit seeks NIS 18,357 in personal damages to the petitioner and approximately NIS 28 million in damages to the tentative class or approximately USD $8.8 million, using the exchange rate of NIS 3.19: USD $1.00, which was the exchange rate in effect on December 31, 2025. A pre-trial hearing on the motion is scheduled for September 9, 2026, and PGI is required to submit its response to the motion within 90 days. As these claims are in preliminary stages, the Company cannot estimate what impact, if any, they may have on its results of operations, financial condition or cash flows. The Company intends to defend these claims vigorously.

On January 5, 2026, Daniela Beninati filed a putative class action in the Federal Court of Australia (Victoria Registry) against the Company, alleging that certain of our social casino-themed games constitute unlawful interactive gambling services under the Australian Interactive Gambling Act 2001 (Cth), and that the Company engaged in misleading or deceptive conduct and unconscionable conduct in violation of the Australian Consumer Law in connection with the marketing and monetization of such games. The complaint seeks, inter alia, declaratory and injunctive relief, restitution of amounts paid for in-game virtual currency by Australian-based users, damages, interest and costs. The matter is in its preliminary stages. Accordingly, the Company cannot estimate what impact, if any, it may have on its results of operations, financial condition or cash flows. The Company intends to defend this matter vigorously.

On March 26, 2024, the Tel Aviv 3 Tax Office (the "ITA") issued an assessment order (the "2017 Assessment Order") to Playtika Ltd. for tax year 2017 alleging that Playtika Ltd. should have applied a higher tax rate to certain income and denying certain tax credits. The 2017 Assessment Order claimed that, as of March 26, 2024, Playtika Ltd. was obliged to pay additional taxes (including interest and CPI linkage) for tax year 2017 in the amount of approximately NIS 72.9 million. On April 14, 2024, Playtika Ltd. filed a notice of appeal in the Tel Aviv District Court challenging the 2017 Assessment Order. On May 15, 2024, the ITA filed its statement of assessment grounds, and on December 1, 2024, Playtika Ltd. filed its statement of appeal grounds. On June 12, 2025, the ITA issued an assessment order (the "2018 Assessment Order") for tax year 2018 in which it repeated similar arguments to those raised in the 2017 Assessment Order and also disallowed certain aircraft-related business expenses. The 2018 Assessment Order claimed that, as of June 12, 2025, Playtika Ltd. was obliged to pay additional taxes (including interest and CPI linkage) for tax year 2018 in the amount of approximately NIS 85.8 million. On June 26, 2025, Playtika Ltd. filed a notice of appeal and a case was opened in the Tel Aviv District Court. On July 14, 2025, the ITA filed its statement of assessment grounds, and on September 29, 2025, Playtika Ltd. filed its statement of appeal grounds. On December 14, 2025, the cases relating to the 2017 Assessment Order and 2018 Assessment Order were consolidated and a preliminary hearing occurred. At the preliminary hearing, the Court determined that, in light of the expected imminent issuance of assessment orders for additional years, the deadlines for filing affidavits and the evidentiary hearing date for witness examinations would be set after the arguments are filed in connection with the additional assessment orders for tax years 2019-2021. In this hearing, the ITA informed the Court that it was rescinding its claims disallowing the aircraft-related business expenses. On December 11, 2025, the ITA issued an assessment order (the "2019-2021 Assessment Order") to Playtika Ltd. for tax years 2019-2021. In that order, the ITA repeated similar arguments to those raised in the 2017 Assessment Order and the 2018 Assessment Order and also denied foreign tax credits in the amount of approximately NIS 19 million for tax years 2019-2021. In addition, in the 2019-2021 Assessment Order, the ITA alleged that the interest rate set for intercompany loans Playtika Ltd. provided should have been higher under transfer pricing principles. The ITA also claimed a "secondary adjustment" in the form of interest on a deemed debt balance in favor of Playtika Ltd., due to the additional deemed income owed to Playtika Ltd. per the ITA's claims. The 2019-2021 Assessment Order claimed that, as of December 11, 2025, Playtika Ltd. was obliged to pay additional taxes (including interest and CPI linkage) for tax years 2019-2021 in the amount of approximately NIS 312.9 million. On December 31, 2025, Playtika Ltd. filed a notice of appeal regarding the 2019-2021 Assessment Order and a case was opened in the Tel Aviv District Court. On January 28, 2026, the ITA filed its statement of assessment grounds. Playtika Ltd.'s current deadline for filing its appeal arguments is March 1, 2026 (subject to extensions). The total amount of the assessments under the 2017 Assessment Order, the 2018 Assessment Order and the 2019-2021 Assessment Order was approximately USD $148 million as of the respective dates of the assessment orders, using the exchange rate of NIS 3.19: USD $1.00, which was the exchange rate in effect on December 31, 2025. This amount

remains subject to continued accrual interest and linkage of the Israeli CPI until paid. The Company intends to pursue this case vigorously. See *Note 22, Income Taxes*, to our audited consolidated financial statements for additional information.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is traded on the Nasdaq Global Select Market under the ticker symbol PLTK.

As of February 23, 2026, there were approximately 8 stockholders of record of our common stock. However, we estimate that we have a significantly greater number of stockholders because a substantial number of beneficial owners of our common stock hold their shares in street name.

Dividends

The Company paid cash dividends of $0.10 per share of our outstanding common stock payable on April 4, July 7, and October 10, 2025, and January 9, 2026 to stockholders of record as of the close of business on March 21, June 23, September 26, and December 26, 2025, respectively.

Future dividends are subject to market conditions and Board approval.

Issuer Purchases of Equity Securities

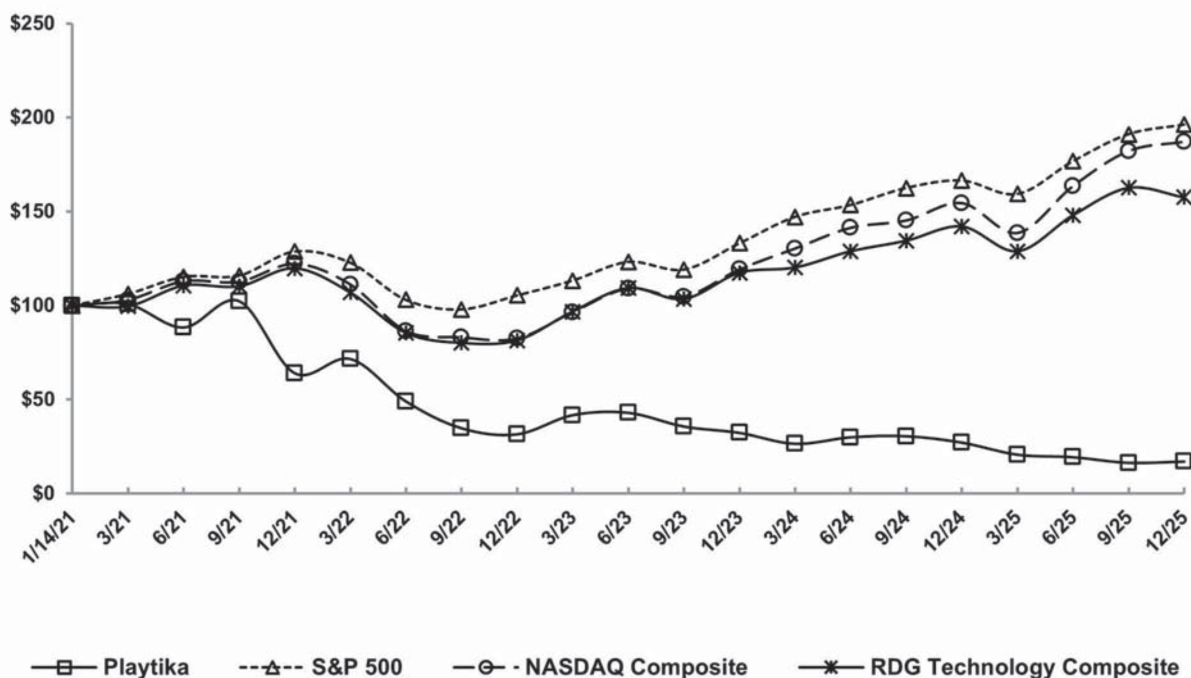
On May 9, 2024, we announced that our Board of Directors authorized a stock repurchase program for up to $150 million of our common stock. Under the repurchase program, repurchases can be made using a variety of methods, which may include open market purchases, privately negotiated transactions or otherwise, all in accordance with the rules of the Securities and Exchange Commission and other applicable legal requirements. The specific timing, price and size of purchases will depend on prevailing stock prices, general economic and market conditions, and other considerations. The repurchase program does not obligate us to acquire any particular amount of common stock, and the repurchase program may be suspended or discontinued at any time at the our discretion.

A summary of our common stock repurchases during the quarter ended December 31, 2025, are as follows:

Period	(a) Total number of shares purchased *(in thousands)*	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs *(in thousands)*	(d) Approximate dollar value of shares that may yet be purchased under the plans or programs *(in thousands)*
October 1 through October 31, 2025	456	$3.64	456	$ 131,417
November 1 through November 30, 2025	376	$3.96	376	129,922
December 1 through December 31, 2025	219	$4.23	219	128,995
Total	1,051		1,051	$ 128,995

Stock Performance Graph

The following graph compares the cumulative total stockholder return of our common stock with the cumulative total return of the S&P 500 Index and the NASDAQ Composite Index for the period between January 14, 2021 and December 31, 2025. The graph assumes that $100 was invested in our common stock at the close of market on January 14, 2021 and that any dividends were reinvested. Stockholder returns over the indicated period should not be considered indicative of future stockholder returns.



The information furnished under the heading "*Stock Performance Graph*", including the performance graph, shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended or the Exchange Act, except as expressly set forth by specific reference in such a filing.

ITEM 6. RESERVED

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the consolidated financial statements and the related notes included elsewhere in this annual report on Form 10-K. This discussion and analysis contains forward-looking statements that involve certain risks and uncertainties. Our actual results could differ materially from those discussed in these statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this annual report on Form 10-K, particularly under the "Risk Factors" and "Special Note Regarding Forward-Looking Statements" sections.

Overview

We are one of the world's leading developers of mobile games creating fun, innovative experiences that entertain and engage our users. We have built best-in-class live game operations services and proprietary technology tools to support our portfolio of games which enable us to drive strong user engagement and monetization. Our games are free-to-play, and we are experts in providing novel, curated in-game content and offers to our users, at optimal points in their game journeys. Our players love our games because they are fun, creative, engaging, and kept fresh through a release of new features that are customized for different player segments. As a result, we have retained paying users over long periods of time.

Key Factors Affecting Our Business

There are a number of factors that affect the performance of our business, and the comparability of our results from period to period, including:

- *Conversion of players into paying users and ongoing monetization.* While our games are free-to-play, we generate substantially all of our revenues from players' purchases of in-game virtual items. Our financial performance is dependent, in part, on our ability to convert active players into paying players and sustainably grow user spend over the long term. Our players' willingness to consistently make in-app purchases is impacted by our ability to deliver engaging content and personalized user experiences.

- *Acquisitions of games and new technology*. We have grown and will continue to evaluate opportunities to further expand our business by acquiring games and game studios that have broad appeal and potential for scalable leadership in our core genres, enhance our growth profile, or that we believe can benefit from our live operations services, our design experience, and our scale. When we acquire games and studios, we focus on providing existing audiences with proven content and applying live operations to create a better game experience for users.

- *Offering of new games and release of new content, offers, and features*. Our key revenue drivers include improving the content, offers, and features in our existing games and the acquisition of new games. In order to enhance the content, offers, and features in our existing games and to develop or acquire new games, we must invest a significant amount of our technological and creative resources, ensuring that we support an effective cadence of novel content creation that drives conversion and continued monetization. These expenditures generally occur months in advance of the release of new content or the launch or acquisition of a new game.

- *User acquisition*. We believe that we will be able to continue to grow our user base, including through traditional marketing and advertising, informal marketing campaigns, and cross-promoting between our games, including new games we develop or acquire. We intend to continue to seek new opportunities to enhance and refine these marketing efforts to acquire new users, including identifying potential technologies to enhance our marketing and advertising capabilities.

Components of our Results of Operations

Revenues

We primarily derive revenue from the sale of virtual items associated with online games.

We distribute our games to the end customer through various web and mobile platforms, such as Apple, Google and other web and mobile platforms plus our own Direct-to-Consumer platforms. Through these platforms, users can download our free-to-play games and can purchase virtual items to enhance their game-playing experience. Players can purchase virtual items through various widely accepted payment methods offered in the games. Payments from players for virtual items are non-refundable and relate to non-cancellable contracts that specify our obligations and cannot be redeemed for cash nor exchanged for anything other than virtual items within our games.

Our games are played on various third-party platforms that allow customers to choose to make purchases through our Direct-to-Consumer platform or through the third-party platform. If paid through the third-part platform, the platform providers collect proceeds from our customers and pay us an amount after deducting platform fees. For purchases made through both the third-party and Direct-to-Consumer platforms, we are primarily responsible for fulfilling the virtual items, have the control over the content and functionality of games and have the discretion to establish the virtual items' prices. Therefore, we are the principal and, accordingly revenues are recorded on a gross basis. Payment processing fees paid to platform providers are recorded within cost of revenue.

Cost of revenue

Cost of revenue includes payment processing fees, customer support, hosting fees, royalties and depreciation and amortization expenses associated with assets directly involved in the generation of revenues, including servers and internal use software. Payment processing fees and other related expenses for in-app purchases made through our Direct-to-Consumer platforms are typically 3-4%. If our players choose to pay through a third-party platform, platform providers (such as Apple and Google) charge a transactional payment processing fee of 30% to accept payments from our players for such purchases. We generally expect cost of revenue to fluctuate proportionately with revenues.

Research and development

Research and development consists of salaries, bonuses, benefits, other compensation, including stock-based compensation and allocated overhead, related to engineering, research, and development. In addition, research and development expenses include depreciation and amortization expenses associated with assets associated with our research and development efforts. We expect that research and development expenses specifically associated with new game development will fluctuate over time.

Sales and marketing

Sales and marketing consists of costs related to advertising and user acquisition, including costs related to salaries, bonuses, benefits, and other compensation, including stock-based compensation and allocated overhead. In addition, sales and marketing expenses include depreciation and amortization expenses associated with assets related to our sales and marketing efforts. We plan to continue to invest in sales and marketing to retain and acquire users. However, sales and marketing expenses may fluctuate as a percentage of revenues depending on the timing and efficiency of our marketing efforts.

General and administrative

General and administrative expenses consist of salaries, bonuses, benefits, and other compensation, including stock-based compensation, for all our corporate support functional areas, including our senior leadership. In addition, general and administrative expenses include outsourced professional services such as consulting, legal and accounting services, taxes and dues, insurance premiums, and costs associated with maintaining our property and infrastructure. General and administrative expenses also include depreciation and amortization expenses associated with assets not directly attributable to any of the

expense categories above. We also record adjustments to contingent consideration payable recorded after the acquisition date, and legal settlement expenses, as components of general and administrative expense.

Impairment charges

Impairment charges in 2025 reflect impairment of internal use software and an operating lease right-of-use asset, as well as the impairment of a certain investment in unconsolidated affiliate based upon poor performance of that investment leading to significant uncertainty regard its future viability.

Impairment charges in 2024 reflect impairments related to the Redecor game title based upon lower than expected performance of that title, and related to certain investments in unconsolidated affiliates based upon poor performance of those investments leading to significant uncertainty regarding their future viability. We hold certain equity investments in various unconsolidated entities that fall within the scope of ASC 321, *Investments - Equity Securities.* As permitted within that guidance, we have elected to account for these investments at cost less impairment, adjusted for changes in fair value from observable transactions for identical or similar investments of the same issuer as of the respective transaction dates. Impairment charges in 2023 reflect charges recorded for the excess of the carrying amount over estimated fair value of our identifiable intangible assets.

Interest and other, net

Our interest expense includes interest incurred under our Credit Agreement and amortization of deferred financing costs. We expect to continue to incur interest expense under our Credit Agreement, although such interest expense will fluctuate based upon the underlying variable interest rates. We entered into multiple interest rate swap agreements in March 2021 and in January 2023, accumulating to a total notional value of $1.0 billion, reducing our overall exposure to variable interest rates.

Interest income consists of interest earned on cash, cash equivalents and short-term investments.

Foreign currency translation adjustments, net, include gains and losses resulting from remeasurement of certain non-USD denominated balance sheet items.

Provision for income taxes

The provision for income taxes consists of current income taxes in the various jurisdictions where we are subject to taxation, primarily the United States, the United Kingdom, Israel, Germany, and Austria, as well as deferred income taxes reflecting the net tax effects of temporary differences between the carrying amounts of assets and liabilities in each of these jurisdictions for financial reporting purposes and the amounts used for income tax purposes. Under current U.S. tax law, the federal statutory tax rate applicable to corporations is 21%. Our effective tax rate can fluctuate based on various factors, including our financial results and the geographic mix to which they relate, the applicability of special tax regimes, changes in our business or operations, examination-related developments and uncertain tax positions, and changes in tax law.

Net income

We calculate net income as revenue minus cost of revenues, research and development, sales and marketing, general and administrative expenses, interest and taxes.

Results of Operations

The tables below show the results of our key financial and operating metrics for the periods indicated.

We measure the performance of our business by using several key financial metrics, including revenue and operating income, and operating metrics, including Daily Active Users, Average Revenue per Daily Active User, Monthly Active Users, Daily Paying Users, and Average Daily Payer Conversion. These operating metrics help our management to understand and measure the engagement levels of our players, the size of our audience and our reach. See "*Glossary of Terms*" for additional information of these measures.

	Year ended December 31,		
(in millions, except percentages, Average DPUs, and ARPDAU)	2025	2024	2023
Revenues	$ 2,755.4	$ 2,549.3	$ 2,567.0
Total cost and expenses	$ 2,760.5	$ 2,157.7	$ 2,065.4
Operating income (loss)	$ (5.1)	$ 391.6	$ 501.6
Net income (loss)	$ (206.4)	$ 162.2	$ 235.0
Adjusted EBITDA	$ 753.2	$ 757.7	$ 832.2
Non-financial performance metrics			
Average DAUs	8.5	8.1	8.7
Average DPUs (in thousands)	370	312	310
Average Daily Payer Conversion	4.4 %	3.8 %	3.6 %
ARPDAU	$ 0.89	$ 0.86	$ 0.81
Average MAUs	28.3	29.0	29.4

Comparison of the year ended December 31, 2025 versus the year ended December 31, 2024

	Year ended December 31,	
(in millions)	2025	2024
Revenues earned through third-party platforms	$ 1,940.9	$ 1,855.1
Revenues earned through Direct-to-Consumer platforms	814.5	694.2
Revenues	$ 2,755.4	$ 2,549.3
Cost of revenue	$ 758.5	$ 692.1
Research and development expenses	426.7	403.0
Sales and marketing expenses	949.8	705.0
General and administrative expenses	619.1	288.7
Impairment charges	6.4	68.9
Total costs and expenses	$ 2,760.5	$ 2,157.7

Revenues

Revenues for the year ended December 31, 2025 increased by $206.1 million when compared with 2024, primarily due to a full year of revenues from our 2024 acquisition of SuperPlay Ltd and growth in several casual games. The increases were partially offset primarily by a decline in *Slotomania*.

Cost of revenue

Cost of revenue for the year ended December 31, 2025 increased by $66.4 million when compared with 2024. The increase was primarily driven by a $20.5 million increase in platform fees due to higher revenues, partially offset by lower fees paid through Direct-to-Consumer platform increased sales, a $26.8 million increase in depreciation and amortization related to a full year of expense for SuperPlay, and an $18.0 million increase in royalty expense related to SuperPlay.

Research and development expenses

Research and development expenses for the year ended December 31, 2025 increased by $23.7 million when compared with the year ended December 31, 2024. Research and development expenses primarily increased due to a full year of expenses for our 2024 acquisition of SuperPlay including compensation and associated costs, outsourced services and server hosting costs, offset by decreases in compensation and associated costs due to workforce reduction and in stock-based compensation as awards became fully vested.

Sales and marketing expenses

Sales and marketing expenses for the year ended December 31, 2025 increased by $244.8 million when compared with the year ended December 31, 2024. The increase was primarily due to a net increase in media expenses of approximately $197.0 million relating to our 2024 acquisition of SuperPlay, offset by decreases in other gaming titles. Depreciation and amortization expense also increased approximately $39.4 million primarily related to a full year of expense for our 2024 acquisition of SuperPlay.

General and administrative expenses

General and administrative expenses for the year ended December 31, 2025 increased by $330.4 million when compared with the year ended December 31, 2024. The increase is primarily due to a net adjustment $398.6 million to contingent consideration related to the SuperPlay and InnPlay Labs acquisitions. The increase was offset by a decrease of approximately $74.5 million in appreciation and retention expense related to the conclusion of the Retention Plan and a decrease in transaction related professional fees primarily related to the SuperPlay acquisition.

Impairment charges

During the year ended December 31, 2025, we recorded impairment charges of $6.4 million related to certain equity investments due to poor performance leading to significant uncertainty regarding their future viability, impairment of internal use software and impairment of an operating lease right-of-use asset.

Comparison of the year ended December 31, 2024 versus the year ended December 31, 2023

	Year ended December 31,	
(in millions)	**2024**	**2023**
Revenues earned through third-party platforms	$ 1,855.1	$ 1,927.6
Revenues earned through Direct-to-Consumer platforms	694.2	639.4
Revenues	$ 2,549.3	$ 2,567.0
Cost of revenue	$ 692.1	$ 718.5
Research and development expenses	403.0	406.4
Sales and marketing expenses	705.0	585.7
General and administrative expenses	288.7	303.5
Impairment charges	68.9	51.3
Total costs and expenses	$ 2,157.7	$ 2,065.4

Revenues

Revenues for the year ended December 31, 2024 decreased by $17.7 million when compared with the year ended December 31, 2023. Social casino revenues decreased approximately $120 million that, along with revenue decreases in several of our casual games, were largely due to reduced monetization. These revenue declines were partially offset by our acquisition of SuperPlay Ltd in 2024 and a full year of revenues from our 2023 acquisitions of Youda Games and InnPlay Labs. The increase in revenues generated from Direct-to-Consumer platforms as a percentage of total revenues resulted from marketing activities for the games offered through these platforms.

Cost of revenue

Cost of revenue for the year ended December 31, 2024 decreased by $26.4 million when compared with the year ended December 31, 2023. The decrease in cost of revenue includes an approximate $23.8 million decrease in platform fees associated with reduced revenues and a greater percentage of revenue generated from our Direct-to-Consumer platforms, as well as a $2.4 million decrease in site costs.

Research and development expenses

Research and development expenses for the year ended December 31, 2024 decreased by $3.4 million when compared with the year ended December 31, 2023. Research and development expenses were primarily impacted by a net decrease of approximate $22.4 million in payroll and associated payroll costs, including stock based compensation, offset by merit increases, a shift of our workforce composition towards higher-cost locations, and an increase in the costs incurred in connection with severance. In addition, research and development related outsourcing costs increased from 2023 to 2024 by approximately $9.3 million and the amount of expense capitalized increased by approximately $6.3 million for new and continuing projects.

Sales and marketing expenses

Sales and marketing expenses for the year ended December 31, 2024 increased by $119.3 million when compared with the year ended December 31, 2023. The increase in sales and marketing expenses was primarily due to increased media expenses of approximately $112.1 million relating predominately to our 2024 acquisition of SuperPlay, a full year of expenses for our 2023 acquisition of Youda Games, and increased spend in our *Bingo Blitz* and *Slotomania* games. Depreciation and amortization expense also increased approximately $9.4 million, which was partially offset by a net decrease in compensation and associated costs.

General and administrative expenses

General and administrative expenses for the year ended December 31, 2024 decreased by $14.8 million when compared with the year ended December 31, 2023. The decrease is primarily due to a net $11.1 million adjustment to contingent consideration related to the SuperPlay, InnPlay Labs, and Youda Games acquisitions, as well as a decrease of approximately $14.2 million in compensation and associated costs. These decreases were offset by an increase of approximately $13.4 million of transaction costs primarily related to the SuperPlay acquisition.

Impairment charges

During the year ended December 31, 2024, we recorded an impairment charge of $29.9 million related to the Redecor game title based upon continued lower than expected performance of that title, and an impairment charge of $36.3 million related to certain investments in unconsolidated affiliates based upon poor performance of those investments leading to significant uncertainty regarding their future viability.

Other Factors Affecting Net Income

	Year ended December 31,		
(in millions)	2025	2024	2023
Interest expense	$ 143.3	$ 155.2	$ 154.2
Interest income	(25.3)	(56.1)	(43.9)
Foreign currency exchange, net	49.5	11.6	(1.3)
Other	0.3	0.4	0.5
Taxes on income	33.5	118.3	157.1

Interest expense

Interest expense in 2025, 2024 and 2023 is primarily related to amounts borrowed under the Credit Facilities and senior notes.

The decrease in interest expense in 2025 when compared with 2024 is primarily related to lower variable rate debt balance and lower average interest rates paid on that balance. The increase in interest expense in 2024 when compared to 2023 is primarily due to slightly higher average interest rates.

Interest income

Interest income in 2025, 2024 and 2023 is primarily related to interest earned on cash, cash equivalents and short-term investments.

The decrease in interest income for 2025 when compared to 2024 is driven primarily by lower average balances held in interest bearing cash, cash equivalents and short-term investments throughout 2025, primarily reflecting the use of cash in the SuperPlay acquisition. The increase in interest income for 2024 when compared to 2023 is primarily due to higher interest rates, more active investments of excess cash in income-bearing investments, and from interest earned on excess taxes paid in Israel in prior years.

Taxes on income

The provision for income tax was $33.5 million for the year ended December 31, 2025 and the effective income tax rate was (19.3)%. The difference between the effective income tax rate and the U.S. statutory tax rate is primarily due to adverse impacts of certain items including changes in valuation of Contingent Consideration and GILTI inclusion. The full rate reconciliation is available in *Note 22, Income Taxes.*

The provision for income tax was $118.3 million for the year ended December 31, 2024 and the effective income tax rate was 42.2%. The difference between the effective income tax rate and the U.S. statutory tax rate was primarily due to adverse impacts of certain items including tax rates in foreign jurisdictions and the relative amounts of income earned in those jurisdictions, unrecognized tax benefits, GILTI inclusion, and valuation allowances. These adverse impacts are partially offset by the favorable impact of the Israeli Preferred Technology Enterprise regime. The full rate reconciliation is available in *Note 22, Income Taxes.*

The provision for income tax was $157.1 million for the year ended December 31, 2023, and the effective income tax rate was 40.1%. The difference between the effective income tax rate and the U.S. statutory tax rate was primarily due to adverse impacts of certain items such as tax rates in foreign jurisdictions and the relative amounts of income earned in those jurisdictions, unrecognized tax benefits, and GILTI inclusion. These adverse impacts are partially offset by the recurring favorable impact of the Israeli Preferred Technology Enterprises regime. The full rate reconciliation is available in *Note 22, Income Taxes.*

Net income

Upon aggregating the components of our results of operations above, net income for the year ended December 31, 2025 decreased by $368.6 million when compared with 2024. Net income for the year ended December 31, 2024 decreased by $72.8 million when compared to 2023.

Reconciliation of Net income (loss) to Adjusted EBITDA

Adjusted EBITDA is a non-GAAP financial measure and should not be construed as an alternative to net income as an indicator of operating performance, nor as an alternative to cash flow provided by operating activities as a measure of liquidity, or any other performance measure in each case as determined in accordance with GAAP.

Below is a reconciliation of Adjusted EBITDA to net income, the closest GAAP financial measure. Our Credit Agreement defines Adjusted EBITDA as net income before (i) interest expense, (ii) interest income, (iii) provision for income taxes, (iv) depreciation and amortization expense, (v) impairment charges, (vi) stock-based compensation, (vii) contingent consideration, (viii) acquisition and related expenses, and (ix) certain other items. We calculate Adjusted EBITDA Margin as Adjusted EBITDA divided by revenues.

Adjusted EBITDA and Adjusted EBITDA Margin as calculated herein may not be comparable to similarly titled measures reported by other companies within the industry and are not determined in accordance with GAAP. Our presentation of Adjusted EBITDA and Adjusted EBITDA Margin should not be construed as an inference that our future results will be unaffected by unusual or unexpected items.

(In millions)	Year ended December 31, 2025	2024	2023
Net income (loss)	$ (206.4)	$ 162.2	$ 235.0
Provision for income taxes	33.5	118.3	157.1
Interest and other, net	167.8	111.1	109.5
Depreciation and amortization	234.8	165.7	158.0
EBITDA	229.7	557.3	659.6
Stock-based compensation[(1)]	82.5	99.2	110.0
Impairment charges	6.4	68.9	51.3
Changes in estimated value of contingent consideration	398.8	(9.8)	1.4
Acquisition and related expenses[(2)]	25.0	19.7	6.5
Other items[(3)]	10.8	22.4	3.4
Adjusted EBITDA	$ 753.2	$ 757.7	$ 832.2
Net income margin	(7.5)%	6.4 %	9.2 %
Adjusted EBITDA margin	27.3 %	29.7 %	32.4 %

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(1) Reflects stock-based compensation expense related to the issuance of equity awards to our employees and Directors.

(2) Includes costs incurred to evaluate and pursue acquisition activities as well as costs incurred by the Company in connection with the evaluation of strategic alternatives.

(3) Amounts for the year ended December 31, 2025 consists of $9.8 million and $2.0 million incurred by the Company related to restructuring activities and severance, respectively, and $1.1 million of reimbursement of a tax assessment paid under protest in 2023. The amount for the year ended December 31, 2024 consists primarily of $14.5 million and $6.9 million incurred by the Company related to severance and restructuring activities, respectively. The amount for the year ended December 31, 2023 consists primarily of $1.8 million incurred by the Company for severance and $1.0 million for a tax assessment paid under protest.

Liquidity and Capital Resources

Capital spending

We incur capital expenditures in the normal course of business and perform ongoing enhancements and updates to our social and mobile games to maintain their quality standards. Cash used for capital expenditures in the normal course of business is typically made available from cash flows generated by operating activities. We may also pursue acquisition opportunities for additional businesses or social or mobile games that meet our strategic and return on investment criteria. Capital needs are evaluated on an individual opportunity basis and may require significant capital commitments.

Liquidity

Our primary sources of liquidity are the cash flows generated from our operations, currently available unrestricted cash and cash equivalents, short-term highly liquid investments, and borrowings under our Credit Facility and Revolver. Our cash and cash equivalents and short-term investments totaled $820.2 million and $565.8 million at December 31, 2025 and December 31, 2024, respectively. On April 23, 2025, the Company entered into a Fourth Amendment (the "Fourth Amendment") to the Credit Agreement which, among other things, decreased the aggregate principal amount of the Revolving Credit Facility from $600 million to $550 million. On February 16, 2026, the Company entered into a Fifth Amendment (the "Fifth Amendment") to the Credit Agreement which, among other things, extended the maturity of the Revolving Credit Facility to March 6, 2027.

As of December 31, 2025 and 2024, we had $550 million and $600 million, respectively, in additional borrowing capacity pursuant to our Revolving Credit Facility. Payments of short-term debt obligations, dividends to shareholders and other

commitments are expected to be made from cash on the balance sheet and operating cash flows. Long-term obligations are expected to be paid through operating cash flows, refinancing of our existing credit facilities or additional debt issuances.

Our restricted cash totaled $1.5 million and $1.9 million at December 31, 2025 and December 31, 2024, respectively. Restricted cash primarily consists of deposits to secure obligations under our operating lease agreements and to secure company-issued credit cards. The classification of restricted cash as current and long-term is dependent upon the intended use of each particular reserve.

In 2024 and 2025, our Board of Directors elected to declare quarterly cash dividends of $0.10 per share of the Company's outstanding common stock. We will maintain a focus on financial discipline through a balanced approach of evaluation of M&A opportunities and stockholder dividends while maintaining adequate capital requirements for ongoing operations. The Board will continue to evaluate the economic environment, our cash needs, optimal uses of cash, and other applicable factors, and may elect to make changes to the payment of dividends (if any) in future periods.

Our ability to fund our operations, pay our debt obligations and fund planned capital expenditures depends, in part, upon economic and other factors that are beyond our control, and disruptions in capital markets could impact our ability to secure additional funds through financing activities. We believe that our cash and cash equivalents balance, short-term investments, restricted cash, and cash flows from operations will be sufficient to meet our normal operating requirements during the next 12 months and the foreseeable future and to fund capital expenditures.

Cash flows

The following tables present a summary of our cash flows for the periods indicated (in millions):

	Year ended December 31,		
	2025	**2024**	**2023**
Net cash flows provided by operating activities	$ 567.7	$ 490.1	$ 515.6
Net cash flows used in investing activities	(221.7)	(782.1)	(240.2)
Net cash flows used in financing activities	(230.0)	(167.1)	(18.2)
Effect of foreign exchange rate changes on cash and cash equivalents	2.0	(4.9)	4.1
Net change in cash, cash equivalents and restricted cash	$ 118.0	$ (464.0)	$ 261.3

Operating activities

Net cash flows provided by operating activities for the year ended December 31, 2025 increased $77.6 million when compared with the year ended December 31, 2024. Net cash flows provided by operating activities for the year ended December 31, 2024 decreased $25.5 million when compared with the year ended December 31, 2023.

Net cash flow provided by operating activities for each period primarily consisted of net income generated during the period, exclusive of non-cash expenses such as depreciation, amortization and stock-based compensation, and changes in the fair value of contingent consideration payable, with changes in working capital impacted by the payment of annual and incentive bonuses during the first quarter and other normal timing differences.

Investing activities

Net cash flows used in investing activities for the year ended December 31, 2025 decreased $560.4 million when compared to the year ended December 31, 2024 mainly due to $686.9 million of consideration paid (net of cash acquired) for the 2024 acquisition of SuperPlay Ltd offset by an additional $79.6 million paid for short-term investments in 2025.

Net cash flows used in investing activities for the year ended December 31, 2024 increased $541.9 million when compared to the year ended December 31, 2023, mainly due to $686.9 million of consideration paid (net of cash acquired) for the 2024 acquisitions of SuperPlay Ltd offset by $159.6 million for the 2023 acquisitions of InnPlay Labs, and Youda Games.

Financing activities

Net cash flows used in financing activities for the year ended December 31, 2025, was $230.0 million primarily related to dividends paid, earnout payments related to acquisitions, the repurchase of shares and repayments on bank borrowings. Net cash flows used in financing activities of $167.1 million for the year ended December 31, 2024 primarily related to dividends paid, earnout payments related to acquisitions, and repayments on bank borrowings. Net cash flows used in financing activities of $18.2 million for the year ended December 31, 2023, primarily related to repayments on bank borrowings.

Capital resources

On December 10, 2019, we entered into $2,750 million of Credit Facilities, consisting of a $250 million Revolving Credit Facility, and a $2,500 million first lien term loan (the "Old Term Loan"). The Credit Facilities were provided pursuant to the Credit Agreement, dated as of December 10, 2019, by and among Playtika, the lenders party thereto, and UBS AG, Stamford Branch (as successor in interest to Credit Suisse, AG, Cayman Islands Branch), as administrative agent (in such capacity, the "Administrative Agent") and collateral agent (in such capacity, the "Collateral Agent"). Proceeds borrowed under the Credit Facilities on the closing date were used to pay off the outstanding balance on our prior debt facility. On June 15, 2020, we increased the capacity of the Revolving Credit Facility to $350 million. On January 15, 2021, we increased the borrowing capacity of the Revolving Credit Facility from $350 million to $550 million.

On March 11, 2021, the Credit Agreement was amended pursuant to an Incremental Assumption Agreement No. 3 and Second Amendment to Credit Agreement (the "Second Amendment").

The Second Amendment, among other things, effected a refinancing of Old Term Loan with a new $1.9 billion senior secured first lien term loan borrowed under the Credit Agreement (the "New Term Loan"), increased the Revolving Credit Facility to $600 million and extended the maturity of the Revolving Credit Facility to March 11, 2026. The New Term Loan matures on March 11, 2028 and requires scheduled quarterly principal payments in amounts equal to 0.25% of the original aggregate principal amount of the New Term Loan, with the balance due at maturity.

On June 19, 2023, the Company amended the Credit Agreement pursuant to a Third Amendment to Credit Agreement (the "Third Amendment"). The Third Amendment amended the Credit Agreement to bear interest or incur fees and other amounts denominated in Dollars to be based on the Adjusted Term Secured Overnight Financing Rate ("SOFR") plus an applicable spread adjustment, rather than the previously permitted Adjusted Eurocurrency Rate, starting in the third quarter of 2023. The amendment did not have an impact on the Company's consolidated financial statements or the effectiveness of the Company's interest rate swap agreements.

On April 23, 2025, the Company entered into a Fourth Amendment (the "Fourth Amendment") to the Credit Agreement defined in Note 13, Debt, which, among other things, (a) amended the Pricing Grid (as defined in the Credit Agreement) for the Company's revolving credit facility under the Credit Agreement (the "Revolving Credit Facility"), and (b) decreased the aggregate principal amount of the Revolving Credit Facility from $600 million to $550 million. The Fourth Amendment was also intended to extend the maturity of the Revolving Credit Facility to September 11, 2027, subject to the Credit Agreement being filed and registered with the National Development and Reform Commission of the People's Republic of China (the "NDRC") unless the NDRC states in writing that such registration is not required. This filing requirement with the NDRC is required of the Company's controlling shareholder due to the fact that the controlling shareholder is controlled by a citizen of the People's Republic of China. On December 9, 2025, the Company's controlling shareholder elected to withdraw its filing of the Credit Agreement with the NDRC and, as a result, the maturity of the Revolving Credit Facility was not extended under the Fourth Amendment. On February 16, 2026, the Company entered into a Fifth Amendment (the "Fifth Amendment") to the Credit Agreement which, among other things, extended the maturity of the Revolving Credit Facility to March 6, 2027.

Also on March 11, 2021, we issued $600.0 million aggregate principal amount of our 4.250% senior notes due 2029 (the "Notes"). The Notes mature on March 15, 2029. Interest on the Notes will accrue at a rate of 4.250% per annum. Interest on the Notes is payable semi-annually in cash in arrears on March 15 and September 15 of each year, commencing on September 15, 2021.

Significant terms of the Credit Facilities, the New Term Loan and the Notes, including balances outstanding, interest and fees, mandatory and voluntary prepayment requirements, collateral and guarantors and restrictive covenants are detailed in *Note 13, Debt*, to the financial statements included elsewhere in this filing.

Critical accounting policies and estimates

We prepare our financial statements in conformity with U.S. GAAP.

Certain accounting policies require that we apply significant judgment in determining the appropriate assumptions for calculating financial estimates. By their nature, these judgments will be subject to an inherent degree of uncertainty. Our judgments are based upon our management's historical experience, terms of existing contracts, observance of trends in the industry, information provided by our customers and information available from other outside sources, as appropriate.

We consider accounting estimates to be critical accounting policies when:

- the estimates involve matters that are highly uncertain at the time the accounting estimates are made; and
- different estimates or changes to estimates could have a material impact on the reported financial positions, changes in financial position or results of operations.

When more than one accounting principle, or method of its application, is generally accepted, we select the principle or method that we consider to be the most appropriate when given the specific circumstances. Application of these accounting principles requires us to make estimates about the future resolution of existing uncertainties. Due to the inherent uncertainty involving estimates, actual results reported in the future may differ from such estimates. For additional information on our significant accounting policies, please refer to *Note 1, Organization and Summary of Significant Accounting Policies,* to the financial statements included elsewhere in this filing.

Business combinations and related fair value measurements

We apply the provisions of ASC 805, *Business Combinations* and allocate the fair value of purchase consideration to the tangible assets acquired, liabilities assumed or incurred, and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. When determining the fair values of assets acquired and liabilities assumed or incurred, management makes significant estimates and assumptions, especially with respect to intangible assets.

Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired technology, acquired trademarks and the acquired user base from a market participant perspective, useful lives and discount rates.

We also apply the provisions of ASU 2021-08, *Business Combinations (Topic 805)*("ASU 2021-08") which requires that we recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with ASC 606, *Revenue from Contracts with Customers* ("ASC 606") and that at the acquisition date, we account for related revenue contracts in accordance with ASC 606 as if we had originated the contracts.

When business combinations include an earnout payment or contingent consideration that embodies an unconditional obligation for us to transfer assets on a specific agreed-upon date, that liability is measured at estimated fair value as of the acquisition date and as of each reporting date until the obligation is resolved. Significant estimates in valuing such liabilities include, but are not limited to, future financial models and discount rates.

Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates.

Impairment of long-lived assets

Our long-lived assets to be held or used, including right-of-use ("ROU") assets, and identifiable intangible assets that are subject to amortization are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, in accordance with ASC 360, *Accounting for the Impairment or Disposal of Long-Lived Assets.* We recognize impairment based on the difference between the estimated fair value of the asset and its carrying value. Fair value is generally estimated based on either quoted market prices, if available, or a discounted cash flow analysis.

Upon determination that the carrying value of a long-lived asset may not be recoverable based upon a comparison of aggregate undiscounted projected future cash flows to the carrying amount of the asset, an impairment charge is recorded for the excess of the carrying amount over estimated fair value. There is inherent uncertainty in our forecasts and projections used in any impairment analysis, and different assumptions and estimates could have lead to different impairment test results, and those results could have been materially different.

The preparation of cash flow projections for use in any impairment indicators test or fair value analysis requires management to make critical estimates, judgments and assumptions with regards to estimated future cash flows, as they are, by their nature, subjective and actual results may differ materially from such estimates. Cash flow estimates are unpredictable and inherently uncertain, since they are based on the current regulatory, political and economic climates, recent operating information and projections. Such estimates could be negatively impacted by changes in federal, state or local regulations, economic downturns, competition, events affecting various forms of travel and access to our properties, and other factors. If our estimates of future cash flows are not met or if there are changes in significant assumptions and judgments used in the estimation process, we may have to record impairment charges in the future. Further, unless an asset is entirely impaired, future estimates, judgments and assumptions may result in additional impairments in a later period.

Revenue recognition

We primarily derive revenues from the sale of virtual items associated with online games. We distribute our games to the end customer through various web and mobile platforms such as Apple, Google, and other web and mobile platforms. Through these platforms, users can download our free-to-play games and can purchase virtual currency which is redeemed in the game for virtual goods, or players can purchase virtual goods directly (collectively referred to as virtual items) to enhance their game-playing experience.

The initial download of the games does not create a contract under ASC 606, *Revenue from Contracts with Customers,* or ASC 606; however, the separate election by the player to make an in-application purchase satisfies the ASC 606 criterion for creating a contract.

Players can pay for their virtual item purchases through various widely accepted payment methods offered in the games. Payments from players for virtual items are required at the time of purchase, are non-refundable and relate to non-cancellable contracts that specify our obligations and cannot be redeemed for cash nor exchanged for anything other than virtual items within our games. The purchase price is a fixed amount which reflects the consideration that we expect to be entitled to receive in exchange for use of virtual items by our customers. The platform providers collect proceeds from the game players and remit the proceeds to us after deducting their respective platform fees.

We are primarily responsible for providing the virtual items, have control over the content and functionality of games and have the discretion to establish the virtual items' prices. Therefore, we are the principal and, accordingly revenues are recorded on a gross basis. Payment processing fees paid to platform providers are recorded within cost of revenue. Our performance obligation is to display the virtual items within the game over the estimated life of the paying player or until the virtual item is consumed in game play based upon the nature of the virtual item.

We categorize our virtual items as either consumable or durable. The substantial majority of our games sell only consumable virtual items. Consumable virtual items represent items that can be consumed by a specific player action and do not provide the player any continuing benefit following consumption. For the sale of consumable virtual items, we recognize revenues as the items are consumed (i.e. over time) which is usually up to one month. We have determined through a review of game play

behavior that players generally do not purchase additional virtual currency until their existing virtual currency balances have been substantially consumed. This review, performed on a game-by-game basis, includes an analysis of game players' historical play behavior, purchase behavior, and the amount of virtual currency outstanding. Based upon this analysis, we have estimated the rate at which virtual currency is consumed during game play within each game. Accordingly, revenues are recognized using a user-based revenue model using these estimated consumption rates. We monitor our analysis of customer play behavior on a quarterly basis.

Durable virtual items represent items that are accessible to the player over an extended period of time. We recognize revenues from the sale of durable virtual items ratably over the estimated average life of the paying player, which is estimated on a game-by-game basis and generally ranges from six months up to twelve months. We estimate the average life of the paying player based on historical paying player patterns and playing behaviors within each of the specific games that offer durable virtual items. We monitor our operational data and player patterns and re-assess our estimates on a quarterly basis.

Deferred revenues, which represent a contract liability, represent mostly unrecognized fees collected for virtual items which are not consumed at the balance sheets date, or for players that are still active in the games.

Sales and other taxes collected from customers on behalf of governmental authorities are accounted for on a net basis and are not included in revenues or operating expenses.

We also have relationships with certain advertising service providers for advertisements within our games and revenues from these advertising providers is generated through impressions, clickthroughs, banner ads and offers. We have determined that displaying the advertisements within the mobile games is identified as a single performance obligation. The transaction price in advertising arrangements is established by our advertising service providers and is generally the product of the number of advertising units delivered (e.g. impressions, offers completed, etc.) and the contractually agreed upon price per unit. Revenues from advertisements and offers are recognized at a point-in-time when the advertisements are displayed in the game or the offer has been completed by the user as the customer simultaneously receives and consumes the benefits provided from these services. We have determined that we are generally acting as an agent in our advertising arrangements as the advertising service providers maintain the relationship with the customers, control the pricing of the advertising such that we do not know the total price paid by the customer to the service providers, and control the advertising product through the time the advertisements are displayed in our games. Therefore, we recognize revenues related to these arrangements on a net basis.

Derivative instruments

Interest rate swap agreements

We use interest rate swap contracts to reduce our exposure to fluctuating interest rates associated with our variable rate debt, and to effectively increase the portion of debt upon which we pay a fixed interest rate. Our interest rate swap agreements are designated as cash flow hedges under ASC 815, *Derivatives and Hedging* ("ASC 815"), involving the receipt of variable amounts from a counterparty in exchange for us making fixed-rate payments over the life of the agreement, without the exchange of the underlying notional amount. These hedges are highly effective in offsetting changes in our future expected cash flows due to the fluctuation of our variable rate debt.

We monitor the effectiveness of our hedges on a quarterly basis, both qualitatively and quantitatively. We performed a regression analysis at inception of the hedging relationship and at period end in which we compared the change in the fair value of the swap transaction and the change in fair value of a hypothetical interest rate swap having terms that identically match the terms of the debt's interest rate payments historical swap rates. We believe that the hedging instruments are expected to be highly effective at offsetting changes in the hedged transactions attributable to the risk being hedged. For each future reporting period, we will continue performing retrospective and prospective assessments of hedge effectiveness in a single regression analysis by updating the regression analysis that was prepared at the inception of the hedging relationship.

Foreign currency hedge agreements

We use foreign currency derivative contracts to reduce our exposure to fluctuating exchange rates between the United States dollar (as our functional currency) and certain expense lines denominated in Euros ("EUR"), Israeli Shekels ("ILS"), Polish Zloty ("PLN") and Romanian Leu ("RON"). Our derivative contracts are designated as cash flow hedges under ASC 815. We monitor the effectiveness of our hedges on a quarterly basis, both qualitatively and quantitatively, and expect these hedges to remain highly effective at offsetting fluctuations in exchange rates through their respective maturity dates. See *Note 15, Derivative Instruments,* to the financial statements included elsewhere in this filing for additional discussion.

The fair value of derivative financial instruments is recognized as an asset or liability at each balance sheet date, with changes in fair value recorded in other comprehensive income on the consolidated statements of comprehensive income until the future underlying transactions occur. The fair value approximates the amount we would pay or receive if these contracts were settled at the respective valuation dates. The inputs used to measure the fair value of our interest rate swap agreements and foreign currency derivative contracts are categorized as Level 2 in the fair value hierarchy as established by ASC 820, *Fair Value Measurement* ("ASC 820"). See *Note 16, Fair Value Measurements*, for additional discussion.

Income taxes

Valuation allowances

We reduce the carrying amounts of deferred tax assets by a valuation allowance if, based on the available evidence, it is more likely than not that such assets will not be realized. Accordingly, the need to establish valuation allowances for deferred tax assets is assessed periodically based on the more likely than not realization threshold. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability, the duration of statutory carryforward periods, our experience with operating loss and tax credit carryforwards expiring unused and tax planning alternatives.

Uncertain tax positions

The Company is subject to income taxes in the U.S. and numerous foreign jurisdictions. The evaluation of the Company's uncertain tax positions involves significant judgment in the interpretation and application of GAAP and complex domestic and international tax laws, and matters related to the allocation of international taxation rights between countries. Although management believes the Company's reserves are reasonable, no assurance can be given that the final outcome of these uncertainties will not be different from that which is reflected in the Company's reserves. Reserves are adjusted considering changing facts and circumstances, such as the closing of a tax examination. Resolution of these uncertainties in a manner inconsistent with management's expectations could have a material impact on the Company's financial condition and operating results.

Recently issued accounting pronouncements

See *Note 1, Organization and Summary of Significant Accounting Policies,* to the financial statements included elsewhere in this filing for a description of recently adopted accounting pronouncements and recently issued accounting pronouncements not yet adopted as of the date of this filing.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

Interest rate risk

Our exposures to market risk for changes in interest rates relate primarily to our Term Loan and our Revolving Credit Facility. The Term Loan and our Revolving Credit Facility are floating rate facilities. Therefore, fluctuations in interest rates will impact the amount of interest expense we incur and have to pay.

In March 2021, we entered into two interest rate swap agreements, each with a notional value of $250 million. Each of these swap agreements is with a different financial institution as the counterparty to reduce our counterparty risk. Each swap requires us to pay a fixed interest rate of 0.9275% in exchange for receiving one-month LIBOR. The interest rate swap agreements settle monthly commencing in April 2021 through their termination dates on April 30, 2026. In June 2023 these two interest rate swap agreements were amended so that effective July 31, 2023, we pay a fixed interest rate of 0.85% in exchange for receiving one-month Term SOFR.

In January 2023, we entered into two additional interest rate swap agreements, each with a notional value of $250 million. Each of these swap agreements is with a different financial institution, and each swap requires us to pay a fixed interest rate of 3.435% in exchange for receiving one-month LIBOR for six months and one-month Term SOFR afterwards. The interest rate swap agreements settle monthly commencing in February 2023 through their termination dates on February 28, 2028.

The estimated fair value of our interest rate swap agreements is derived from a discounted cash flow analysis.

We had borrowings outstanding under our Term Loan with book values of $1,793.2 million and $1,805.4 million at December 31, 2025 and December 31, 2024, respectively, which were subject to a weighted average interest rate of 6.879% and 8.030% for the years ended December 31, 2025 and 2024, respectively. There were no borrowings against our Revolving Credit Facility at December 31, 2025 or December 31, 2024. The Notes bear interest at a fixed rate of 4.250% per annum and accordingly do not vary with prevailing interest rates.

A hypothetical 100 basis point increase or decrease in weighted average interest rates under our Term Loan would have increased or decreased our interest expense by $8.1 million and $8.3 million for the years ended December 31, 2025 and 2024, respectively, including consideration of the impact the hypothetical basis point change would have had on our interest rate swap agreements.

The fair value of our senior notes will generally fluctuate with movements of interest rates, increasing in periods of declining rates of interest and declining in periods of increasing rates of interest.

A hypothetical 100 basis point increase in interest rates would have decreased the fair value of our senior notes by $15.7 million for the year ended December 31, 2025.

A hypothetical 100 basis point decrease in interest rates would have increased the fair value of our senior notes by $15.6 million for the years ended December 31, 2025.

Investment risk

We had cash and cash equivalents including restricted cash totaling $685.7 million and $567.7 million as of December 31, 2025 and December 31, 2024, respectively, and short-term investments of $136.0 million as of December 31, 2025. Our investment policy and strategy primarily attempts to preserve capital and meet liquidity requirements without significantly increasing risk. Our cash and cash equivalents primarily consist of commercial papers, bank deposits and money market funds. We do not enter into investments for trading or speculative purposes. Changes in rates would primarily impact interest income due to the relatively short-term nature of our investments.

Foreign currency risk

Our functional currency is the U.S. Dollar and most of our revenues are denominated in U.S. Dollars. However, we have foreign currency risks related to a significant portion of our operating expenses, consisting of headcount related expenses as well as certain other operating expenses, denominated in currencies other than the U.S. Dollar, primarily the EUR, ILS, PLN and RON. Accordingly, changes in exchange rates in the future may negatively affect our future revenues and other operating results as expressed in U.S. Dollars. Our foreign currency risk is partially mitigated as our revenues recognized in currencies other than the U.S. Dollar is diversified across geographic regions and we incur expenses in the same currencies in these regions.

We have experienced and will continue to experience fluctuations in our net income as a result of transaction gains or losses related to remeasurement of our asset and liability balances that are denominated in currencies other than the functional currency of the entities in which they are recorded.

As of December 31, 2025, we had entered into derivative contracts to purchase certain foreign currencies at future dates. The approximate amount of hedges was equal to $206.6 million, and all contracts are expected to mature during the upcoming 12 months.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTAL DATA

PLAYTIKA HOLDING CORP.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of
PLAYTIKA HOLDING CORP.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Playtika Holding Corp. (the Company) as of December 31, 2025 and 2024, the related consolidated statements of comprehensive income, stockholders' equity (deficit) and cash flows for each of the three years in the period ended December 31, 2025, and the related notes and financial statement schedule listed in the Index at item 15(a)(2) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 26, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

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

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

Critical Audit Matter

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

Description of the Matter	**Valuation of Contingent consideration**
	As described in Notes 2 and 16 of the consolidated financial statements, in November 2024, the Company completed the acquisition of 100% of the issued and outstanding share capital of SuperPlay Ltd. ("SuperPlay"), for which the purchase consideration included a liability classified contingent consideration. The Company determined the fair value of the long-term contingent consideration liability to be $280 million as of December 31, 2025. Changes in the fair value of the long-term contingent consideration are recorded as income or expense in the Company's consolidated statements of comprehensive income. Auditing management's estimations of the fair value of the long-term contingent consideration was complex due to the significant assumptions and judgment required by management in determining the fair value of the long-term contingent consideration. The Company used the Monte Carlo simulation approach to measure the fair value of the long-term contingent consideration (the "Valuation Model"). The significant assumptions used to estimate the fair value of the long-term contingent consideration included forecasted revenue, revenue volatility rate and discount rates. These significant assumptions are forward- looking and could be affected by future economic and market conditions.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of management's controls over its estimation of the fair value of the long-term contingent consideration, and the underlying assumptions used to develop such estimates. To test the estimated fair value of the long-term contingent consideration, we performed audit procedures that included, among others, evaluating the Company's valuation methodology and prospective financial information and testing the completeness and accuracy of the underlying data supporting the Company's significant assumptions. In addition, we compared the significant assumptions to market and economic trends and historical results . We utilized the assistance of our valuation specialists to evaluate the method used to determine the fair value of the long-term contingent consideration, which included, among others, developing an independent comparative calculation of the Valuation Model. We also performed audit procedures that included assessing the terms of the arrangement, including the conditions that must be met for the long-term contingent consideration to become payable.

/s/ KOST FORER GABBAY & KASIERER

A Member of EY Global

We have served as the Company's auditor since 2016.

Tel-Aviv, Israel

February 26, 2026

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of
PLAYTIKA HOLDING CORP.

Opinion on Internal Control Over Financial Reporting

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

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2025 and 2024, the related consolidated statements of comprehensive income, stockholders' equity (deficit) and cash flows for each of the three years in the period ended December 31, 2025, and the related notes financial statement schedule listed in the Index at item 15(a)(2) and our report dated February 26, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's 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/ KOST FORER GABBAY & KASIERER

A Member of EY Global

Tel-Aviv, Israel

February 26, 2026

CONSOLIDATED BALANCE SHEETS
(In millions, except for per share data)

	December 31,	
	2025	**2024**
ASSETS		
Current assets		
Cash and cash equivalents	$ 684.2	$ 565.8
Short-term investments	136.0	—
Restricted cash	1.5	1.9
Accounts receivable	161.8	187.6
Prepaid expenses and other current assets	80.4	117.5
Total current assets	1,063.9	872.8
Property and equipment, net	102.9	115.4
Operating lease right-of-use assets	124.2	89.9
Intangible assets other than goodwill, net	425.7	562.2
Goodwill	1,695.7	1,692.3
Deferred tax assets, net	173.2	119.0
Investment in unconsolidated entities	17.5	20.6
Other non-current assets	115.8	167.0
Total assets	$ 3,718.9	$ 3,639.2
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Current maturities of long-term debt	$ 11.1	$ 11.6
Accounts payable	80.3	58.6
Contingent consideration	454.0	25.0
Operating lease liabilities	27.5	25.7
Accrued expenses and other current liabilities	395.0	438.0
Total current liabilities	967.9	558.9
Long-term debt	2,378.0	2,388.5
Contingent consideration	280.0	354.6
Operating lease liabilities	115.4	71.4
Deferred tax liabilities	8.2	24.7
Other long-term liabilities	380.8	372.2
Total liabilities	4,130.3	3,770.3
Commitments and contingencies (Note 17)		
Stockholders' equity (deficit)		
Common stock of US $0.01 par value: 1,600.0 shares authorized; 428.8 and 427.1 shares issued, respectively, and 377.0 and 375.3 shares outstanding, respectively	4.3	4.1
Treasury stock at cost, 51.8 shares	(603.5)	(603.5)
Additional paid-in capital	1,423.1	1,362.7
Accumulated other comprehensive income (loss)	15.9	(0.2)
Accumulated deficit	(1,251.2)	(894.2)
Total stockholders' deficit	(411.4)	(131.1)
Total liabilities and stockholders' deficit	$ 3,718.9	$ 3,639.2

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

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions, except for per share data)

	Year ended December 31,		
	2025	2024	2023
Revenues	$ 2,755.4	$ 2,549.3	$ 2,567.0
Costs and expenses			
Cost of revenue	758.5	692.1	718.5
Research and development	426.7	403.0	406.4
Sales and marketing	949.8	705.0	585.7
General and administrative	619.1	288.7	303.5
Impairment charges	6.4	68.9	51.3
Total costs and expenses	2,760.5	2,157.7	2,065.4
Income (loss) from operations	(5.1)	391.6	501.6
Interest and other, net	167.8	111.1	109.5
Income (loss) before income taxes	(172.9)	280.5	392.1
Provision for income taxes	33.5	118.3	157.1
Net income (loss)	(206.4)	162.2	235.0
Other comprehensive income (loss)			
Foreign currency translation	23.8	(10.9)	5.6
Change in fair value of derivatives	(7.7)	(9.9)	(2.6)
Total other comprehensive income (loss)	16.1	(20.8)	3.0
Comprehensive income (loss)	$ (190.3)	$ 141.4	$ 238.0
Net income (loss) per share attributable to common stockholders, basic	$ (0.55)	$ 0.44	$ 0.64
Net income (loss) per share attributable to common stockholders, diluted	$ (0.55)	$ 0.44	$ 0.64
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, basic	375.8	371.8	366.3
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, diluted	375.8	372.1	366.8

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

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(In millions)

	Share Capital						
	Shares Outstanding	Amount	Treasury stock	Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings (deficit)	Total stockholders' equity (deficit)
Balance as of January 1, 2023	363.6	$ 4.1	$ (603.5)	$ 1,155.8	$ 17.6	$ (1,142.6)	$ (568.6)
Net income	—	—	—	—	—	235.0	235.0
Stock-based compensation	—	—	—	113.0	—	—	113.0
Issuance of shares upon vesting of RSUs	6.4	*	—	(*)	—	—	—
Income tax withholding related to vesting of restricted stock units and other	—	—	—	(3.9)	—	—	(3.9)
Other comprehensive income	—	—	—	—	3.0	—	3.0
Balance as of December 31, 2023	370.0	4.1	(603.5)	1,264.9	20.6	(907.6)	(221.5)
Net income	—	—	—	—	—	162.2	162.2
Cash dividends declared ($0.40 per share)	—	—	—	—	—	(148.8)	(148.8)
Repurchase of common stock	(0.1)	*	—	(0.8)	—	—	(0.8)
Stock-based compensation	—	—	—	101.2	—	—	101.2
Issuance of shares upon vesting of RSUs	5.4	*	—	(*)	—	—	—
Income tax withholding related to vesting of restricted stock units and other	—	—	—	(2.6)	—	—	(2.6)
Other comprehensive loss	—	—	—	—	(20.8)	—	(20.8)
Balance as of December 31, 2024	375.3	4.1	(603.5)	1,362.7	(0.2)	(894.2)	(131.1)
Net income (loss)	—	—	—	—	—	(206.4)	(206.4)
Cash dividends declared ($0.40 per share)	—	—	—	—	—	(150.6)	(150.6)
Repurchase of common stock	(4.4)	(0.1)	—	(20.2)	—	—	(20.3)
Stock-based compensation	—	—	—	83.5	—	—	83.5
Issuance of shares upon vesting of RSUs	6.1	0.3	—	(*)	—	—	0.3
Income tax withholding related to vesting of restricted stock units and other	—	—	—	(2.9)	—	—	(2.9)
Other comprehensive income	—	—	—	—	16.1	—	16.1
Balance as of December 31, 2025	377.0	$ 4.3	$ (603.5)	$ 1,423.1	$ 15.9	$ (1,251.2)	$ (411.4)

* Represents an amount less than 0.1 or $0.1

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

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Year ended December 31,		
	2025	2024	2023
Cash flows from operating activities			
Net income (loss)	$ (206.4)	$ 162.2	$ 235.0
Adjustments to reconcile net income (loss) to net cash from operating activities:			
Depreciation	46.8	46.5	45.7
Amortization of intangible assets	188.0	119.2	112.3
Impairment charges	6.4	68.9	51.3
Stock-based compensation	82.5	99.2	110.0
Change in deferred taxes, net	(68.0)	(46.5)	(46.6)
Amortization of loan discount	8.1	7.5	7.0
Change in contingent consideration	398.6	(9.8)	1.4
Loss (gain) from foreign currency	7.0	1.1	(2.8)
Non-cash lease expenses (benefit), net	10.6	(1.4)	3.5
Payment of excess acquisition date fair value of contingent consideration	(7.9)	—	—
Other operating activities	(0.4)	—	—
Changes in operating assets and liabilities:			
Accounts receivable	28.6	10.1	(25.6)
Prepaid expenses and other current and non-current assets	87.0	10.3	(35.0)
Accounts payable	24.2	(21.3)	(9.3)
Accrued expenses and other current and non-current liabilities	(37.4)	44.1	68.7
Net cash provided by operating activities	567.7	490.1	515.6
Cash flows from investing activities			
Purchase of property and equipment	(36.3)	(40.9)	(32.6)
Capitalization of internal use software costs	(28.6)	(31.6)	(37.4)
Purchase of software for internal use	(21.2)	(20.8)	(9.2)
Payments for business combination, net of cash acquired	—	(686.9)	(159.6)
Proceeds from short-term investments	200.6	256.5	—
Purchase of short-term investments	(336.1)	(256.5)	—
Investments in unconsolidated entities	(1.4)	(2.6)	(1.8)
Other investing activities	1.3	0.7	0.4
Net cash used in investing activities	(221.7)	(782.1)	(240.2)
Cash flows from financing activities			
Dividends paid	(150.2)	(111.5)	—
Repayments on bank borrowings	(19.0)	(23.8)	(14.3)
Payment of tax withholdings on stock-based payments	(2.9)	(2.6)	(3.9)
Payment for share buyback	(20.3)	(0.8)	—
Payment of contingent consideration	(37.6)	(28.4)	—
Net cash used in financing activities	(230.0)	(167.1)	(18.2)
Effect of exchange rate changes on cash and cash equivalents	2.0	(4.9)	4.1
Net change in cash, cash equivalents and restricted cash	118.0	(464.0)	261.3
Cash, cash equivalents and restricted cash at the beginning of the period	567.7	1,031.7	770.4
Cash, cash equivalents and restricted cash at the end of the period	$ 685.7	$ 567.7	$ 1,031.7

	Year ended December 31,		
	2025	2024	2023
Supplemental cash flow disclosures			
Cash paid for income taxes	$ 103.3	$ 92.6	$ 169.8
Cash paid for interest	$ 137.2	$ 146.6	$ 146.0
Non-cash financing and investing activities			
Right-of-use assets acquired under operating leases	$ 54.0	$ 8.8	$ 14.6
Accrued dividend	$ 37.7	$ 37.3	$ —
Accrued purchases of property and equipment and intangible assets	$ 7.6	$ 11.0	$ 17.0
Capitalization of stock-based compensation costs	$ 1.0	$ 2.0	$ 3.0
Recognition of contingent consideration liability upon business acquisition	$ —	$ 350.0	$ 65.4

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In millions, unless specified otherwise)

NOTE 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of business and organization

Playtika Holding Corp. ("Playtika") and its subsidiaries (together with Playtika, the "Company") is one of the world's leading developers of mobile games creating fun, innovative experiences that entertain and engage its users. It has built best-in-class live game operations services and a proprietary technology platform to support its portfolio of games which enable it to drive strong user engagement and monetization. The Company's games are free-to-play, and the Company seeks to provide novel, curated in-game content and offers to its users, at optimal points in their game journeys to drive user engagement and monetization. As of December 31, 2025, the Company has leased facilities in Austria, Finland, Germany, Israel, Netherlands, Poland, Romania, Ukraine, the United Kingdom and the United States.

Basis of presentation and consolidation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP") and include Playtika and all subsidiaries in which the Company has a controlling financial interest. Control generally equates to ownership percentage, whereby (i) affiliates that are more than 50% owned are consolidated; (ii) investments in affiliates of 50% or less but greater than 20% are generally accounted for using the equity method where the Company has determined that it has significant influence over the entities; and (iii) investments in affiliates of 20% or less, without readily determinable fair value, are generally accounted for at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. In the opinion of management, all adjustments considered necessary for a fair presentation have been recorded within the accompanying financial statements, consisting of normal, recurring adjustments, and all intercompany balances and transactions have been eliminated in the consolidation.

Certain comparative figures have been reclassified to conform to the current year presentation.

Investment in unconsolidated entities

The Company holds certain equity investments in various unconsolidated entities that, based upon the structure of the investment, are not within the scope of equity method investment accounting that would lead to the consolidation conclusions above. Instead, these investments fall within the scope of ASC 321, *Investments - Equity Securities.* As permitted within that guidance, the Company has elected to account for these investments at cost less impairment, adjusted for changes in fair value from observable transactions for identical or similar investments of the same issuer as of the respective transaction dates. Due to poor performance of certain of these investments leading to significant uncertainty regarding their future viability, the Company recorded impairments of $4.6 million and $36.3 million related to these certain investments during the years ended December 31, 2025 and 2024, respectively.

Use of estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions. The Company's management believes that the estimates, judgments and assumptions used are reasonable based upon information available at the time they are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the dates of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Financial statements in United States dollars

The currency of the primary economic environment in which the operations of Playtika and certain subsidiaries are conducted is the U.S. dollar ("dollar"); thus, the dollar is the functional currency of Playtika and certain subsidiaries.

Playtika and certain subsidiaries' transactions and balances denominated in dollars are presented at their original amounts. Non-dollar transactions and balances have been remeasured to dollars in accordance with ASC 830, *Foreign Currency Matters*. All transaction gains and losses from remeasurement of monetary balance sheet items denominated in non-dollar currencies are reflected in the statements of comprehensive income as financial income or expenses, as appropriate.

For those consolidated subsidiaries whose functional currency has been determined to be a non-dollar currency, assets and liabilities are translated at year-end exchange rates and statement of income items are translated using the date of the transaction exchange rate or at the average exchange rates prevailing during the year. Such translation adjustments are recorded as a separate component of accumulated other comprehensive income (loss) in stockholders' equity (deficit).

Concentration of credit risk and significant customers

Financial instruments, which potentially expose the Company to concentrations of credit risk, consist primarily of cash and cash equivalents, short-term investments, restricted cash, accounts receivable and derivative contracts. The Company's investment policy imposes certain maturity limits on the Company's portfolio and restricts the permitted investments to the purchase of bank deposits and highly rated fixed income securities.

Apple and Google are significant distribution, marketing, promotion and payment platforms for the Company's games. A significant portion of the Company's revenues has been generated from players who accessed the Company's games through these platforms. Therefore, the Company's accounts receivable are derived mainly from sales through these two platforms.

The following table summarizes the major accounts receivable of the Company as a percentage of the total accounts receivable as of the dates indicated:

	December 31,	
	2025	**2024**
	%	
Apple	56	60
Google	28	29

Accounts receivable are recorded at their transaction amounts and do not bear interest. The Company bases its allowance for credit losses on management's best estimate of the amount of probable credit losses in the Company's existing accounts receivable based on historical collection experience and current and expected future economic and market conditions.

Cash and cash equivalents and Short-term investments

Cash and cash equivalents consist of cash and highly liquid investments with maturities of three months or less from the date of purchase. Cash equivalents include investments in term deposits, commercial papers and money market funds that can be redeemed immediately at the current net asset value.

Investments with maturities of more than three months but less than one year from the date of purchase are included in short-term investments. Such short-term investments include investments in term deposits and commercial papers.

The Company accounts for investments in debt securities in accordance with ASC No. 320, "*Investments - Debt Securities*". The Company determines the appropriate classification of its investments at the time of purchase and reevaluates such designation at each balance sheet date. Unrealized gains and losses, net of tax, reported in accumulated other comprehensive

income (loss) in shareholders' equity (deficit). Gains and losses are determined using the specific identification method and recognized when realized in the consolidated statements of comprehensive loss.

The Company periodically evaluates its available-for-sale debt securities for impairment in accordance with ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. If the amortized cost of an individual security exceeds its fair value, the Company considers its intent to sell the security or whether it is more likely than not that it will be required to sell the security before recovery of its amortized basis. If either of these criteria are met, the Company writes down the security to its fair value and records the impairment charge in the Consolidated Statements of Comprehensive Loss. If neither of these criteria are met, the Company assesses whether credit loss exists. In making this assessment, the Company considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency, and any adverse conditions specifically related to the security, among other factors. If this assessment indicates that a credit loss may exist, the present value of cash flows expected to be collected from the security are compared to the amortized cost basis of the security. If the present value of cash flows expected to be collected is less than the amortized cost basis, a credit loss exists and an allowance for credit losses will be recorded, limited by the amount that the fair value is less than the amortized cost basis. Any additional impairment not recorded through an allowance for credit losses is recognized in other comprehensive income (loss).

For the years ended December 31, 2025, 2024 and 2023 there were no credit losses.

Restricted cash

Restricted cash primarily consists of deposits to secure obligations under the Company's operating lease agreements and to secure company-issued credit cards.

Property and equipment, net

The Company states property and equipment at cost. The Company computes depreciation using the straight-line method over the estimated useful lives of the respective assets or, in the case of leasehold improvements, the lease term of the respective assets, whichever is shorter. The Company examines fully depreciated assets annually and writes off those no longer in use.

The depreciation periods for the Company's property and equipment are as follows:

	Useful life
Computers and peripheral equipment	2 to 11 years
Office furniture and equipment	4 to 14 years
Vehicles and aircraft	3 to 7 years
Leasehold improvements	Shorter of the estimated useful life or remaining term of lease

Software development costs

The Company reviews internal use software development costs associated with infrastructure and new games or significant updates to existing games to determine if the costs qualify for capitalizing in accordance with ASC 350-40, *Internal-Use Software*. The development costs incurred during the application development stage that are related to infrastructure are capitalized. Internal use software is included in intangible assets other than goodwill, net in the accompanying consolidated balance sheets. Capitalization of such costs begins when the preliminary project stage is completed and ceases at the point in which the project is substantially complete and is ready for its intended purpose. For new games or updates to existing games, the development costs are expensed as incurred to research and development in the consolidated statements of comprehensive income, as the preliminary project stage continues until just prior to worldwide launch.

Capitalized internal use software costs were approximately $28.8 million, $32.9 million and $40.4 million during the years ending December 31, 2025, 2024 and 2023, respectively. The estimated useful life of costs capitalized is generally three

years. During the years ended December 31, 2025, 2024 and 2023, the amortization of capitalized software costs totaled approximately $33.3 million, $30.7 million and $31.7 million, respectively.

Business combinations

The Company applies the provisions of ASC 805, *Business Combinations* and allocates the fair value of purchase consideration to the tangible assets acquired, liabilities assumed or incurred, and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. When determining the fair values of assets acquired and liabilities assumed or incurred, management makes significant estimates and assumptions, especially with respect to intangible assets.

Significant estimates in valuing certain intangible assets include, but are not limited to future expected cash flows from acquired technology, acquired trademarks and user base from a market participant perspective, useful lives and discount rates. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable.

When business combinations include an earnout payment or contingent consideration that embodies an unconditional obligation for the Company to transfer assets on a specific agreed-upon date, that liability is measured at estimated fair value as of the acquisition date and as of each reporting date until the obligation is resolved. Significant estimates in valuing such liabilities include, but are not limited to, future financial models and discount rates. Management’s estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates.

Goodwill

Goodwill represents the excess of the purchase price in a business combination over the fair value of the net tangible and intangible assets acquired. Under ASC 350, *Intangibles - Goodwill and Other* ("ASC 350"), goodwill is not amortized, but rather is subject to an annual impairment test.

The Company tests goodwill for impairment as of October 1st of each year, or more frequently if events or changes in circumstances indicate that this asset may be impaired. For the purposes of impairment testing, the Company has determined that it has one reporting unit. When performing the annual goodwill impairment testing, the Company either conducts a qualitative assessment to determine whether it is more likely than not that the asset is impaired, or elects to bypass this qualitative assessment and perform a quantitative test for impairment. Under the qualitative assessment, the Company considers both positive and negative factors, including macroeconomic conditions, industry events, financial performance and other changes, and makes a determination of whether it is more likely than not that the fair value of goodwill is less than its carrying amount. If, after assessing the qualitative factors, the Company determines it is more likely than not the asset is impaired, it then performs a quantitative test in which the estimated fair value of the reporting unit is compared with its carrying amount, including goodwill. If the carrying amount of the reporting unit exceeds its estimated fair value, an impairment loss is recognized in an amount equal to the excess, limited to the amount of goodwill allocated to the reporting unit.

Intangible assets other than goodwill, net

Intangible assets other than goodwill are amortized over their estimated useful lives using the straight-line method, using the following ranges of useful lives:

	Useful life
Developed games and acquired technology	1 to 10 years
Trademarks and user base	1 to 5 years
Internal use software	3 years

Impairment of long-lived assets

The Company's long-lived assets to be held or used, including right-of-use ("ROU") assets, and identifiable intangible assets that are subject to amortization are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, in accordance with ASC 360, *Accounting for the Impairment or Disposal of Long-Lived Assets*. Impairment indicators include any significant changes in the manner of the Company's use of the assets and significant negative industry or economic trends. When impairment indicators exist, the Company evaluates recoverability of an asset group by a comparison of the aggregate undiscounted projection future cash flows to the carrying amounts of the asset group. If such evaluation indicates that the carrying amount of the asset group is not recoverable, an impairment loss is calculated based on the excess of the carrying amount of the assets group over its estimated fair value. Fair value is generally estimated based on a discounted cash flow analysis. During the years ended December 31, 2025 and 2024, the Company recorded impairments related to long-lived assets in the amounts of $1.8 million and $2.7 million, respectively. There were no impairments of long-lived assets in the year ended December 31, 2023.

Leases

The Company is the lessee under non-cancelable office real estate and data center leases. The Company accounts for its leases under *ASC 842, Leases*, and determines if a contract contains a lease at inception or modification of a contract. Operating lease right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and operating lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments and lease incentives received over the defined lease term. As the Company's leases do not generally provide an implicit rate, the Company uses its incremental borrowing rate which is estimated based upon the capital structure of the Company and upon the other information available at the lease commencement date in determining the present value of lease payments. The implicit rate is used when readily determinable. The Company's lease terms may include options to extend the lease. These options are included in the lease terms when management believes it is reasonably certain they will be exercised. The ROU assets also include any prepaid lease payments and net of lease incentives. Lease expense for lease payments is recognized on a straight-line basis over the lease term. The Company's real estate lease agreements and data center leases do not contain any material residual value guarantees, restrictions or covenants. The Company's lease agreements with lease and non-lease components are accounted for separately. The Company does not record an asset or liability for operating leases with a term of 12 months or less.

Revenue recognition

The Company primarily derives revenue from the sale of virtual items associated with online games. The Company distributes its games to the end customer through various web and mobile platforms such as Apple, Google, and other web and mobile platforms, as well as through its own Direct-to-Consumer platform. Through these platforms, users can download the Company's free-to-play games and can purchase virtual currency which is redeemed in the game for virtual goods, or players can purchase virtual goods directly (collectively referred to as virtual items) to enhance their game-playing

experience.

The initial download of the games does not create a contract under ASC 606, *Revenue from Contracts with Customers*; however, the separate election by the player to make an in-application purchase satisfies the ASC 606 criterion for creating a contract.

Players can pay for their virtual item purchases through various widely accepted payment methods offered in the games. Payments from players for virtual items are required at the time of purchase, are non-refundable and relate to non-cancellable contracts that specify the Company's obligations and cannot be redeemed for cash nor exchanged for anything other than virtual items within the Company's games. The purchase price is a fixed amount which reflects the consideration that the Company expects to be entitled to receive in exchange for use of virtual items by its customers. The platform providers collect proceeds from the game players and remit the proceeds to the Company after deducting their respective platform fees.

The Company is primarily responsible for providing the virtual items, has control over the content and functionality of games and has the discretion to establish the virtual items' prices. Therefore, the Company is the principal and, accordingly revenues are recorded on a gross basis. Payment processing fees paid to platform providers are recorded within cost of revenue. The Company's performance obligation is to display the virtual items within the game over the estimated life of the paying player or until the virtual item is consumed in game play based upon the nature of the virtual item.

The Company categorizes its virtual items as either consumable or durable. The substantial majority of the Company's games sell only consumable virtual items. Consumable virtual items represent items that can be consumed by a specific player action and do not provide the player any continuing benefit following consumption. For the sale of consumable virtual items, the Company recognizes revenue as the items are consumed which is usually over a period of time of up to one month. The Company has determined through a review of game play behavior that players generally do not purchase additional consumable virtual currency until their existing consumable virtual currency balances have been substantially consumed. This review, performed on a game-by-game basis, includes an analysis of game players' historical play behavior, purchase behavior, and the amount of virtual currency outstanding. Based upon this analysis, the Company has estimated the rate at which virtual currency is consumed during game play. Accordingly, revenue is recognized using a user-based revenue model using these estimated consumption rates. The Company monitors its analysis of customer play behavior on a quarterly basis.

Durable virtual items represent items that are accessible to the player over an extended period of time. The Company recognizes revenue from the sale of durable virtual items ratably over the estimated average life of the paying player, which is estimated on an individual game basis and generally ranges from six months to twelve months. The Company estimates the average life of the paying player based on historical paying player patterns and playing behaviors within each of the specific games that offer durable virtual items. The Company monitors its operational data and player patterns and re-assesses its estimates on a quarterly basis.

Deferred revenues, which represent a contract liability, represent mostly unrecognized fees collected for virtual items which are not consumed at the balance sheet date, or for players that are still active in the games.

Sales and other taxes collected from customers on behalf of governmental authorities are accounted for on a net basis and are not included in revenues or operating expenses.

The Company has elected to apply the practical expedient such that it does not evaluate payment terms of one year or less for the existence of a significant financing component.

The Company also has relationships with certain advertising service providers for advertisements within its games and revenue from these advertising providers is generated through impressions, clickthroughs, banner ads and offers. The Company has determined that displaying the advertisements within the mobile games is identified as a single performance obligation. The transaction price in advertising arrangements is established by our advertising service providers and is generally the product of the number of advertising units delivered (e.g. impressions, offers completed, etc.) and the contractually agreed upon price per unit. Revenue from advertisements and offers are recognized at a point-in-time when the advertisements are displayed in the game or the offer has been completed by the user. The Company has determined that it is generally acting as an agent in its advertising arrangements as the advertising service providers maintain the relationship with

the customers, control the pricing of the advertising such that the Company does not know the total price paid by the customer to the service providers, and control the advertising product through the time the advertisements are displayed in the Company's games. Therefore, the Company recognizes revenue related to these arrangements on a net basis.

Advertising expenses

Costs for marketing and advertising of the Company's games are primarily expensed as incurred and are included in the sales and marketing expenses in the Company's consolidated statements of comprehensive income. Such costs primarily consist of player acquisition costs. Advertising expense was $760.8 million, $563.8 million and $451.8 million in the years ended December 31, 2025, 2024 and 2023, respectively.

Stock-based compensation expense

The Company has a stock-based compensation program which provides for equity awards including time-based stock options, restricted stock units ("RSUs") and performance stock units ("PSUs"). Stock-based compensation expense is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense on a straight-line basis over the requisite service period for options, RSUs and certain PSUs, and on an accelerated basis for some PSUs with performance or market conditions. The Company records forfeitures as a reduction of stock-based compensation expense as those forfeitures occur.

The Company used the associated per-share value at the time of grant to determine the compensation cost to be recognized associated with grants of RSUs and PSUs prior to the commencement of the Company paying dividends, and the Black-Scholes option pricing model to estimate the grant-date fair value associated with all stock options. For grants of RSUs and certain PSUs subsequent to the commencement of the Company paying dividends, the Company estimates the fair value for compensation cost using the value of its common stock on the date of grant, reduced by the present value of dividends expected to be paid on its shares of common stock prior to vesting. For PSUs without market conditions, the Company reviews the estimates of performance against the defined criteria to assess the expected payout of each outstanding PSU grant quarterly, or more frequently if events or changes in circumstances indicate there may be a change, and adjusts the stock compensation expense accordingly.

The Company uses the Monte Carlo pricing model to estimate grant-date fair value associated with PSUs measured against a market condition. Stock compensation expense related to PSUs with market conditions is recognized unless the requisite service period is not fulfilled.

The Company's estimate of the grant-date fair value is affected by the following assumptions regarding complex and subjective variables. Any changes in these assumptions may materially affect the estimated fair value of the stock-based award.

- Fair value of common stock - The Company uses the public trading price of its common stock on the Nasdaq stock market to determine the fair value of its common stock.

- Risk-free interest rate - The risk-free interest rate is estimated based on the U.S. Treasury yield curve in effect at the time of grant and with maturities consistent with the expected term of the respective equity award.

- Expected dividend yield - The fair value of all options and RSUs granted prior to February 2024 was determined based upon the assumption that we would not pay cash dividends on shares of our common stock. Subsequent to this date, the Company estimates the dividend yield based on the expected annual dividend per share divided by the closing stock price on the grant date.

- Expected term - For options, the Company estimated the expected term based on the average time between the vesting date and expiration date, ten years after the grant date, of the respective equity option award. For RSUs, the Company estimated the expected term, typically two to three years, based on the average time between the grant date and the final vesting date of the respective RSU award.

- Expected volatility – Prior to obtaining sufficient trading history of its own stock, the Company estimated volatility based on the volatilities exhibited by comparable public companies and the Company's capital structure and utilized the observable data for a group of peer companies that grant options with substantially similar terms to assist in developing its volatility assumptions.

If factors change and the Company employs different assumptions, stock-based compensation cost on future awards may differ significantly from what the Company has recorded in the past. Higher volatility and longer expected terms result in an increase to stock-based compensation determined at the date of grant. Future stock-based compensation cost and unrecognized stock-based compensation will increase to the extent that the Company grants additional equity awards to employees or assumes unvested equity awards in connection with acquisitions. If there are any modifications or cancellations of the underlying unvested equity awards, the Company may be required to accelerate any remaining unearned stock-based compensation cost or incur incremental cost.

For RSUs, shares are issued on the vesting dates net of the applicable statutory income tax withholding to be paid by the Company on behalf of its employees. As a result, fewer shares are generally issued than the number of RSUs vesting, and the income tax withholding is recorded as a reduction to additional paid-in capital.

The Company's stock-based compensation expense is recorded in the financial statement line item relevant to each of the award recipients. See *Note 14, Equity Transactions and Stock Incentive Plan,* for additional disclosure.

Income taxes

The Company accounts for income taxes using the asset and liability method whereby deferred tax asset and liability account balances are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that are expected to be in effect when the differences will reverse. The Company provides a valuation allowance, if necessary, to reduce deferred tax assets to the amount that is more likely than not to be realized. Deferred tax assets and deferred tax liabilities are presented under long-term assets and long-term liabilities, respectively.

The need to establish valuation allowances for deferred tax assets is assessed periodically based on the more likely than not realization threshold. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability, the duration of statutory carryforward periods, the Company's experience with operating loss and tax credit carryforwards expiring unused and tax planning alternatives.

The Company implements a two-step approach to recognize and measure uncertain tax positions. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the weight of available evidence indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% (cumulative basis) likely to be realized upon ultimate settlement.

The Tax Cuts and Jobs Act ("TCJA") subjects a U.S. shareholder to tax on global intangible low-taxed income ("GILTI") earned by certain foreign subsidiaries. The Company can make an accounting policy election to either treat taxes due on the GILTI inclusion as a current period expense or factor such amounts into the measurement of deferred taxes. The Company elected to account for the income tax effects of GILTI as a "period cost," or an income tax expense in the year the tax is incurred.

The Company classifies interest and penalties on income taxes (which includes uncertain tax positions) as taxes on income.

Employee related benefits

Appreciation and retention plan

In August 2019, the Company adopted the Playtika Holding Corp. Retention Plan (the "2021-2024 Retention Plan") in order to retain key employees and reward them for contributing to the success of the Company. Under the 2021-2024 Retention

Plan, eligible employees were granted retention units that let them receive their pro rata portion of a retention pool of $25 million per year for each of the plan years, and were also granted appreciation units which allow the employee to receive their pro-rata portion of an appreciation pool calculated as a specified percentage of Retention Plan Adjusted EBITDA for each of the plan years as described further in *Note 20, Appreciation and Retention Plans*.

The value of each unit of the 2021-2024 Retention Plan is being amortized into compensation expense using the straight-line method, which will result in the recognition of compensation costs in the same years as the underlying EBITDA used in the plan measurement is earned.

Severance pay

The Company and its Israeli subsidiaries have elected to include their Israeli employees under Section 14 of the Severance Pay Law 5723-1963 ("Section 14"). Section 14 entitles these employees to monthly deposits with third-party insurance companies and pension funds, at a rate of 8.33% of their monthly salary. In two cases, the Company and the employee have agreed to a salary lower than their actual monthly salary for purposes of Section 14. These payments release the Company from future obligations under the Israeli Severance Pay Law for all employees, other than the aforementioned two employees. Accordingly, any 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 sheet.

Expense resulting from contributions in accordance with Section 14 for the years ended December 31, 2025, 2024 and 2023 was $10.8 million, $8.4 million and $7.6 million, respectively, and is recorded in respective functional line items.

Exit or disposal activities

The Company accounts for exit or disposal cost obligations, including restructuring activities, under ASC 420-10, *Exit or Disposal Cost Obligations*, which requires that companies only record liabilities for such activities when such liabilities have been incurred.

Derivative instruments

The Company uses interest rate swap contracts to reduce its exposure to fluctuating interest rates associated with the Company's variable rate debt, and to effectively increase the portion of debt upon which the Company pays a fixed interest rate. The Company's interest rate swap agreements are designated as cash flow hedges under ASC 815, *Derivatives and Hedging* ("ASC 815"), involving the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreement, without the exchange of the underlying notional amount. These hedges are highly effective in offsetting changes in the Company's future expected cash flows due to the fluctuation of the Company's variable rate debt.

The Company monitors the effectiveness of its hedges on a quarterly basis, both qualitatively and quantitatively. The Company performed a regression analysis at inception of the hedging relationship and at period end in which it compared the change in the fair value of the swap transactions and the change in fair value of a hypothetical interest rate swap having terms that identically match the terms of the debt's interest rate payments based on historical swap rates. Based upon this analysis, the Company concluded that the hedging instruments are expected to be highly effective at offsetting changes in the hedged transactions attributable to the risk being hedged. For each future reporting period, the Company will continue performing retrospective and prospective assessments of hedge effectiveness in a single regression analysis by updating the regression analysis that was prepared at the inception of the hedging relationship.

The Company uses foreign currency derivative contracts to reduce its exposure to fluctuating exchange rates between the United States dollar (as the Company's functional currency) and certain expense lines denominated in Euros ("EUR"), Israeli Shekels ("ILS"), Polish Zloty ("PLN") and Romanian Leu ("RON"). The Company's derivative contracts are designated as cash flow hedges under ASC 815. The Company monitors the effectiveness of its hedges on a quarterly basis, both qualitatively and quantitatively, and expects these hedges to remain highly effective at offsetting fluctuations in exchange rates through their respective maturity dates. See *Note 15, Derivative Instruments,* for additional discussion.

The fair value of derivative financial instruments is recognized as an asset or liability at each balance sheet date, with changes in fair value recorded in other comprehensive income on the consolidated statements of comprehensive income until the future underlying transactions occur. The fair value approximates the amount the Company would pay or receive if these contracts were settled at the respective valuation dates. The inputs used to measure the fair value of the Company's interest rate swap agreements and foreign currency derivative contracts are categorized as Level 2 in the fair value hierarchy as established by ASC 820, *Fair Value Measurement* ("ASC 820").

Cash flows from derivatives, which are designated as accounting hedges, are presented consistently with the cash flow classification of the related hedged items.

Fair value of financial instruments

The Company accounts for fair value in accordance with ASC 820. Fair value is defined under ASC 820 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. The Company uses a three tier hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - 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.

Level 3 - 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 value of accounts receivable and payables and the Company's cash and cash equivalents and restricted cash, approximates fair value due to the short time to expected payment or receipt of cash.

Net income per share attributable to common stockholders

For all periods presented herein, basic net income per share is calculated by dividing net income by the weighted-average common shares outstanding. Diluted net income per share reflects the effect of all potentially dilutive common shares outstanding by dividing net income by the weighted-average of all common and potentially dilutive shares outstanding. PSUs are considered potentially dilutive as of the first day of the reporting period in which the underlying performance metric is achieved. In the event of a loss, diluted shares are not considered because of their anti-dilutive effect. The Company uses the treasury stock method on a grant-by-grant basis as the method for determining the dilutive effect of options, RSUs and PSUs. Under this method, it is assumed that the hypothetical proceeds received upon settlement are used to repurchase common shares at the average market price during the period.

Accounting standards recently adopted by the Company

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740)*. ASU 2023-09 requires that public business entities expand their annual disclosures related to rate reconciliation and income taxes paid, and provide a disaggregated presentation between domestic and foreign income or loss from continuing operations before income tax expense and income tax expense or benefit from continuing operations. The Company adopted this standard as of January 1, 2025 on a retrospective basis. The adoption of this standard affected disclosures in *Note 22, Income Taxes*.

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.* ASU 2025-05 provides a practical expedient when estimating expected credit losses for current accounts receivable and current contract assets arising from transactions accounted for under *Topic 606, Revenue from Contracts with Customers*. The practical expedient assumes that current conditions as of the balance sheet

date do not change for the remaining life of the assets. The Company adopted this standard as of January 1, 2026. The adoption of this standard did not have a significant impact on the Company's consolidated financial statements or disclosures.

Recently issued accounting standards not yet adopted by the Company

In November 2024, the FASB issued ASU 2024-03, *Income Statement, Reporting Comprehensive Income, Expense Disaggregation Disclosures (Subtopic 220-40).* ASU 2024-03 requires that public business entities disclose more detailed information about types of expenses in commonly presented expense captions. This guidance is effective for annual reporting periods beginning after December 31, 2026, and for interim reporting periods beginning after December 15, 2027. The Company is currently evaluating the impact of adopting ASU 2024-03.

In September 2025, the FASB issued ASU 2025-06, *Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40).* ASU 2025-06 requires public companies to apply property, plant, and equipment-style disclosure requirements to internal-use software costs, eliminate stage-based capitalization models, and begin capitalizing software development costs once management commits to funding a project and completion is probable under the new "probable-to-complete" threshold. This guidance is effective for annual periods beginning after December 15, 2027. The Company is currently evaluating the impact of adopting ASU 2025-06.

NOTE 2. BUSINESS COMBINATIONS

Acquisition of SuperPlay Ltd.

On November 20, 2024, Playtika Holding Corp. (the "Company") and Playtika Ltd. ("Playtika Limited"), a wholly owned subsidiary of the Company, completed Playtika Limited's previously announced acquisition (the "Transaction") of all of the issued and outstanding share capital of SuperPlay Ltd. ("SuperPlay") pursuant to that certain Share Purchase Agreement (the "Purchase Agreement"), dated September 18, 2024 by and among the Company, Playtika Limited, SuperPlay, the shareholders of SuperPlay (the "Sellers") and Gigi Levy-Weiss, as the shareholder representative, for an aggregate purchase price equal to (i) $700.0 million, payable at the closing of the Transaction, subject to certain post-closing adjustments, plus (ii) earnout payments of up to $1.250 billion, the amounts of which will be based on certain gross revenue growth and Adjusted EBITDA metrics of SuperPlay ("SuperPlay Adjusted EBITDA") during the calendar years 2025, 2026 and 2027, in each case, payable following the end of the applicable measurement period. In addition, the Company granted approximately $50 million to SuperPlay's employees in accordance with the Transaction terms, which is expected to vest and be expensed over up to four years.

Management has accounted for this acquisition as a business combination. As such, management has recorded the identified assets and liabilities at their respective fair value. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities was recorded as goodwill. The purchase consideration also included a liability classified contingent consideration, measured at fair value through earnings. The Company finalized the purchase accounting valuation in the fourth quarter of 2025.

During the year ended December 31, 2025, the Company adjusted goodwill, other current assets and deferred tax asset. Other than these adjustments, there were no other material changes to the initial purchase price allocation.

The goodwill, which is non-deductible for tax purposes, is generally attributable to synergies between the Company's and SuperPlay's respective studio operations and games.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed or incurred (in millions):

Consideration		
Total Consideration	$	1,054.9
Less: Cash acquired		(19.9)
Total consideration, net of cash acquired		1,035.0
Less: Acquisition date fair value of contingent consideration		(350.0)
Less: Deferred consideration		1.9
Consideration paid as of November 20, 2024	**$**	**686.9**
Identifiable assets acquired and liabilities assumed or incurred		
Accounts receivable	$	27.5
Other current assets		33.9
Property and equipment		9.8
Intangible assets other than goodwill		352.0
Goodwill		701.5
Deferred tax asset		22.1
Deferred consideration		1.9
Deferred tax liability		(47.6)
Contingent consideration		(350.0)
Liabilities assumed		(64.2)
Total identifiable assets acquired and liabilities assumed or incurred	**$**	**686.9**

The developed game assets acquired and included in the above table are being amortized on a straight-line basis over their estimated useful life of seven years, which approximates the pattern in which the economic benefits of the intangible assets are expected to be realized.

The Company estimated the fair value of its contingent consideration as of the acquisition date using a Monte Carlo simulation. The significant assumptions used in the model include revenue volatility of 20%, discount rate of 14.3% and a risk free rate of 4.7%.

Transaction costs incurred by the Company in connection with the SuperPlay acquisition, were approximately $13.4 million for the year ended December 31, 2024, and were recorded within general and administrative expenses in the consolidated statements of comprehensive income. The Company's statement of comprehensive income for the year ended December 31, 2024, includes $47.6 million of revenue and $8.8 million of net loss attributed to SuperPlay from the date of acquisition through December 31, 2024.

In May 2025, the Share Purchase Agreement was amended to adjust certain covenants. During the year ended December 31, 2025, the Company recorded $379.4 million of expense to adjust contingent consideration associated with the SuperPlay Acquisition to its estimated fair value of $734.0 million as of December 31, 2025, which is comprised of $454.0 million in current Contingent consideration and $280.0 million in long-term Contingent consideration on the accompanying consolidated balance sheet.

Pro Forma Financial Information (Unaudited)

The following unaudited pro forma financial information presents the results of operations of the Company as if the SuperPlay acquisition had occurred on January 1, 2023, and includes adjustments primarily related to recognition of transaction and retention costs, amortization of acquired intangible assets, and recognition of stock-based compensation associated with PSU awards that would have been achieved based on 2023 pro forma financial results. The unaudited pro

forma financial information is based on preliminary estimates and assumptions and on the information available at the time of the preparation thereof. Any of these preliminary estimates and assumptions may change, be revised or prove to be materially different, and the estimates and assumptions may not be representative of facts existing at the time of the SuperPlay acquisition.

The information has been prepared by management for illustrative purposes only and does not purport to represent what the results of operations, financial condition or other financial information of the Company would have been if SuperPlay acquisition had occurred as of the dates assumed, nor are they necessarily indicative of future consolidated results of operations.

	Year ended December 31,	
(In millions)	**2024**	**2023**
Pro forma revenues	$ 2,776.0	$ 2,736.4
Pro forma net income (loss)	(54.1)	87.9

Acquisition of G.S InnPlay Labs Ltd.

On September 14, 2023, the Company entered into a Share Purchase Agreement (the "InnPlay Purchase Agreement") pursuant to which the Company agreed to acquire all of the issued and outstanding share capital of G.S InnPlay Labs Ltd. ("InnPlay") for an aggregate purchase price equal to (i) $80 million, subject to customary closing adjustments, and (ii) earnout payments of up to $220 million, the amounts of which will be based on certain revenue growth performance metrics of InnPlay during the two years following the closing of the transaction. The acquisition transaction closed on September 28, 2023 and was accounted for as a business combination. On June 18, 2024, the Company and InnPlay signed the first amendment to the InnPlay Purchase Agreement which reduces the maximum cap on the total potential earnout consideration from $220 million to $170 million and adjusted certain of the associated underlying performance metrics.

The acquisition is consistent with the Company's strategy to increase its breadth of entertainment genres and leverage the Company's technology platforms and live operations expertise to enhance game operations.

Within the accompanying consolidated financial statements, management has recorded the assets acquired and liabilities assumed or incurred in the acquisition, along with an estimate of the fair value for contingent consideration payable, based upon management's financial models for this acquisition, and upon similar allocations from prior acquisitions. This valuation was finalized during the fourth quarter 2023.

Based upon the final valuation procedures, the estimated fair value of contingent consideration at the acquisition date was decreased from the Company's initial estimates by $12 million, with a corresponding decrease to goodwill. The formal valuation also allowed the Company to conclude on and record the value of the intangible assets acquired other than goodwill of $14.8 million, with a corresponding decrease to goodwill. Other than these two measurement period adjustments, there were no other material changes to the initial purchase price allocation resulting from the finalization of the valuation process within the measurement period.

The goodwill, which is non-deductible for tax purposes, is generally attributable to synergies between the Company's and InnPlay's respective studio operations and games.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed or incurred (in millions):

Consideration		
Total Consideration	$	140.5
Less: Cash acquired		(0.8)
Total consideration, net of cash acquired		139.7
Less: Deferred consideration		(3.7)
Less: Acquisition date fair value of contingent consideration		(63.0)
Consideration paid as of September 28, 2023	**$**	**73.0**

Identifiable assets acquired and liabilities assumed or incurred		
Accounts receivable	$	3.9
Other current assets		0.3
Property and equipment		0.2
Intangible assets other than goodwill		14.8
Goodwill		127.6
Deferred tax asset		3.4
Deferred consideration		(3.7)
Contingent consideration		(63.0)
Deferred tax liability		(3.4)
Liabilities assumed		(7.1)
Total identifiable assets acquired and liabilities assumed or incurred	**$**	**73.0**

Transaction costs incurred by the Company in connection with the InnPlay acquisition were approximately $1.3 million for the year ended December 31, 2023, and were recorded within general and administrative expenses in the consolidated statements of comprehensive income. Pro forma results of operations for this acquisition subsequent to the September 28, 2023 acquisition date have not been presented because the incremental results from InnPlay, both individually and when aggregated with Youda pro forma results of operations, are not material to the consolidated statements of comprehensive income presented herein.

Acquisition of Youda Games

On August 28, 2023, the Company completed the acquisition of the Youda Games (the “Youda Games”) portfolio from Azerion Group N.V. consistent with the Company’s strategy to increase its breadth of entertainment genres and leverage the Company’s technology platforms and live operations. Terms of the acquisition agreement include initial cash consideration of EUR 81.3 million plus an earnout based on the performance of the acquired business, with a maximum total consideration of EUR 150 million, subject to customary adjustments. The acquisition was accounted for as a business combination.

Within the accompanying consolidated financial statements, management has recorded the assets acquired and liabilities assumed or incurred in the acquisition, along with its estimate of the fair value for contingent consideration payable, based upon management’s financial models for this acquisition, and upon similar allocations from prior acquisitions. This valuation was finalized during the fourth quarter 2023 with no material adjustments from the Company’s initial estimates.

The goodwill, which is deductible for tax purposes, is generally attributable to synergies between the Company's and Youda Game's respective studio operations and games.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed or incurred (in millions):

Consideration		
Total Consideration	$	89.9
Less: Acquisition date fair value of contingent consideration		(2.4)
Consideration paid as of August 28, 2023	**$**	**87.5**
Identifiable assets acquired and liabilities assumed or incurred		
Intangible assets other than goodwill	$	45.3
Goodwill		44.6
Contingent consideration		(2.4)
Total identifiable assets acquired and liabilities assumed or incurred	**$**	**87.5**

The developed game assets acquired and included in the above table are being amortized on a straight-line basis over their estimated useful life of eight years, which approximates the pattern in which the economic benefits of the intangible assets are expected to be realized.

Transaction costs incurred by the Company in connection with the Youda Games acquisition, were approximately $1.6 million for the year ended December 31, 2025, and were recorded within general and administrative expenses in the consolidated statements of comprehensive income. Pro forma results of operations for this acquisition subsequent to the August 28, 2023 acquisition date have not been presented because the incremental results from Youda Games, both individually and when aggregated with InnPlay pro forma results of operations, are not material to the consolidated statements of comprehensive income presented herein.

Other development transactions

During 2025, 2024 and 2023, the Company made a small number of minority investments in early-stage high-growth potential game developers, all of which are accounted for as investments in unconsolidated affiliates.

NOTE 3. CASH EQUIVALENTS

Cash equivalents at December 31, 2025 and 2024 are as follow (in millions):

	December 31,	
	2025	**2024**
Money market funds	$ 291.3	$ 331.4
Term deposits	198.5	93.1
Commercial papers	39.8	10.0
Total cash equivalents	$ 529.6	$ 434.5

As of December 31, 2025, the unrealized losses related to marketable securities were determined to be not due to credit related losses. Therefore, the Company did not recognize an allowance for credit losses.

NOTE 4. SHORT-TERM INVESTMENTS

Short-term investments at December 31, 2025 are as follows (in millions):

	December 31, 2025			
	Amortized cost	Allowance for credit losses	Unrealized gains, gross	Unrealized losses, gross
Term deposits	$ 71.8	$ —	$ —	$ —
Commercial papers	64.2	—	—	—
Total short-term investments	$ 136.0	$ —	$ —	$ —

The Company did not hold short-term investments at December 31, 2024.

NOTE 5. PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets at December 31, 2025 and 2024 are as follows (in millions):

	December 31,	
	2025	2024
Government authorities	$ 34.4	$ 55.3
Prepaid expenses	21.6	28.2
Deferred charges	5.5	9.4
Derivative instruments - interest rate swaps	4.9	19.4
Other	14.0	5.2
Total prepaid expenses and other current assets	$ 80.4	$ 117.5

NOTE 6. PROPERTY AND EQUIPMENT, NET

Property and equipment, net at December 31, 2025 and 2024 are as follow (in millions):

	December 31,	
	2025	2024
Computers and peripheral equipment	$ 249.7	$ 240.3
Office furniture and equipment	20.3	19.0
Vehicles and aircraft	9.0	9.0
Leasehold improvements	70.3	69.8
Total property and equipment, gross	349.3	338.1
Accumulated depreciation	(246.4)	(222.7)
Total property and equipment, net	$ 102.9	$ 115.4

Depreciation expense was $46.8 million, $46.5 million and $45.7 million in the years ended December 31, 2025, 2024 and 2023, respectively.

NOTE 7. GOODWILL

Changes in goodwill for the years ended December 31, 2025 and 2024 were as follows (in millions):

	Year ended December 31,	
	2025	2024
Balance at beginning of period	$ 1,692.3	$ 987.2
Foreign currency translation adjustments	13.4	(6.5)
Goodwill acquired during the year	—	711.6
Adjustment to purchase price allocation	(10.0)	—
Balance at end of period	$ 1,695.7	$ 1,692.3

As of October 1 of each year, the Company performed its annual goodwill impairment analysis. Accordingly, during the years ended December 31, 2025, 2024 and 2023, no impairment charge was recognized.

NOTE 8. INTANGIBLE ASSETS OTHER THAN GOODWILL

The carrying amounts and accumulated amortization expenses of the acquired intangible assets other than goodwill, net, including the impact of foreign currency exchange translation, at December 31, 2025 and 2024 were as follows (in millions):

	December 31, 2025		
	Weighted average remaining useful life (in years)	Balance	December 31, 2024
Historical cost basis:			
Developed games and acquired technology	4.6	$ 972.2	$ 948.7
Trademarks and user base	1.0	94.1	94.1
Internal use software	2.6	228.8	199.6
		1,295.1	1,242.4
Accumulated amortization			
Developed games and acquired technology		(623.6)	(518.1)
Trademarks and user base		(94.0)	(43.6)
Internal use software		(151.8)	(118.5)
		(869.4)	(680.2)
Intangible assets other than goodwill, net		$ 425.7	$ 562.2

The Company has included amortization of acquired intangible assets directly attributable to revenue-generating activities in cost of revenue. The Company has included amortization of acquired intangible assets not directly attributable to revenue-generating activities in operating expenses.

During the years ended December 31, 2025, 2024 and 2023, the Company recorded amortization expense in the amounts of $188.0 million, $119.2 million and $112.3 million, respectively.

There was $1.4 million of impairment to intangible assets in the year ended December 31, 2025.

In the fourth quarter of 2024, the Company recorded an impairment charge of $29.9 million related to the Redecor game title based upon continued lower than expected performance of that title. The Company had previously recorded an impairment of $41.6 million on this title in the third quarter of 2023.

In the second quarter of 2023, the Company recorded an intangible asset impairment of $9.7 million related to JustPlay.LOL Ltd's game title.

As of December 31, 2025, the total expected future amortization related to intangible assets was as follows (in millions):

2026	$ 133.5
2027	84.7
2028	67.2
2029	52.2
2030	47.2
Thereafter	40.9
Total	$ 425.7

NOTE 9. OTHER NON-CURRENT ASSETS

Other non-current assets at December 31, 2025 and 2024 are as follows (in millions):

	December 31,	
	2025	2024
Long-term tax assets	$ 107.5	$ 153.1
Deposits	4.3	4.1
Unrecognized gain on interest rate swaps	—	9.8
Other	4.0	—
Total other non-current assets	$ 115.8	$ 167.0

NOTE 10. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities at December 31, 2025 and 2024 are as follows (in millions):

	December 31,	
	2025	2024
Employees and related expenses	$ 142.3	$ 153.7
Accrued expenses	113.9	113.3
Media buy	57.2	47.9
Dividend payable	37.7	37.3
Deferred revenues	28.8	36.4
Tax accruals	15.1	49.4
Total accrued expenses and other current liabilities	$ 395.0	$ 438.0

NOTE 11. OTHER LONG-TERM LIABILITIES

Other long-term liabilities at December 31, 2025 and 2024 are as follows (in millions):

	December 31,	
	2025	2024
Long-term tax reserves	$ 378.9	$ 369.9
Unrecognized loss on interest rate swaps	1.5	—
Other	0.4	2.3
Total other long-term liabilities	$ 380.8	$ 372.2

NOTE 12. LEASES

The Company's leases include office real estate and data center leases for its facilities worldwide, which are all classified as operating leases, and which expire on various dates, the latest of which is December 2035. Certain lease agreements include rental payments that are adjusted periodically for the consumer price index ("CPI"). The Company's ROU assets and lease liabilities were calculated using the initial CPI and will not be subsequently adjusted. Any increases or decreases in lease payments resulting from subsequent changes in the CPI are expensed as incurred. Certain leases include renewal options that management believes are reasonably certain to be exercised.

The following is a summary of weighted average remaining lease terms and discount rates for all of the Company's operating leases:

	December 31, 2025	December 31, 2024
Weighted average remaining lease term (years)	6.8	6.3
Weighted average discount rates	4.7 %	4.5 %

Total operating lease expense was $27.8 million, $23.9 million and $23.3 million for the years ended December 31, 2025, 2024 and 2023, respectively. Cash paid for amounts included in the measurement of operating lease liabilities was $28.1 million, $24.6 million and $18.4 million for the years ended December 31, 2025, 2024 and 2023, respectively.

The Company recognized $1.0 million, $0.6 million and $0.1 million of income in December 31, 2025, 2024 and 2023 respectively, related to the subleases for office space with a weighted average remaining lease term of 3.1 years.

Maturities of lease liabilities are as follows (in millions):

2026	$ 33.0
2027	27.8
2028	22.0
2029	21.3
2030	17.9
Thereafter	43.3
Total undiscounted cash flows	165.3
Less: imputed interest	(22.4)
Present value of lease liabilities	$ 142.9

NOTE 13. DEBT

	December 31, 2025				December 31, 2024
(in millions, except interest rates)	Maturity	Interest rate	Book value	Face value	Book value
Term Loan	2028	6.780%	$ 1,793.2	$ 1,809.8	$ 1,805.4
Senior Notes	2029	4.250%	595.9	600.0	594.7
Revolving Credit Facility	2027	n/a	—	—	—
Total debt			2,389.1	2,409.8	2,400.1
Less: Current portion of long-term debt			(11.1)	(19.0)	(11.6)
Long-term debt			$ 2,378.0	$ 2,390.8	$ 2,388.5

Book value of debt in the table above is reported net of deferred issuance costs and original issue discount of $20.7 million and $28.7 million at December 31, 2025 and 2024, respectively.

Credit Agreement

On December 10, 2019, the Company entered into $2,750 million of senior secured credit facilities (the "Credit Facilities"), consisting of a $250 million revolving credit facility (the "Revolving Credit Facility"), and a $2,500 million first lien term loan (the "Old Term Loan"). The Credit Facilities were provided pursuant to a Credit Agreement, dated as of December 10, 2019 (the "Credit Agreement"), by and among Playtika, the lenders party thereto, and UBS AG, Stamford Branch (as successor in interest to Credit Suisse, AG, Cayman Islands Branch), as administrative agent (in such capacity, the "Administrative Agent") and collateral agent (in such capacity, the "Collateral Agent"). Proceeds borrowed under the Credit Facilities on the closing date were used to pay off the outstanding balance on the Company's prior debt facility. On June 15, 2020, the Company increased the capacity of the Revolving Credit Facility to $350 million. On January 15, 2021, the Company increased the borrowing capacity of the Revolving Credit Facility from $350 million to $550 million.

On March 11, 2021, the Company amended the Credit Agreement pursuant to an Incremental Assumption Agreement No. 3 and Second Amendment to Credit Agreement (the "Second Amendment"). The Second Amendment, among other things, effected a refinancing of the Old Term Loan with a new $1.9 billion senior secured first lien term loan borrowed under the Credit Agreement (the "New Term Loan"), increased the Revolving Credit Facility to $600 million and extended the maturity of the Revolving Credit Facility to March 11, 2026. The New Term Loan matures on March 11, 2028 and requires scheduled quarterly principal payments in amounts equal to 0.25% of the original aggregate principal amount of the New Term Loan, with the balance due at maturity.

On April 23, 2025, the Company entered into a Fourth Amendment (the "Fourth Amendment") to the Credit Agreement which, among other things, (a) amended the Pricing Grid (as defined in the Credit Agreement) for the Company's revolving credit facility under the Credit Agreement (the "Revolving Credit Facility"), and (b) decreased the aggregate principal amount of the Revolving Credit Facility from $600 million to $550 million. The Fourth Amendment was also intended to extend the maturity of the Revolving Credit Facility to September 11, 2027, subject to the Credit Agreement being filed and registered with the National Development and Reform Commission of the People's Republic of China (the "NDRC") unless the NDRC states in writing that such registration is not required. This filing requirement with the NDRC is required of the Company's controlling shareholder due to the fact that the controlling shareholder is controlled by a citizen of the People's Republic of China. On December 9, 2025, the Company's controlling shareholder elected to withdraw its filing of the Credit Agreement with the NDRC and, as a result, the maturity of the Revolving Credit Facility was not extended under the Fourth Amendment.

On February 16, 2026, the Company entered into an Incremental Assumption Agreement No. 4 and Fifth Amendment (the "Fifth Amendment") to the Credit Agreement which, among other things, will effect a refinancing of the Company's existing $550 million revolving credit facility under the Credit Agreement (the "New Revolving Credit Facility") on March 11, 2026 subject to the satisfaction of certain conditions set forth therein. The New Revolving Credit Facility will mature on March 6,

2027. Other than the revised maturity date, the New Revolving Credit Facility retains the same material terms as the Company’s existing revolving credit facility immediately prior to the effectiveness of the Fifth Amendment.

The Credit Agreement allows the Company to request one or more incremental term loan facilities, incremental revolving credit facilities and/or increases to the New Term Loan or the Revolving Credit Facility in an aggregate amount of up to the sum of (x) the greater of (1) $800 million and (2) 1.00 times EBITDA (as defined in the Credit Agreement) plus (y) the amount of certain voluntary prepayments of indebtedness plus (z) such additional amount so long as, (i) in the case of loans under additional credit facilities that are secured by liens on the collateral securing the Credit Agreement, the Company's net total secured leverage ratio on a pro forma basis would not exceed 3.50 to 1.00 (or in the case of incremental facilities to fund certain investments and acquisitions, the net total secured leverage ratio immediately prior to such incurrence) and (iii) in the case of any other loans under additional credit facilities, the Company's fixed charge coverage ratio on a pro forma basis would not be less than 2.00 to 1.00 (or in the case of incremental facilities to fund certain investments and acquisitions, the fixed charge coverage ratio immediately prior to such incurrence), in each case, subject to certain conditions and receipt of commitments by existing or additional financial institutions or institutional lenders.

All future borrowings under the Credit Agreement are subject to the satisfaction of customary conditions, including the absence of a default and the accuracy of representations and warranties, subject to certain exceptions.

Interest and Fees

Pursuant to the terms of the Fourth Amendment in 2025, borrowings under the Revolving Credit Facility bear interest at a rate equal to, at the Company’s option, either (a) a forward-looking term rate based on the secured overnight financing rate for the applicable interest period (“Term SOFR”), subject to a floor of 0.00% or (b) a base rate determined by reference to the highest of (i) the federal funds rate plus 0.50%, (ii) the prime rate as determined by the administrative agent and (iii) the one-month Term SOFR plus 1.00% per annum, in each case plus an applicable margin. Such applicable margin with respect to the Revolving Credit Facility is 3.00% per annum in the case of any Term SOFR loan and 2.00% per annum in the case of any base rate loan, subject to three 0.25% step-downs based on the Company’s first lien net leverage ratio.

In addition, on a quarterly basis, the Company is required to pay each lender under the Revolving Credit Facility a commitment fee in respect of any unused commitments under the Revolving Credit Facility in the amount of 0.50% of the principal amount of the unused commitments of such lender, subject to two 0.125% step-downs based on the Company’s first lien net leverage ratio. The Company is also required to pay customary agency fees as well as letter of credit participation fees on outstanding letters of credit.

On June 19, 2023, the Company amended the Credit Agreement pursuant to a Third Amendment to Credit Agreement (the “Third Amendment”). The Third Amendment amended the Credit Agreement to bear interest or incur fees and other amounts denominated in Dollars to be based on the Adjusted Term Secured Overnight Financing Rate (“SOFR”) plus an applicable spread adjustment, rather than the previously permitted Adjusted Eurocurrency Rate, starting in the third quarter of 2023. The amendment did not have an impact on the Company’s consolidated financial statements or the effectiveness of the Company’s interest rate swap agreements.

In addition, on a quarterly basis, the Company is required to pay each lender under the Revolving Credit Facility a commitment fee in respect of any unused commitments under the Revolving Credit Facility in the amount of 0.50% of the principal amount of the daily unused commitments of such lender, subject to step-downs to 0.375% and 0.25% based upon the Company's senior secured leverage ratio. The Company is also required to pay customary agency fees as well as letter of credit participation fees on outstanding letters of credit.

The Credit Agreement permits voluntary prepayments and requires mandatory prepayments in certain events including among others, 50% (subject to step-downs to 25% and 0% based upon the Company’s net total secured leverage ratio) of the Company’s excess cash flow to the extent such amount exceeds $10 million, certain net cash proceeds from non-ordinary asset sale transactions (subject to reinvestment rights), and 100% of net proceeds of any issuance of debt (except for debt permitted to be incurred by the Credit Agreement). The Company is not required to make an excess cash flow payment based upon its secured leverage ratio for 2025.

Collateral and Guarantors

The borrowings under the Credit Agreement are guaranteed by certain material, wholly-owned restricted subsidiaries of the Company, and are secured by a pledge of substantially all of the existing and future property and assets of the Company and the guarantors (subject to exceptions), including a pledge of the capital stock of the domestic subsidiaries held by the Company and the domestic guarantors and 65% (or 100% in the case of certain of the guarantors) of the capital stock of the first-tier foreign subsidiaries held by the Company and the domestic guarantors, in each case subject to exceptions.

The Credit Agreement requires that the Company and the guarantors (a) generate at least 80.0% of the EBITDA of the Company and its restricted subsidiaries for the four fiscal quarters most recently ended prior to the end of each fiscal quarter and (b) own all “Material Intellectual Property” (defined as any intellectual property rights consisting of registered trademarks or copyrights subsisting in the name or logo of any game that generates more than 5% of the EBITDA of the Company and its restricted subsidiaries for the then most recently ended four fiscal quarters) on the last day of the four fiscal quarters most recently ended prior to the end of each fiscal quarter. If the Company and the guarantors do not satisfy such requirement, then the Company must cause sufficient additional subsidiaries (which, subject to certain limitations, may include guarantors located in jurisdictions other than the United States, England and Wales and the State of Israel) to become guarantors in order to satisfy such requirement. During the year ended December 31, 2021, the Company voluntarily designated certain subsidiaries in Germany, Austria and Finland as additional guarantors. As of December 31, 2025, the Company was in compliance with these requirements.

Restrictive Covenants

The Revolving Credit Facility includes a maximum first-priority net senior secured leverage ratio financial maintenance covenant of 6.25 to 1.00, calculated as total first lien senior secured net debt divided by Adjusted EBITDA. At December 31, 2025, the Company’s first-priority net senior secured leverage ratio was 1.31 to 1.00 based upon Adjusted EBITDA of $753.2 million and net debt (as defined in the Credit Agreement) of $989.6 million.

In addition, the Credit Agreement includes negative covenants, subject to certain exceptions, restricting or limiting the Company's ability and the ability of its restricted subsidiaries to, among other things: (i) make non-ordinary course dispositions of assets; (ii) make certain mergers and acquisitions; (iii) complete dividends and stock repurchases and optional redemptions (and optional prepayments) of subordinated debt; (iv) incur indebtedness; (v) make certain loans and investments; (vi) incur liens and certain fixed charges; (vii) transact with affiliates; (viii) change the business of the Company and its restricted subsidiaries; (ix) enter into sale/leaseback transactions; (x) allow limitations on negative pledges and the ability of restricted subsidiaries to pay dividends or make distributions; (xi) change the fiscal year and (xii) modify subordinated debt documents. Under the Credit Agreement, the Company may be required to meet specified leverage ratios or fixed charge coverage ratios in order to take certain actions, such as incurring certain debt or liens or making certain investments.

The Company was in compliance with its financial and other covenants under the Credit Agreement as of December 31, 2025.

Offering of 4.250% Senior Notes due 2029

Indenture

On March 11, 2021, the Company issued $600.0 million aggregate principal amount of its 4.250% senior notes due 2029 (the “Notes”) under an indenture, dated March 11, 2021 (the “Indenture”), among the Company, the subsidiary guarantors party thereto and Wilmington Trust, National Association, as trustee (the “Trustee”).

Maturity and Interest

The Notes mature on March 15, 2029. Interest on the Notes will accrue at a rate of 4.250% per annum. Interest on the Notes is payable semi-annually in cash in arrears on March 15 and September 15 of each year.

Guarantees

The Notes are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by the Company's existing and future restricted subsidiaries that guarantee the obligations under the Credit Agreement (the "subsidiary guarantors").

Ranking

The Notes and the note guarantees rank equally in right of payment to all of the Company's and the subsidiary guarantors' existing and future senior indebtedness and senior in right of payment to all of the Company's and the subsidiary guarantors' future subordinated indebtedness. The Notes and the note guarantees are effectively subordinated to any of the Company's and the subsidiary guarantors' existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness, including indebtedness outstanding under the Credit Agreement. In addition, the Notes and the note guarantees are structurally subordinated to the existing and future liabilities of the Company's non-guarantor subsidiaries.

Redemption

The Company may redeem the Notes at any time on or after March 15, 2024, in whole or in part, at a redemption price equal to (i) 101.063% of the principal amount thereof, should such redemption occur before March 15, 2026, and (ii) 100.000% of the principal amount thereof, should such redemption occur on or after March 15, 2026, in each case plus accrued and unpaid interest, if any, to, but excluding, the redemption date.

Covenants

The Indenture contains customary covenants that limit the Company's ability and, in certain instances, the ability of the Company's subsidiaries, to borrow money, create liens on assets, make distributions and pay dividends on or redeem or repurchase stock, make certain types of investments, sell stock in certain subsidiaries, enter into agreements that restrict dividends or other payments from subsidiaries, enter into transactions with affiliates, issue guarantees of indebtedness, and sell assets or merge with other companies. These limitations are subject to a number of important exceptions and qualifications set forth in the Indenture.

Change of Control

In the event of a change of control, the Company must offer to repurchase the Notes at a repurchase price equal to 101% of the aggregate principal amount thereof plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.

Events of Default

Events of default under the Indenture include, among others, the following with respect to the Notes: default which continues for 30 days in the payment of interest on the Notes; default in payment of the principal of, or premium, if any, on the Notes; failure to comply with certain covenants in the Indenture for 60 days (or 120 days with respect to the covenant relating to the provision of financial reports) upon the receipt of notice from the Trustee or holders of at least 25% in aggregate principal amount of the Notes; acceleration or payment default of indebtedness of the Company or certain of its subsidiaries in excess of a specified amount that remains uncured following the applicable grace period provided in such indebtedness; final judgments against the Company or certain of its subsidiaries in excess of a specified amount that remains unpaid for 45 days; and certain events of bankruptcy or insolvency with respect to the Company or certain of its subsidiaries. In the case of an event of default arising from certain events of bankruptcy or insolvency with respect to the Company or certain of its subsidiaries, all Notes then outstanding will become due and payable immediately without further action or notice. If any other event of default occurs with respect to the Notes, the Trustee or holders of at least 25% in aggregate principal amount of the Notes may declare all Notes then outstanding to be due and payable immediately.

Scheduled principal payments of long-term debt

The scheduled principal payments due on long-term debt are as follows (in millions):

2026	$	19.0
2027		19.0
2028		1,771.8
2029		600.0
Total	$	2,409.8

NOTE 14. EQUITY TRANSACTIONS AND STOCK INCENTIVE PLAN

Common stock

The following are the rights and privileges of the Company's common shares:

Dividends - The holders of outstanding shares of the Company's common stock are entitled to receive dividends out of funds legally available at the times and in the amounts which its board of directors may determine.

Voting rights – Holders of the Company's common shares are entitled to one vote per share.

Liquidation – Upon the Company's liquidation, dissolution or winding-up, the assets legally available for distribution to the Company's stockholders would be distributable ratably among the holders of the Company's common shares.

Preemptive or similar rights – None of the Company's common shares is entitled to preemptive rights or subject to redemption.

Overview of Stock Incentive Plan

On May 26, 2020, the Board of Directors of the Company approved the Playtika Holding Corp. 2020 Incentive Award Plan (the "Plan"). The Plan authorizes the issuance of stock options, restricted stock, RSUs, PSUs, dividend equivalents, stock appreciation rights, performance bonus awards and other incentive awards. The Plan authorizes the grant of awards to employees, non-employee directors and consultants of the Company.

As of December 31, 2025, a total of 75.6 million shares of the Company's common stock had been allocated to awards granted under the Plan and 8.4 million shares remained available for future grants. If, on January 1st of each year through January 2030, the number of shares available for grant is less than 3.5% of the total shares of the Company's outstanding common stock, then the number of shares available for grant will increase to an amount equal to the lesser of (i) 3.5% of the total shares of the Company's outstanding common stock or (ii) such number of shares determined by the Board of Directors. On January 1, 2026, 2025 and 2024, the number of shares of issuance under the Plan increased by 4.6 million, 12.2 million and 7.2 million, respectively.

Option Repricing

On February 7, 2022, the Compensation Committee of the Board of Directors of the Company approved an amendment to 5,303,242 options granted in 2021 that were scheduled to vest after the first anniversary of the grant date (the "Adjusted Portion"). The Adjusted Portion was amended to reduce the per share exercise prices of such Adjusted Portion to $18.71. The Company accounted for the repricing as a modification and is recording incremental compensation expense of approximately $8.8 million from the time of the repricing through the remaining vesting period. There were no awards included in this repricing to any named executive officers or other executives defined as insiders according to Section 16 of the Securities Exchange Act of 1934.

Tender Offer

On August 29, 2022, the Company announced a tender offer for the purchase of up to 51,813,472 shares of its issued and outstanding common stock, par value $0.01 per share (each, a “Share” and collectively, “Shares”) or such lesser number of Shares as are properly tendered and not properly withdrawn, at a price of $11.58 per Share (the "Tender Offer"). On October 10, 2022, the Company announced that it accepted for purchase 51,813,472 Shares for an aggregate cost of $600 million, excluding fees and expense related to the Tender Offer. The number of shares that the Company has accepted for purchase in the Tender Offer represented approximately 12.6% of the total number of shares that were outstanding as of September 30, 2022. The Company’s shares outstanding and treasury stock are presented, and both basic and diluted earnings per share have been calculated, as if the entire 51,813,472 shares accepted in the Tender Offer were purchased on the closing date of the Tender Offer.

Cash Dividend

On April 4, July 7 and October 10, 2025, in accordance with approval by the Board of Directors of the Company (“the Board”), the Company paid cash dividends of $0.10 per share of the Company’s outstanding common stock. Additionally, the Board declared a cash dividend of $0.10 per share of the Company’s outstanding common stock, that was paid on January 9, 2026 to stockholders of record as of the close of business on December 26, 2025. The dividend payable amount of $37.7 million is recorded in accrued expenses and other current liabilities at December 31, 2025.

Stock Repurchase Program

On May 9, 2024, the Company announced that its Board of Directors authorized a stock repurchase program for up to $150 million of the Company’s common stock. Under the repurchase program, repurchases can be made using a variety of methods, which may include open market purchases, privately negotiated transactions or otherwise. The specific timing, price and size of purchases will depend on prevailing stock prices, general economic and market conditions, and other considerations. The repurchase program does not obligate the Company to acquire any particular amount of common stock, and the repurchase program may be suspended or discontinued at any time at the Company’s discretion. During the year ended December 31, 2025, the Company repurchased approximately 4.4 million shares of its common stock at an average cost of $4.61 per share. As of December 31, 2025, $129.0 million remains available under the Company’s stock repurchase program.

Stock options

The following table summarizes the Company’s stock option activity:

	Stock Options Outstanding (in millions)	Weighted Average Remaining Term (in years)	Weighted Average Exercise Price	Intrinsic Value (in millions)
Outstanding at January 1, 2025	1.3	6.7	$ 17.42	$ —
Granted	—		$ —	
Exercised	—		$ —	
Forfeited	(0.2)		$ 18.61	
Expired	—		$ —	
Outstanding at December 31, 2025	1.1	5.7	$ 17.16	$ —
Exercisable at December 31, 2025	1.0	5.6	$ 17.65	$ —

There were no stock options exercised during the years ended December 31, 2025, 2024 or 2023. There were no stock options granted during the years ended December 31, 2025 and 2024.

The Company will issue new shares of common stock upon exercise of stock options.

For options, 25% of the options generally vest on the first anniversary of the grant date, and the remaining 75% of the options vest in equal quarterly installments during the three years following the first anniversary of the grant date. The stock options have a contractual term of ten years. Except as provided in an option agreement between the Company and the employee, if an employee is terminated (voluntarily or involuntarily), any unvested awards as of the date of termination will be forfeited.

RSUs

The following table summarizes the Company's RSU activity:

	Shares (in millions)	Weighted Average Grant Date Fair Value	Total Fair Value of Shares Vested (in millions)
Outstanding at January 1, 2023	14.9	$ 18.69	
Granted	13.8	$ 8.81	
Vested	(6.4)	$ 19.00	$ 61.6
Forfeited	(1.0)	$ 17.67	
Outstanding at December 31, 2023	21.3	$ 12.24	
Granted	7.4	$ 6.36	
Vested	(5.7)	$ 16.98	$ 42.2
Forfeited	(3.4)	$ 11.75	
Outstanding at December 31, 2024	19.6	$ 8.70	
Granted	8.4	$ 3.68	
Vested	(6.6)	$ 10.08	$ 29.8
Forfeited	(3.0)	$ 8.54	
Outstanding at December 31, 2025	18.4	$ 5.94	

The table below summarizes the assumptions used for the RSUs granted in the years ended December 31, 2025 and 2024:

	Year ended December 31,	
	2025	2024
Risk-free interest rate	3.52% - 4.22%	3.67% - 4.57%
Expected dividend yield	5.42% - 10.58%	4.87% - 5.67%
Expected term in years	2.3 - 3.1	2.3 - 3.6

RSUs generally vest over three to four years from the grant date with a portion vesting on the first anniversary of the grant date and the remaining vesting in quarterly installments. RSUs granted to the Board of Directors of the Company vest immediately. Except as provided in an award agreement between the Company and the employee, if an employee is terminated (voluntarily or involuntarily), any unvested awards as of the date of termination will be forfeited. RSUs settle for outstanding shares of the Company's common stock upon vesting.

PSUs

On February 7, 2022, the Compensation Committee of the Board of Directors of the Company approved the grant of PSUs to certain employees pursuant to the Plan (the "2022 PSUs"). For each annual performance period consisting of calendar years 2022 through 2025, up to 25% of the 2022 PSUs will be eligible to vest based on the Company's annual revenue growth rate during the applicable performance period relative to threshold, target and maximum achievement levels.

If the Company's annual revenue growth rate for a performance period is between two achievement levels, the achievement percentage will be determined by linear interpolation between the applicable achievement levels. Notwithstanding the foregoing, in no event shall less than 25 PSUs vest during each performance period for Israeli participants.

On November 10, 2022, the Compensation Committee of the Board of Directors of the Company approved an amendment to the 2022 PSU agreement resulting in a modification of the PSU awards and stock-based compensation expense.

On December 18, 2024, the Compensation Committee of the Board of Directors of the Company approved PSU grants to certain employees pursuant to the Plan (collectively, the "2024 PSUs"). For each annual performance period consisting of calendar years 2025 through 2027, up to one-third of the 2024 PSUs will be eligible to vest based on certain performance criteria:

- Adjusted EBITDA PSUs - The Company's Adjusted EBITDA target during the applicable performance periods relative to three defined targets. If the Company's Adjusted EBITDA for a performance period does not equal or exceed the target set forth, no Adjusted EBITDA PSUs shall vest.

- AGR PSUs - The Company's annual revenue growth rate ("AGR") during the applicable performance periods relative to three defined achievement levels.

- TSR PSUs - The Company's total shareholder return ("TSR") during the applicable performance periods relative to the three defined achievement levels.

On November 12, 2025, the Compensation Committee of the Board of Directors of the Company approved AGR PSU grants to certain employees pursuant to the Plan (the "2025 PSUs"). For each annual performance period consisting of calendar years 2026 through 2028, up to one-third of the 2025 PSUs will be eligible to vest based on the performance criteria above.

If the Company's AGR and TSR results for a performance period are between two achievement levels, the achievement percentage of the AGR PSUs and TSR PSUs will be determined by linear interpolation between the applicable achievement levels.

The following table summarizes the Company's PSU activity:

	Shares[1] (in millions)	Weighted Average Grant Date Fair Value	Total Fair Value of Shares Vested (in millions)
Outstanding at January 1, 2023	3.2	$ 9.72	
Granted	—	$ —	
Vested	(0.4)	$ 9.72	$ 4.2
Forfeited	(0.6)	$ 9.72	
Outstanding at December 31, 2023	2.2	$ 9.72	
Granted	9.8	$ 4.86	
Vested	*	$ 9.72	*
Forfeited	(1.1)	$ 9.72	
Outstanding at December 31, 2024	10.9	$ 5.33	
Granted	0.5	$ 3.50	
Vested	*	$ 9.72	*
Forfeited	(0.6)	$ 9.72	
Outstanding at December 31, 2025	10.8	$ 5.02	

(1) The number of shares for the PSUs listed as granted represent the total number of PSUs granted to each recipient eligible to vest if the Company meets its highest specified performance goals for the applicable period.

* Represents an amount less than 0.1 or $0.1

The table below summarizes the assumptions used for the PSUs granted in the years ended December 31, 2025 and 2024:

	Year ended December 31,	
	2025	2024
Risk-free interest rate	3.52% - 3.62%	4.25% - 4.31%
Expected dividend yield	9.48%	5.62%
Expected term in years	1.0 - 3.0	1.0 - 3.0

As of December 31, 2025, the Company believed it probable that the 2026, 2027 and 2028 performance targets of the 2024 PSUs and 2025 PSUs, as outlined in the amended award agreements, would achieve 50% achievement of their respective performance criteria, as defined. Therefore, 50% of the potential expense associated with these awards was recognized or will be recognized over the applicable performance period of the respective tranche.

On February 19, 2026, the Compensation Committee of the Board of Directors of the Company ratified the Company's Adjusted EBITDA, AGR and TSR performance for 2025 and approved the vesting of 100% of the Adjusted EBITDA PSU and AGR PSU awards eligible to vest for the 2025 performance period. On February 17, 2025, and February 7, 2024, the Board of Directors of the Company ratified the Company's annual revenue growth rate during 2024 and 2023, respectively. None of the PSU awards eligible to vest for the 2024 or 2023 performance periods were approved to vest.

Stock-based compensation

The following table summarizes stock-based compensation costs by award type (in millions):

	Year ended December 31,		
	2025	2024	2023
Stock options	$ 0.9	$ 3.2	$ 3.4
RSUs	58.8	97.8	106.7
PSUs	23.8	0.2	2.9
Total stock-based compensation costs	$ 83.5	$ 101.2	$ 113.0

The following table summarizes stock-based compensation costs, net of amounts capitalized, as reported on the Company's consolidated statements of comprehensive income (in millions):

	Year ended December 31,		
	2025	2024	2023
Research and development expenses	$ 16.8	$ 30.1	$ 37.4
Sales and marketing expenses	3.5	6.5	9.1
General and administrative expenses	62.2	62.6	63.5
Total stock-based compensation costs, net of amounts capitalized	$ 82.5	$ 99.2	$ 110.0

During the years ended December 31, 2025, 2024 and 2023, the Company capitalized $1.0 million, $2.0 million and $3.0 million of stock-based compensation cost, respectively.

As of December 31, 2025, the Company's unrecognized stock-based compensation expenses related to stock options, RSUs and PSUs was approximately $0.3 million, $103.0 million and $20.1 million, respectively. The expense related to stock options, RSUs and PSUs are expected to be recognized over a weighted average period of 0.9 years, 2.6 years and 1.8 years, respectively.

NOTE 15. DERIVATIVE INSTRUMENTS

Interest rate swap agreements

In March 2021, the Company entered into two interest rate swap agreements, each with a notional value of $250 million. Each of these swap agreements is with a different financial institution as the counterparty to reduce the Company's counterparty risk. The initial terms of each swap required the Company to pay a fixed interest rate of 0.9275% in exchange for receiving one-month LIBOR. In June 2023 these two interest rate swap agreements were amended so that effective July 31, 2023, the Company pays a fixed interest rate of 0.85% in exchange for receiving on-month Term SOFR. The amendment did not impact the hedge effectiveness.

The interest rate swap agreements settle monthly commencing in April 2021 through their termination dates on April 30, 2026. The estimated fair value of the Company's interest rate swap agreements is derived from a discounted cash flow analysis.

In January 2023, the Company entered into two additional interest rate swap agreements, each with a notional value of $250 million. Each of these swap agreements is with a different financial institution, and each swap requires the Company to pay a fixed interest rate of 3.435% in exchange for receiving one-month LIBOR for six months and one-month Term SOFR afterwards. The interest rate swap agreements settle monthly commencing in February 2023 through their termination dates on February 28, 2028. The estimated fair value of the Company's interest rate swap agreements is derived from a discounted cash flow analysis.

The aggregate fair value of the Company's interest rate swap agreements was a net asset of $2.8 million as of December 31, 2025 and an asset of $29.2 million as of December 31, 2024 and was recorded in the accompanying consolidated balance

sheets based upon the timing of the underlying expected cash flows in amounts detailed in *Note 16, Fair Value Measurements*.

Foreign currency hedge agreements

At December 31, 2025, the Company had outstanding derivative contracts to purchase certain foreign currencies, including EUR, ILS, RON, and PLN at future dates. The amount of future salary and certain operating expenses the Company had hedged was approximately $206.6 million, and all contracts are expected to mature during the upcoming 12 months. The aggregate fair value of the Company's derivative contracts was a net asset of $12.8 million as of December 31, 2025 and a net liability of $2.2 million as of December 31, 2024 and was recorded in the accompanying consolidated balance sheets in amounts detailed in *Note 16, Fair Value Measurements*.

The following table summarizes the volume of derivative instrument activity (in millions):

	Year ended December 31,		
	2025	2024	2023
Derivative instruments - foreign currency derivative contracts	$ 225.9	$ 198.4	$ 302.3
Derivative instruments - interest rate swaps	—	—	500.0
Derivative instruments - others (non-hedging)	—	—	1.6

NOTE 16. FAIR VALUE MEASUREMENTS

The Company's assessment of goodwill and other intangible assets for impairment includes an assessment using various Level 2 (discount rate) and Level 3 (forecasted cash flows) inputs.

The following table summarizes the fair value measurement of the Company's long-term debt (in millions):

	December 31, 2025		
	Face Value	Fair Value	Fair Value Hierarchy
Term Loan	$ 1,809.8	$ 1,746.5	Level 2
Senior Notes	600.0	539.3	Level 2
Total debt	$ 2,409.8	$ 2,285.8	

	December 31, 2024		
	Face Value	Fair Value	Fair Value Hierarchy
Term Loan	$ 1,828.8	$ 1,831.1	Level 2
Senior Notes	600.0	541.5	Level 2
Total debt	$ 2,428.8	$ 2,372.6	

The estimated fair value of the Company's term loan is based upon the prices at which the Company's debt traded in the days immediately preceding the balance sheet date. As the trading volume of the Company's debt is low relative to the overall debt balance, the Company does not believe that the associated transactions represent an active market, and therefore this indication of value represents a level 2 fair value input.

The following table sets forth the assets and liabilities measured at fair value on a recurring basis in the Company's consolidated balance sheet (in millions):

		Fair Value at	
	Pricing Category	December 31, 2025	December 31, 2024
Cash equivalents			
Money market funds	Level 1	$ 291.3	$ 331.4
Term deposits	Level 2	198.5	93.1
Commercial papers	Level 2	39.8	10.0
Short-term investments			
Term deposits	Level 1	$ 71.8	$ —
Commercial papers	Level 2	64.2	—
Prepaid expenses and other current assets			
Derivative instruments - interest rate swaps	Level 2	$ 4.9	$ 19.4
Derivative instruments - foreign currency derivative contracts	Level 2	12.9	1.1
Other non-current assets:			
Derivative instruments - interest rate swaps	Level 2	$ —	$ 9.8
Accrued expenses and other current liabilities:			
Derivative instruments - interest rate swaps	Level 2	$ 0.6	$ —
Derivative instruments - foreign currency derivative contracts	Level 2	*	3.3
Other long-term liabilities			
Derivative instruments - interest rate swaps	Level 2	$ 1.5	$ —

* Represents an amount less than 0.1 or 0.1

The carrying value of accounts receivable, accounts payables, restricted cash, and the majority of cash equivalents approximates fair value due to the short time to expected payment or receipt of cash.

The Company classifies its short-term investments, derivative financial instruments and some cash equivalents within Level 2 because they are valued using inputs other than quoted prices which are directly or indirectly observable in the market, including readily-available pricing sources for the identical underlying security which may not be actively traded.

The change in fair value of contingent consideration payable was valued using significant unobservable inputs (Level 3), was included in the general and administrative expenses in the Company's consolidated statements of comprehensive income and consisted of the following (in millions):

Balance as of January 1, 2024	$	66.8
Recorded in connection with SuperPlay acquisition		350.0
Payment of contingent consideration		(26.7)
Fair value adjustments based upon post-acquisition performance		(9.8)
Reclassification to accrued expenses		(0.7)
Balance as of December 31, 2024[(1)]		379.6
Payment of contingent consideration		(44.2)
Fair value adjustments based upon post-acquisition performance		398.6
Balance as of December 31, 2025[(2)]	$	734.0

(1) Amount comprised of $354.6 million and $25.0 million for SuperPlay and InnPlay acquisitions, respectively.

(2) Amount comprised of $734.0 million for SuperPlay acquisition.

The Company estimated the fair value of its contingent consideration liabilities using a Monte Carlo simulation to model components of cash flow analyses. The significant assumptions used in the SuperPlay model as of December 31, 2025 include revenue volatility of 20%, discount rate of 12.3% and a risk free rate of 4.8%. These fair value measurements are based on significant inputs not observable in the market and thus represent Level 3 measurements as defined in ASC 820. The extent to which the actual results differ from assumptions made within the Monte Carlo simulation cash flow analysis will result in adjustments to this liability in future periods.

The Company has not elected the fair value measurement option under ASC 825 for any financial assets or liabilities.

NOTE 17. COMMITMENTS AND CONTINGENCIES

On April 10, 2023, Playtika Holding UK II Limited, the Company's controlling shareholder, and certain officers of the Company were sued (Kormos v Playtika Holding UK II Limited, et al.) in the Delaware Chancery Court. The lawsuit alleges generally that the defendants breached fiduciary duties owed to the Company and its stockholders with respect to the controlling shareholder's indication of an interest in selling some or all of its shares, and the resulting strategic review process and self-tender offer. On August 18, 2023, defendants filed with the Court motions to dismiss the claims. A hearing on the motions to dismiss was held on November 21, 2023. On January 18, 2024, the court denied Playtika Holding UK II Limited's motion to dismiss in an oral ruling. The court issued a written opinion on May 3, 2024 granting the motion to dismiss the claims against the Company's officers. The plaintiffs and the remaining defendant agreed to a settlement agreement and submitted the settlement agreement to the Court for approval on October 8, 2025. The Court approved the settlement agreement on January 21, 2026. The terms of the settlement do not involve any financial obligation of the Company and are not expected to have any financial impact to the Company's financial statements as a whole.

On November 13, 2023, plaintiff Gina Burt filed a lawsuit against the Company and its subsidiary, Playtika Ltd., in the Circuit Court of Coffee County, Tennessee, alleging that the Company's social casino-themed games are unlawful gambling under Tennessee law. The lawsuit seeks to recover all amounts paid by Tennessee residents to the Company in connection with its games during the period beginning one year before the filing of the lawsuit until the case is resolved but excluding any residents who spent $75,000 or more during such time period. The plaintiff filed an amended complaint on August 28, 2025. The Company removed the case to federal court on September 29, 2025. In response to a joint motion of the parties, on January 28, 2026, the court entered an order compelling arbitration of plaintiff's claims. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows. The Company intends to defend this case vigorously.

On March 8, 2023, plaintiff Gayla Hamilton Mills filed a lawsuit against the Company and its subsidiary, Playtika Ltd., in the Circuit Court of Franklin County, Alabama, alleging that the Company's social casino-themed games are unlawful gambling

under Alabama law. The lawsuit seeks to recover all amounts paid by Alabama residents to the Company in connection with its games during the period beginning one year before the filing of the lawsuit until the case is resolved. After the Company removed the case to the U.S. District Court for the Northern District of Alabama, plaintiff dismissed the complaint and filed a very similar new complaint in the Circuit Court of Franklin County, Alabama on August 25, 2023. The new complaint asserted the same cause of action and bases for relief, but limited the requested recovery to the amounts paid to the Company in connection with its games only by those Alabama residents who spent less than $75,000 during the one year before the filing of the lawsuit until the case is resolved. The court ordered arbitration and stayed the case on August 20, 2025. The parties held a preliminary arbitration conference call on December 5, 2025. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows. The Company intends to defend this case vigorously.

On June 6, 2025, plaintiff Stuart Mills filed a putative class action lawsuit against the Company and its subsidiary, Playtika Ltd., on behalf of all Alabama-based players of the Company's games in the Circuit Court of Franklin County, Alabama. The suit, like the suit brought by Gayla Hamilton Mills, alleges that the Company's casino-themed social games are unlawful gambling under Alabama law. The lawsuit seeks to recover all amounts paid by Alabama residents to the Company in connection with its games during the period beginning one year before the filing of the lawsuit until the case is resolved. The suit was filed by the same counsel who represent Gayla Hamilton Mills. The Company removed the case to the U.S. District Court for the Northern District of Alabama on July 11, 2025. Plaintiff's motion to remand to state court was filed on August 11, 2025. The court denied the motion to remand and compelled the parties to arbitration on January 20, 2026. Plaintiff filed a petition seeking permission for interlocutory review by the Eleventh Circuit U.S. Court of Appeals of the denial of his motion to remand on January 30, 2026. The Company filed its response to the petition on February 9, 2026. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows

On August 22, 2024, plaintiff Dianne Fuqua filed a lawsuit against the Company and its subsidiary, Playtika Ltd., in the District Court for the Western District of Kentucky, alleging that the Company's casino-themed social games are unlawful gambling under Kentucky law. The lawsuit seeks to recover three times the amount paid by Kentucky residents to the Company from its games during the period from August 2019 through June 2023 plus interest, costs and any other relief to which plaintiff is entitled to. The Company filed a motion to compel arbitration on July 11, 2025. Plaintiff filed an opposition to the renewed motion on July 25, 2025 and the Company filed its reply on August 8, 2025. The motion remains pending. In addition, on November 21, 2025, the court on its own initiative ordered both parties to submit briefs addressing whether plaintiff possesses Article III (constitutional) standing for purposes of jurisdiction in federal court. The parties submitted simultaneous briefs on December 22, 2025, in response to that order. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows. The Company intends to defend this case vigorously.

On October 27, 2025, plaintiff Andrew Wright filed a putative class action lawsuit against the Company and its subsidiary, Playtika Ltd., in the U.S. District Court for the District of Utah, alleging that the Company's social casino-themed games are unlawful gambling under Utah law. The lawsuit seeks to recover twice the amount of economic losses suffered by Utah residents to the Company in connection with its social casino-themed games plus interest and attorneys' fees. The Company filed a motion to compel arbitration on February 17, 2026. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows. The Company intends to defend this case vigorously.

On October 29, 2025, plaintiff William Barbarino filed a putative class action lawsuit against the Company and its subsidiary, Playtika Ltd., in the U.S. District Court for the District of New Jersey, alleging that the Company's social casino-themed games are unlawful gambling under federal and New Jersey law. The lawsuit seeks to recover up to three times the amount of economic losses suffered by New Jersey residents to the Company in connection with its social casino-themed games plus interest, attorneys' fees and other relief the plaintiff and the putative class may be entitled to. The parties filed a joint stipulation and proposed order submitting the claims to arbitration, staying the case and preserving the parties' positions on January 27, 2026. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows. The Company intends to defend this case vigorously.

On June 24, 2025, we received a letter from the Attorney General of the State of Washington alleging that our social casino-themed and bingo-themed games violate state gambling and consumer protection laws, and requesting that we pay certain monetary penalties and prevent those games from being available to play in the state in the future. The Attorney General initiated a lawsuit in King County Superior Court in the State of Washington on February 3, 2026, against the Company and several of its subsidiaries asserting those same allegations. The Attorney General is seeking injunctive and declaratory relief, recovery of monies spent by Washington players in the games, civil statutory penalties, costs and fees, and other relief. As the case is in preliminary stages, the Company cannot estimate what impact, if any, the litigation may have on its results of operations, financial condition or cash flows. The Company intends to defend this case vigorously.

On July 8, 2025, the Company received pre-arbitration notices from another law firm purporting to represent 3,860 claimants who have played the Company's games and intend to file arbitration demands alleging that the Company's social casino-themed games violate state laws against gambling and that the games use false, deceptive and misleading practices. The notice demands the payment of the greater of $5,000 or the actual amount of in-game losses for the claimants, plus punitive and other damages and attorneys' fees as well as the cessation of the alleged unlawful conduct. On August 5, 2025, we were notified that the law firm was continuing to solicit claimants and that they now represented 4,688 claimants. On November 4, 2025, the law firm filed arbitration demands on behalf of 1,642 claimants. As of the date hereof, the Company lacks adequate information to assess the nature or validity of these claims. As such, the Company cannot estimate what impact, if any, these claims may have on its results of operations, financial condition or cash flows. The Company intends to defend these claims vigorously.

On February 10, 2026, the Company received pre-arbitration notices from another law firm purporting to represent 3,061 claimants who have played the Company's games and intend to file arbitration demands alleging that the Company's games violate state laws against gambling, that the games use unfair and deceptive practices and that the Company has been unjustly enriched. The notice demands the full restitution of all amounts expended by the claimants, restitution and disgorgement, interest, and other damages and attorneys' fees. As of the date hereof, the Company lacks adequate information to assess the nature or validity of these claims. As such, the Company cannot estimate what impact, if any, these claims may have on its results of operations, financial condition or cash flows. The Company intends to defend these claims vigorously.

On December 8, 2025, Toni Morrow filed a putative class action complaint in the United States District Court for the Western District of Washington against SuperPlay Ltd., relating to the game *Dice Dreams*. The complaint alleges, among other things, that the game constitutes unlawful gambling under Washington law and includes unfair and deceptive practices in connection with in-game purchase offers and purported "sales", and seeks, inter alia, injunctive relief and restitution. The matter is in its preliminary stages. Accordingly, the Company cannot estimate what impact, if any, it may have on its results of operations, financial condition or cash flows. The Company intends to defend this matter vigorously.

On December 10, 2025, Maor Ben Shoshan filed a Motion for Certification of a class action lawsuit in the District Court in Central Lod, Israel, against Playtika Group Israel Ltd. ("PGI"), alleging misleading price presentation in connection with in-app purchases offered to Israeli users in U.S. dollars in several Playtika games, including *Slotomania, House of Fun, Caesars Slots*, and others, resulting in higher final charges due to undisclosed foreign currency conversion rates and related fees. The lawsuit seeks NIS 18,357 in personal damages to the petitioner and approximately NIS 28 million in damages to the tentative class or approximately USD $8.8 million, using the exchange rate of NIS 3.19: USD $1.00, which was the exchange rate in effect on December 31, 2025. A pre-trial hearing on the motion is scheduled for September 9, 2026, and PGI is required to submit its response to the motion within 90 days. As these claims are in preliminary stages, the Company cannot estimate what impact, if any, they may have on its results of operations, financial condition or cash flows. The Company intends to defend these claims vigorously.

On January 5, 2026, Daniela Beninati filed a putative class action in the Federal Court of Australia (Victoria Registry) against the Company, alleging that certain of our social casino-themed games constitute unlawful interactive gambling services under the Australian Interactive Gambling Act 2001 (Cth), and that the Company engaged in misleading or deceptive conduct and unconscionable conduct in violation of the Australian Consumer Law in connection with the marketing and monetization of such games. The complaint seeks, inter alia, declaratory and injunctive relief, restitution of amounts paid for in-game virtual currency by Australian-based users, damages, interest and costs. The matter is in its preliminary stages. Accordingly, the Company cannot estimate what impact, if any, it may have on its results of operations, financial condition or cash flows. The Company intends to defend this matter vigorously.

On March 26, 2024, the Tel Aviv 3 Tax Office (the "ITA") issued an assessment order (the "2017 Assessment Order") to Playtika Ltd. for tax year 2017 alleging that Playtika Ltd. should have applied a higher tax rate to certain income and denying certain tax credits. The 2017 Assessment Order claimed that, as of March 26, 2024, Playtika Ltd. was obliged to pay additional taxes (including interest and CPI linkage) for tax year 2017 in the amount of approximately NIS 72.9 million. On April 14, 2024, Playtika Ltd. filed a notice of appeal in the Tel Aviv District Court challenging the 2017 Assessment Order. On May 15, 2024, the ITA filed its statement of assessment grounds, and on December 1, 2024, Playtika Ltd. filed its statement of appeal grounds. On June 12, 2025, the ITA issued an assessment order (the "2018 Assessment Order") for tax year 2018 in which it repeated similar arguments to those raised in the 2017 Assessment Order and also disallowed certain aircraft-related business expenses. The 2018 Assessment Order claimed that, as of June 12, 2025, Playtika Ltd. was obliged to pay additional taxes (including interest and CPI linkage) for tax year 2018 in the amount of approximately NIS 85.8 million. On June 26, 2025, Playtika Ltd. filed a notice of appeal and a case was opened in the Tel Aviv District Court. On July 14, 2025, the ITA filed its statement of assessment grounds, and on September 29, 2025, Playtika Ltd. filed its statement of appeal grounds. On December 14, 2025, the cases relating to the 2017 Assessment Order and 2018 Assessment Order were consolidated and a preliminary hearing occurred. At the preliminary hearing, the Court determined that, in light of the expected imminent issuance of assessment orders for additional years, the deadlines for filing affidavits and the evidentiary hearing date for witness examinations would be set after the arguments are filed in connection with the additional assessment orders for tax years 2019-2021. In this hearing, the ITA informed the Court that it was rescinding its claims disallowing the aircraft-related business expenses. On December 11, 2025, the ITA issued an assessment order (the "2019-2021 Assessment Order") to Playtika Ltd. for tax years 2019-2021. In that order, the ITA repeated similar arguments to those raised in the 2017 Assessment Order and the 2018 Assessment Order and also denied foreign tax credits in the amount of approximately NIS 19 million for tax years 2019-2021. In addition, in the 2019-2021 Assessment Order, the ITA alleged that the interest rate set for intercompany loans Playtika Ltd. provided should have been higher under transfer pricing principles. The ITA also claimed a "secondary adjustment" in the form of interest on a deemed debt balance in favor of Playtika Ltd., due to the additional deemed income owed to Playtika Ltd. per the ITA's claims. The 2019-2021 Assessment Order claimed that, as of December 11, 2025, Playtika Ltd. was obliged to pay additional taxes (including interest and CPI linkage) for tax years 2019-2021 in the amount of approximately NIS 312.9 million. On December 31, 2025, Playtika Ltd.filed a notice of appeal regarding the 2019-2021 Assessment Order and a case was opened in the Tel Aviv District Court. On January 28, 2026, the ITA filed its statement of assessment grounds. Playtika Ltd.'s current deadline for filing its appeal arguments is March 1, 2026 (subject to extensions). The total amount of the assessments under the 2017 Assessment Order, the 2018 Assessment Order and the 2019-2021 Assessment Order was approximately USD $148 million as of the respective dates of the assessment orders, using the exchange rate of NIS 3.19: USD $1.00, which was the exchange rate in effect on December 31, 2025. This amount remains subject to continued accrual interest and linkage of the Israeli CPI until paid. The Company intends to pursue this case vigorously. See *Note 22, Income Taxes*, for additional information.

NOTE 18. REVENUE FROM CONTRACTS WITH CUSTOMERS

The following table provides information about disaggregated revenue by geographic location of the Company's players and type of platform (in millions):

	Year ended December 31,		
	2025	**2024**	**2023**
Geographic location			
USA	$ 1,741.9	$ 1,700.6	$ 1,777.5
EMEA	647.0	495.9	431.9
APAC	204.0	176.8	180.9
Other	162.5	176.0	176.7
Total	$ 2,755.4	$ 2,549.3	$ 2,567.0

Revenues through third-party platforms and through the Company's own Direct-to-Consumer platforms were as follows (in millions):

	Year ended December 31,		
	2025	2024	2023
Revenues			
Third-party platforms	$ 1,940.9	$ 1,855.1	$ 1,927.6
Direct-to-Consumer platforms	814.5	694.2	639.4
Total	$ 2,755.4	$ 2,549.3	$ 2,567.0

Contract balances

Payments from players for virtual items are collected by platform providers or payment processors and remitted to the Company (net of the platform or clearing fees) generally within 30 days after the player transaction. The Company's right to receive the payments collected by the platform providers or payment processors is recorded as an accounts receivable as the right to receive payment is unconditional. Deferred revenues, which represent a contract liability, represent mostly unrecognized fees billed for virtual items which have not yet been consumed at the balance sheet date. Platform fees paid to platform providers or payment processors and associated with deferred revenues represent a contract asset.

Balances of the Company's contract assets and liabilities are as follows (in millions):

	December 31,	
	2025	2024
Accounts receivable	$ 161.8	$ 187.6
Contract assets [(1)]	5.5	9.4
Contract liabilities [(2)]	28.8	36.4

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(1) Contract assets are included within prepaid expenses and other current assets in the Company's consolidated balance sheets.

(2) Contract liabilities are included within accrued expenses and other current liabilities as "deferred revenues" in the Company's consolidated balance sheets.

During the year ended December 31, 2025, the Company recognized $34.7 million of its contract liabilities balance that were outstanding as of December 31, 2024.

Unsatisfied performance obligations

Substantially all of the Company's unsatisfied performance obligations relate to contracts with an original expected length of one year or less.

NOTE 19. SEGMENT INFORMATION

The Company operates its business as one operating segment and one reportable segment. The Company has identified its Chief Executive Officer as its Chief Operating Decision Maker ("CODM".) The CODM uses revenues and net income for purposes of assessing performance and deciding how to allocate resources. In addition to revenues and net income, the following significant expense categories and amounts are regularly provided to the CODM for use when allocating resources: advertising expense (as disclosed in *Note 1, Organization and Summary of Significant Accounting Policies*,) and interest

expense (as disclosed in *Note 21, Interest and Other, Net*). Asset information as presented on the consolidated balance sheets is provided to the CODM.

The Company's long-lived assets, net, by country of domicile are as follows (in millions):

	December 31,	
	2025	2024
Israel	$ 90.7	$ 95.4
USA	57.0	58.4
Germany	33.4	5.9
Ukraine	22.6	15.4
Other	23.4	30.2
Total long-lived assets, net	$ 227.1	$ 205.3

NOTE 20. APPRECIATION AND RETENTION PLANS

In August 2019, the Board approved the 2021-2024 Retention Plan. Under the 2021-2024 Retention Plan, eligible employees may be granted retention awards that let them receive their pro rata portion of a retention pool of $25 million per year for each of the plan years, and may also be granted appreciation units which allow the employee to receive their pro-rata portion of an appreciation pool calculated as a specified percentage of Retention Plan Adjusted EBITDA in each of the plan years, determined as follows:

For 2021, (A) 14% of the 2021-2024 Retention Plan Adjusted EBITDA for such calendar year, less (B) $25,000,000.

For 2022, (A) 14.5% of the 2021-2024 Retention Plan Adjusted EBITDA for such calendar year, less (B) $25,000,000.

For each of 2023 and 2024, (A) 15.0% of the 2021-2024 Retention Plan Adjusted EBITDA for such calendar year, less (B) $25,000,000.

Initial awards were granted under the 2021-2024 Retention Plan in August 2019, with subsequent awards to employees or consultants hired or retained after such date granted at the discretion of the administrator.

In October 2020, 43,000 appreciation units held under the 2021-2024 Retention Plan were cancelled. Pursuant to an amendment to the 2021-2024 Retention Plan adopted in October 2020, these cancelled appreciation units are considered "retired units" for purposes of the plan, and will be deemed to be outstanding and eligible for payment solely for purposes of determining the per unit value to be paid to participants, but no amounts will be paid with respect to such retired units.

Retention Plan Adjusted EBITDA represents Adjusted EBITDA further adjusted to reflect certain elements of cash-based compensation including retention unit awards and appreciation unit awards under the 2021-2024 Plan and retention awards to key individuals with acquired companies.

The Company recognized compensation expenses in respect of retention bonus and appreciation unit awards under the 2021-2024 Plan of $92.5 million and $111.9 million during the years ended December 31, 2024 and 2023 respectively. No awards were granted or expense recognized during the year ended December 31, 2025 due to conclusion of the plan in 2024.

The Company has also granted retention awards to key individuals associated with acquired companies as an incentive to retain those individuals on a long-term basis. The Company recognized compensation expenses associated with these development-related retention payments of $0.4 million and $0.3 million for the years ended December 31, 2024 and 2023, respectively. No compensation expense associated with these development-related retention payments was recognized during the year ended December 31, 2025.

NOTE 21. INTEREST AND OTHER, NET

Interest and other, net for the years ended December 31, 2025, 2024 and 2023, are as follows (in millions):

	Year ended December 31,		
	2025	**2024**	**2023**
Interest expense	$ 143.3	$ 155.2	$ 154.2
Interest income	(25.3)	(56.1)	(43.9)
Foreign currency translation differences, net	49.5	11.6	(1.3)
Other	0.3	0.4	0.5
Total interest expense and other, net	$ 167.8	$ 111.1	$ 109.5

NOTE 22. INCOME TAXES

Deferred tax assets and liabilities

Deferred taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts recorded for tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows (in millions):

	December 31,	
	2025	**2024**
Deferred tax assets		
Net operating loss carry-forwards	$ 63.5	$ 54.2
Research and development expenses	114.3	83.1
Operating lease liabilities	21.3	18.3
Stock-based compensation	28.1	19.1
Interest expense	22.4	21.2
Foreign tax credit carryforward	24.5	37.2
Other	24.2	17.9
Deferred tax assets	298.3	251.0
Valuation allowances	(51.8)	(60.3)
Net deferred tax assets	246.5	190.7
Deferred tax liabilities		
Intangible assets	(48.1)	(59.9)
Property and equipment	(7.1)	(8.0)
Derivative instruments	(0.7)	(6.8)
Operating lease right-of-use assets	(19.5)	(17.7)
Other	(6.1)	(4.0)
Deferred tax liabilities	(81.5)	(96.4)
Net deferred tax assets (liabilities)	$ 165.0	$ 94.3

Deferred taxes are reported in the accompanying consolidated balance sheets as follows (in millions):

	December 31,	
	2025	2024
Deferred tax assets, net	$ 173.2	$ 119.0
Deferred tax liabilities, net	(8.2)	(24.7)
Net deferred tax assets (liabilities)	$ 165.0	$ 94.3

Based on available evidence, management believes it is not more-likely-than-not that $51.9 million U.S., Israel, and Finland deferred tax assets will be fully realizable. Accordingly, in those jurisdictions, the Company has recorded a valuation allowance against these assets. The Company regularly reviews the deferred tax assets for recoverability based on all of the available positive and negative evidence, with a focus on historical taxable income, projected future taxable income, the expected timing of the reversals of existing taxable temporary differences and tax planning strategies by jurisdiction.

The Company considers all undistributed earnings of its non-U.S. subsidiaries to be indefinitely reinvested, with the exception of certain subsidiaries that can repatriate tax-free. Determination of the amount of any deferred income or withholding tax liability on these earnings is not practicable.

Net operating loss carry-forwards

The Company has net operating loss carryforwards in certain jurisdictions, including Israel and Finland of $258.9 million and $43.8 million, respectively. The net operating losses in Israel are carried forward indefinitely. The net operating losses in Finland expire from 2031 through 2035.

The Company’s income tax return is subject to examination by federal, state and non-U.S. tax authorities. The 2022 through 2024 U.S. federal income tax filings are currently open tax years available for examination by the IRS. The IRS is currently examining tax year 2022. U.S. state tax jurisdictions have statutes of limitation generally ranging from three to five years, with the earliest open tax year for the Company being 2020. Years still open to examination by tax authorities in Israel, which is the main jurisdiction other than the U.S., are 2017 through 2024, which years are currently under examination.

Income (loss) before income taxes is comprised as follows (in millions):

	Year ended December 31,		
	2025	2024	2023
Domestic (U.S.)	$ 133.5	$ 92.9	$ 97.2
Foreign	(306.4)	187.6	294.9
Income (loss) before taxes on income	$ (172.9)	$ 280.5	$ 392.1

Effective income tax rate reconciliations are as follows:

	Year ended December 31,					
	2025		2024		2023	
US Statutory Tax Rate	$ (36.4)	21.0 %	$ 58.9	21.0 %	$ 82.3	21.0 %
State taxes, net of federal benefit[1]	3.8	(2.2)%	7.8	2.8 %	8.0	2.0 %
Foreign tax effects:						
Israel						
Foreign Rate Differential	(8.8)	5.1 %	4.7	1.7 %	3.6	0.9 %
Jurisdictional Tax Incentives	6.3	(3.6)%	(8.2)	(2.9)%	(18.1)	(4.6)%
Nondeductible Stock-based Compensation	3.2	(1.8)%	8.2	2.9 %	5.4	1.4 %
Valuation of Contingent Consideration	44.6	(25.8)%	(5.7)	(2.0)%	0.3	0.1 %
Change in Valuation Allowances	3.6	(2.1)%	7.3	2.6 %	4.5	1.1 %
Repatriation of Undistributed Dividends	—	— %	(11.0)	(3.9)%	11.0	2.8 %
Other	(1.3)	0.8 %	3.6	1.3 %	(3.0)	(0.8)%
United Kingdom						
Impairment	—	— %	6.3	2.2 %	—	— %
Other	1.9	(1.1)%	1.4	0.5 %	2.1	0.5 %
Germany						
Foreign Rate Differential	6.3	(3.6)%	5.1	1.8 %	6.2	1.6 %
Other	—	— %	0.9	0.3 %	1.0	0.3 %
Finland						
Change in Valuation Allowances	0.5	(0.3)%	8.1	2.9 %	—	— %
Other	1.3	(0.7)%	(0.1)	— %	0.6	0.2 %
Other Jurisdictions						
Other	0.4	(0.2)%	2.3	0.8 %	0.9	0.2 %
Cross-border tax laws						
GILTI and other international adjustments	17.7	(10.2)%	11.0	3.9 %	13.1	3.3 %
Nontaxable or nondeductible items						
162(m) Limitation	4.5	(2.6)%	3.4	1.2 %	3.8	1.0 %
Other	0.5	(0.3)%	2.7	1.0 %	1.1	0.3 %
Changes in UTBs	(15.3)	8.9 %	14.0	5.0 %	34.9	8.9 %
Other reconciling items						
Other	0.7	(0.6)%	(2.4)	(0.9)%	(0.6)	(0.1)%
Total tax expense/Effective tax rate	$ 33.5	(19.3)%	$ 118.3	42.2 %	$ 157.1	40.1 %

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(1) For 2025, state taxes in Pennsylvania, New York, Minnesota, California, Maryland, Georgia, Illinois, and Tennessee made up the majority (greater than 50 percent) of the tax effect in this category.
For 2024, state taxes in Pennsylvania, California, New York, Minnesota, Illinois, Georgia, and Maryland made up the majority (greater than 50 percent) of the tax effect in this category.
For 2023, state taxes in Pennsylvania, California, Minnesota, Georgia, Florida, New York, Maryland, and Illinois made up the majority (greater than 50 percent) of the tax effect in this category.

The Company believes that certain of its Israeli subsidiaries qualify as Preferred Technology Enterprises, entitled to a special tax track, under the Israeli Investment Law, 5719-1959 (the "Investment Law") and accordingly are eligible for a reduced corporate tax rate of 12% on their preferred technology income, as defined in the Investment Law, beginning from tax year 2017 and onwards. A Preferred Technology Enterprise becomes a Special Preferred Technology Enterprise and is entitled to a reduced corporate tax rate of 6% on their preferred technology income when the worldwide revenues reach ILS 10 billion

annually. Income not eligible for Preferred Technology Enterprise benefits is taxed at the regular corporate tax rate at 23% beginning in 2018. Consistent with final assessment received for tax year 2017 in 2024, during 2025, the Company received final assessments from the Israel Tax Authority for tax years 2018 through 2021, similarly asserting that a smaller proportion of the Company's earnings for these years qualified for reduced tax rates under the Preferred Technology Enterprise regime than what the Company had asserted on its tax return. As such, the Company has filed a tax appeal with the Israeli district court during 2025, resulting in tax years 2018 through 2021 being consolidated with ongoing court litigation for tax year 2017. Applying the Israeli Tax Authority's assertion to all open tax years 2017 through 2025, the Company believes that its associated reserves are adequate based on available information. However, it is possible that any final amounts payable in connection with this tax assessment could exceed the Company's current reserves.

The One Big Beautiful Bill Act ("OBBBA"), was signed into law on July 4, 2025. The OBBBA did not have a material impact on the Company's consolidated financial statements for the year ended December 31, 2025.

The provision for income taxes is comprised as follows (in millions):

	Year ended December 31,		
	2025	2024	2023
Current	$ 87.8	$ 153.0	$ 214.0
Deferred	(54.3)	(34.7)	(56.9)
Total	$ 33.5	$ 118.3	$ 157.1
Domestic (U.S.)	$ 60.9	$ 12.2	$ 42.4
Foreign	(27.4)	106.1	114.7
Total	$ 33.5	$ 118.3	$ 157.1

	Year ended December 31,		
	2025	2024	2023
U.S. Federal			
Current	$ 74.9	$ 32.4	$ 63.1
Deferred	(18.7)	(30.1)	(30.8)
Total	$ 56.2	$ 2.3	$ 32.3
U.S. State			
Current	$ 3.6	$ 10.7	$ 9.9
Deferred	1.1	(0.8)	0.2
Total	$ 4.7	$ 9.9	$ 10.1
Foreign			
Current	$ 9.3	$ 109.9	$ 141.0
Deferred	(36.7)	(3.8)	(26.3)
Total	$ (27.4)	$ 106.1	$ 114.7

The cash paid for income taxes is comprised as follows (in millions):

	Year ended December 31,		
	2025	2024	2023
Federal	$ 72.6	$ 25.5	$ 22.0
State and local	5.8	12.8	15.8
Foreign			
Israel	(40.3)	5.4	70.8
Germany	32.1	15.5	10.6
Austria	16.2	11.6	28.5
United Kingdom	11.1	16.2	19.8
All other foreign	5.8	5.6	2.3
Income taxes paid, net of amounts refunded	$ 103.3	$ 92.6	$ 169.8

Uncertain tax positions

A reconciliation of the opening and closing balances of total unrecognized tax benefits is as follows (in millions):

	Year ended December 31,	
	2025	2024
Balance as of January 1	$ 294.0	$ 261.0
Increases in respect of tax positions related to the current year	44.1	38.9
Increases in respect of tax positions related to prior years	20.1	0.8
Increases in respect to exchange rate fluctuations	40.5	—
Reductions in respect of settlements with authorities	—	(5.2)
Reductions in respect of expirations of statute of limitations	(81.8)	—
Reductions in respect of exchange rate fluctuations	—	(1.5)
Balance as of December 31	$ 316.9	$ 294.0

Included in the balance of total unrecognized tax benefits at December 31, 2025 is $129.8 million of tax benefits that if recognized, would affect the Company’s effective tax rate. The balance of the accrual relating to interest and penalties as of December 31, 2025 and 2024 is $27.6 million and $26.4 million, respectively. The amount of interest and penalties included in the Company’s consolidated statements of comprehensive income for the years ended December 31, 2025, 2024 and 2023 is $1.2 million, $6.7 million and $7.2 million, respectively.

NOTE 23. ACCUMULATED OTHER COMPREHENSIVE INCOME

The following table shows a summary of changes in accumulated other comprehensive income (loss), net of tax, for the respective periods (in millions):

	Foreign Currency Translation	Interest Rate Swaps	Foreign Currency Derivative Contracts	Total
Balance as of January 1, 2024	$ (10.0)	$ 27.8	$ 2.8	$ 20.6
Other comprehensive income (loss) before reclassifications	(10.9)	18.3	(5.3)	2.1
Amounts reclassified from accumulated other comprehensive income (loss)	—	(23.6)	0.7	(22.9)
Balance as of December 31, 2024	(20.9)	22.5	(1.8)	(0.2)
Other comprehensive income (loss) before reclassifications	23.8	(3.9)	23.4	43.3
Amounts reclassified from accumulated other comprehensive income (loss)	—	(16.7)	(10.5)	(27.2)
Balance as of December 31, 2025	$ 2.9	$ 1.9	$ 11.1	$ 15.9

The amounts in the summary of changes in accumulated other comprehensive income (loss) tables, above, are net of tax expense/(benefits) as follows (in millions):

	Year ended December 31,		
	2025	2024	2023
Interest rate swaps	$ (6.1)	$ (1.6)	$ (3.0)
Foreign currency derivative contracts	2.4	(0.9)	1.4

Amounts reclassified from accumulated other comprehensive income for interest rate swaps and foreign currency derivative contracts were reclassified to interest expense and operating expenses, respectively, in the Company's consolidated statements of comprehensive income during the years ended December 31, 2025 and 2024.

NOTE 24. NET INCOME (LOSS) ATTRIBUTABLE TO ORDINARY STOCKHOLDERS

The following table sets forth the computation of basic and diluted net income (loss) per share attributable to ordinary stockholders (in millions, except per share data):

	Year ended December 31,		
	2025	2024	2023
Numerator:			
Net income (loss)	$ (206.4)	$ 162.2	$ 235.0
Denominator:			
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, basic	375.8	371.8	366.3
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, diluted	375.8	372.1	366.8
Net income (loss) per share, basic	$ (0.55)	$ 0.44	$ 0.64
Net income (loss) per share, diluted	$ (0.55)	$ 0.44	$ 0.64

The following outstanding employee equity awards were excluded from the calculation of diluted net income per share because their effect would have been anti-dilutive for the periods presented (in millions):

	Year ended December 31,		
	2025	**2024**	**2023**
Stock options	1.1	1.5	2.2
RSUs	18.4	14.4	10.9
Total	19.5	15.9	13.1

For the years ended December 31, 2025, 2024 and 2023, 10.8 million, 10.9 million and 2.2 million PSUs, respectively, were excluded from the calculation of diluted net income per share, because the minimum performance measures were not yet met.

NOTE 25. SUBSEQUENT EVENTS

On January 14, 2026, the Company announced a reduction in workforce by approximately fifteen percent, expected to be substantially complete during the first quarter of 2026. Severance liabilities associated with this reduction in force will be recorded as the reduction of force is completed.

The Company's management evaluates subsequent events through the date of issuance of the consolidated financial statements. Other than the reduction in force, the Fifth Amendment to the Credit Agreement disclosed in *Note 13, Debt,* and equity-related items disclosed in *Note 14, Equity Transactions and Stock Incentive Plan,* there have been no other subsequent events that occurred during such period that would require adjustment to or disclosure in the consolidated financial statements as of and for the year ended December 31, 2025.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance of achieving the objective that information in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified and pursuant to the requirements of the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosures. In designing and evaluating the 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 the cost-benefit relationship of possible controls and procedures.

As required by SEC Rule 13a-15(b), we carried out an evaluation, with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of December 31, 2025, the end of the period covered by this Annual Report on Form 10-K. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2025.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the quarter ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). 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 risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our 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. Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2025.

The effectiveness of our internal control over financial reporting as of December 31, 2025 has been audited by Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, our independent registered public accounting firm, as stated in their report in Part II, Item 8 of this Annual Report on Form 10-K.

ITEM 9B. OTHER INFORMATION

None.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The information required by this item regarding the members of our Board of Directors and our audit committee, including our audit committee financial expert, will be included in our definitive Proxy Statement to be filed with the SEC in connection with our 2026 annual meeting of stockholders (the "Proxy Statement") under the headings "*Corporate Governance*," "*Executive Officers*," "*Election of Directors*" and "*Ownership of Securities*," and is incorporated herein by reference.

We have adopted a code of ethics applicable to all of our employees (including our principal executive officer, principal financial officer and principal accounting officer). The code of ethics is designed to deter wrongdoing and to promote honest and ethical conduct and compliance with applicable laws and regulations. The full text of our code of ethics is published in the "*Investors-Governance*" section of our website at https://investors.playtika.com/corporate-governance/documents-and-charters.

We have adopted insider trading policies and procedures applicable to our directors, officers and employees that we believe are reasonably designed to promote compliance with insider trading laws, rules, and regulations, and the Nasdaq Stock Market LLC listing standards. Our Playtika Holding Corp. Insider Trading Compliance Policy, among other things, requires directors, officers and employees of the Company and its controlled affiliates in possession of material non-public information about the Company or companies with whom the Company does business to abstain from trading or advising others to trade in the respective company's securities from the time that they obtain such inside information until adequate public disclosure of the information. A copy of our Insider Trading Compliance Policy is filed as Exhibit 19.1 to this Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item will be included in the Proxy Statement under the headings "*Director Compensation*" and "*Executive Compensation*," and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item with respect to security ownership of certain beneficial owners will be included in the Proxy Statement under the heading "*Ownership of Securities*," and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item will be included in the Proxy Statement under the headings "*Certain Relationships and Related Transactions*" and "*Corporate Governance*," and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this item will be included in the Proxy Statement under the heading "*Independent Registered Public Accounting Firm*" and is incorporated herein by reference.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Playtika Holding Corp. Consolidated Financial Statements (including related notes to Consolidated Financial Statements) filed in Part II, Item 8 of this report are listed below:

Reports of Independent Registered Public Accounting Firm
Consolidated Balance Sheets as of December 31, 2025 and 2024
Consolidated Statements of Comprehensive Income for the years ended December 31, 2025, 2024 and 2023
Consolidated Statements of Stockholders' Equity (Deficit) for the years ended December 31, 2025, 2024 and 2023
Consolidated Statements of Cash Flows for the years ended December 31, 2025, 2024 and 2023
Notes to Consolidated Financial Statements

(a)(2) Schedule II - Valuation and Qualifying Accounts

All other schedules have been omitted because they are not applicable or the required information is otherwise included.

PLAYTIKA HOLDING CORP.
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
(in millions)

	Balance at Beginning of Period	Increase	Decrease	Balance at End of Period
Deferred income tax valuation allowance:				
Year ended December 31, 2025	$ 60.3	$ 4.3	$ (12.7)	$ 51.9
Year ended December 31, 2024	45.0	15.5	(0.2)	60.3
Year ended December 31, 2023	39.4	5.8	(0.2)	45.0

(a)(3) Exhibits:

Exhibit Number	Exhibit Description	Filed or Furnished Herewith
3.1	Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K, as filed with the SEC on January 20, 2021)	
3.2	Second Amended and Restated Bylaws of Playtika Holding Corp, adopted on February 7, 2024 (incorporated herein by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K, as filed with the SEC on February 9, 2024)	
4.1	Form of Certificate of Common Stock (incorporated herein by reference to Exhibit 4.1 to the Company’s Registration Statement on Form S-1, as filed with the SEC on December 18, 2020)	
4.2	Equity Plan Stockholders Agreement, dated June 26, 2020, by and between Playtika Holding Corp. and certain of its stockholders (incorporated herein by reference to Exhibit 4.2 to the Company’s Registration Statement on Form S-1, as filed with the SEC on December 18, 2020)	
4.3	Amendment No. 1 to Equity Plan Stockholders Agreement, dated January 20, 2021, by and between Playtika Holding Corp., certain of its stockholders and affiliated parties thereto (incorporated herein by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K, as filed with the SEC on January 20, 2021)	
4.4	Description of Securities (incorporated herein by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K, as filed with the SEC on February 26, 2021)	
4.5	Indenture, dated March 11, 2021, among Playtika Holding Corp., the subsidiary guarantors party thereto and Wilmington Trust, National Association, as trustee (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the SEC on March 11, 2021)	
4.6	Form of 4.250% Senior Notes due 2029 (incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, as filed with the SEC on March 11, 2021)	
4.7	First Supplemental Indenture and Subsidiary Guarantee, dated August 26, 2021, among Playtika Holding Corp., Playtika ST Holding GmbH, Seriously Digital Entertainment Oy, Supertreat GmbH, Wooga GmbH, Wooga ParentCo DE GmbH and Wilmington Trust, National Association, as trustee (incorporated herein by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on November 4, 2021)	
4.8	Second Supplemental Indenture and Subsidiary Guarantee, dated January 21, 2025, among Playtika Holding Corp., G.S Innplay Labs Ltd, Screenshake Ltd, Simple Play Ltd, SuperPlay Ltd, SuperPlay Games LLC and Wilmington Trust, National Association, as trustee	X
4.9	Stockholders Agreement dated July 11, 2022, between Playtika Holding Corp. and Joffre Palace Holdings Limited (incorporated herein by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K, as filed with the SEC on July 11, 2022)	
10.1	Credit Agreement, dated as of December 10, 2019, among Playtika Holding Corp., the lenders party thereto and Credit Suisse AG, Cayman Islands Branch, as administrative agent and collateral agent and the other parties thereto (incorporated herein by reference to Exhibit 10.24 to the Company’s Registration Statement on Form S-1, as filed with the SEC on December 18, 2020)	
10.1.1	Incremental Assumption Agreement No. 1, dated as of June 15, 2020, among Playtika Holding Corp., the lenders party thereto and Credit Suisse AG, Cayman Islands Branch, as administrative agent and collateral agent and the other parties thereto (incorporated herein by reference to Exhibit 10.25 to the Company’s Registration Statement on Form S-1, as filed with the SEC on December 18, 2020)	
10.1.2	First Amendment to Credit Agreement, dated as of October 23, 2020, among Playtika Holding Corp., the lenders party thereto and Credit Suisse AG, Cayman Islands Branch, as administrative agent and collateral agent and the other parties thereto (incorporated herein by reference to Exhibit 10.26 to Amendment No. 1 to the Company’s Registration Statement on Form S-1, as filed with the SEC on January 7, 2021)	
10.1.3	Incremental Assumption Agreement No. 2, dated as of January 15, 2021, among Playtika Holding Corp., the lenders party thereto and Credit Suisse AG, Cayman Islands Branch, as administrative agent and collateral agent and the other parties thereto (incorporated herein by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K, as filed with the SEC on January 20, 2021)	
10.1.4	Incremental Assumption Agreement No. 3 and Second Amendment to Credit Agreement, dated as of March 11, 2021, among Playtika Holding Corp., the subsidiary guarantors party thereto, the lenders party thereto and Credit Suisse AG, Cayman Islands Branch, as administrative agent (incorporated herein by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K, as filed with the SEC on March 11, 2021)	
10.1.5	Third Amendment to Credit Agreement, dated as of June 19, 2023, among Playtika Holding Corp., the lenders party thereto and Credit Suisse AG, Cayman Islands Branch, as administrative agent and collateral agent and the other parties thereto (incorporated herein by reference to Exhibit 10.1 to the Company’s Quarter Report on Form 10-Q, as filed with the SEC on August 8, 2023)	
10.1.6	Fourth Amendment to Credit Agreement, dated as of April 23, 2025, among Playtika Holding Corp., the subsidiary guarantors party thereto, the lenders party thereto and UBS AG, Stamford Branch (as successor in interest to Credit Suisse AG, Cayman Islands Branch), as administrative agent and collateral agent (incorporated herein by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K, as filed with the SEC on April 25, 2025)	
10.1.7	Incremental Assumption Agreement No. 4 and Fifth Amendment to Credit Agreement, dated as of February 16, 2026, among Playtika Holding Corp., the subsidiary guarantors party thereto, the lenders party thereto and Bank of America, N.A. (as successor in interest to UBS AG, Stamford Branch, as successor in interest to Credit Suisse AG, Cayman Islands Branch), as administrative agent and collateral agent (incorporated herein by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K, as filed with the SEC on February 17, 2026)	
10.2	Form of Indemnification Agreement between Playtika Holding Corp. and its directors and officers (incorporated herein by reference to Exhibit 10.1 to the Company’s Registration Statement on Form S-1, as filed with the SEC on December 18, 2020)	

Exhibit Number	Exhibit Description	Filed or Furnished Herewith
10.3	Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.23 to Amendment No. 1 to the Company's Registration Statement on Form S-1, as filed with the SEC on January 7, 2021)	
10.4	Share Purchase Agreement, dated as of September 14, 2023, by and among Playtika Ltd., G.S. InnPlay Labs Ltd. and the shareholders of InnPlay Labs Ltd. (incorporated herein by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, as filed with the SEC on September 15, 2023)	
10.4.1	First Amendment to Share Purchase Agreement, dated as of June 18, 2024, by and among Playtika Ltd., G.S. InnPlay Labs Ltd, and the shareholders of InnPlay Labs Ltd. (incorporated herein by reference to Exhibit 2.1 to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on August 7, 2024)	
10.5	Share Purchase Agreement, dated as of September 18, 2024, by and among Playtika Holding Corp., Playtika Ltd., SuperPlay Ltd., the shareholders of SuperPlay Ltd. and Gigi Levy-Weiss, as the shareholder representative (incorporated herein by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, as filed with the SEC on September 20, 2024)	
10.5.1	First Amendment to Share Purchase Agreement, dated as of January 16, 2025, by and among Playtika Holding Corp., Playtika Ltd., SuperPlay Ltd., the shareholders of SuperPlay Ltd. and Gigi Levy-Weiss, as the shareholder representative	X
10.5.2	Second Amendment to Share Purchase Agreement, dated as of May 29, 2025, by and among Playtika Holding Corp., Playtika Ltd., SuperPlay Ltd., the shareholders of SuperPlay Ltd. and Gigi Levy-Weiss, as the shareholder representative (incorporated herein by reference to Exhibit 2.1 to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on August 7, 2025)	
10.5.3	Third Amendment to Share Purchase Agreement, dated as of January 13, 2026, by and among Playtika Holding Corp., Playtika Ltd., SuperPlay Ltd., the shareholders of SuperPlay Ltd. and Gigi Levy-Weiss, as the shareholder representative	X
10.6#	2020 Incentive Award Plan, including Sub-Plan for Israeli Participants (incorporated herein by reference to Exhibit 10.17 to the Company's Registration Statement on Form S-1, as filed with the SEC on December 18, 2020)	
10.6.1#	Amendment No. 1 to Playtika Holding Corp. 2020 Incentive Award Plan (incorporated herein by reference to Exhibit 10.18 to the Company's Registration Statement on Form S-1, as filed with the SEC on December 18, 2020)	
10.6.2#	Form of Restricted Stock Unit Agreement under 2020 Incentive Award Plan (U.S. Non-Executives)	X
10.6.3#	Form of Restricted Stock Unit Agreement under 2020 Incentive Award Plan (U.S. Executives)	X
10.6.4#	Form of Restricted Stock Unit Agreement under 2020 Incentive Award Plan (Israel 102 Non-Executives)	X
10.6.5#	Form of Restricted Stock Unit Agreement under 2020 Incentive Award Plan (Israel 102 Executives)	X
10.6.6#	Form of Restricted Stock Unit Agreement under 2020 Incentive Award Plan (Israel 3(i))	X
10.6.7#	Form of Restricted Stock Unit Agreement under 2020 Incentive Award Plan (Non-Israel Global)	X
10.6.8#	Form of Stock Option Agreement under 2020 Incentive Award Plan (U.S.)(incorporated herein by reference to Exhibit 10.21 to the Company's Registration Statement on Form S-1, as filed with the SEC on December 18, 2020)	
10.6.9#	Form of Stock Option Agreement under 2020 Incentive Award Plan (Israel 102)(incorporated herein by reference to Exhibit 10.22 to the Company's Registration Statement on Form S-1, as filed with the SEC on December 18, 2020)	
10.6.10#	Form of Performance Stock Unit Agreement under 2020 Incentive Award Plan (U.S.)	X
10.6.11#	Form of Performance Stock Unit Agreement under 2020 Incentive Award Plan (Israel)	X
10.7#	Employment Agreement, dated as of December 20, 2011, by and between Playtika Ltd. and Robert Antokol (incorporated herein by reference to Exhibit 10.27 to the Company's Registration Statement on Form S-1, as filed with the SEC on December 18, 2020)	
10.7.1#	Amendment to Employment Agreement, dated as of December 12, 2022, by and between Playtika Ltd. and Robert Antokol (incorporated herein by reference to Exhibit 10.21.1 to the Company's Annual Report on Form 10-K, as filed with the SEC on February 28, 2023)	
10.7.2#	Amendment to Employment Agreement, dated as of April 22, 2025, by and between Playtika Ltd. and Robert Antokol (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on May 8, 2025)	
10.8#	Employment Agreement, dated as of March 15, 2017, by and between Playtika Ltd. and Nir Korczak (incorporated herein by reference to Exhibit 10.29 to the Company's Registration Statement on Form S-1, as filed with the SEC on December 18, 2020)	
10.9#	Employment Agreement, dated as of November 30, 2022, by and between Playtika Ltd. and Gili Brudno (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on May 4, 2023)	
10.10#	Employment Agreement, dated as of June 4, 2024, by and between Playtika Ltd. and Uri Rubin (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on August 7, 2024)	
10.11#	Employment Agreement, dated as of June 9, 2024, by and between Playtika Ltd. and Ariel Sandler (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on August 7, 2024)	
10.11.1#	Amendment to Employment Agreement, dated as of April 22, 2025, by and between Playtika Ltd. and Ariel Sandler (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on May 8, 2025)	
19.1	Playtika Holding Corp. Insider Trading Compliance Policy (incorporated herein by reference to Exhibit 19.1 to the Company's Annual Report on Form 10-K, as filed with the SEC on February 27, 2025)	
21.1	List of Significant Subsidiaries of the Registrant	X

Exhibit Number	Exhibit Description	Filed or Furnished Herewith
23.1	Consent of Independent Registered Public Accounting Firm	X
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X
97.1	Playtika Holding Corp. Policy for Recovery of Erroneously Awarded Compensation (incorporated herein by reference to Exhibit 97.1 to the Company's Annual Report on Form 10-K, as filed with the SEC on February 26, 2024)	
101.INS	XBRL Inline Instance Document	X
101.SCH	XBRL Inline Taxonomy Extension Schema Document	X
101.CAL	XBRL Inline Taxonomy Extension Calculation Linkbase Document	X
101.DEF	XBRL Inline Taxonomy Extension Calculation Definition Document	X
101.LAB	XBRL Inline Taxonomy Extension Label Linkbase Document	X
101.PRE	XBRL Inline Taxonomy Extension Presentation Linkbase Document	X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)	X

# Indicates management contract or compensatory plan.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PLAYTIKA HOLDING CORP.

Registrant

By: /s/ Robert Antokol

Robert Antokol

Chief Executive Officer and Chairperson of the Board

Dated as of February 26, 2026

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated as of February 26, 2026.

Name	Title
/s/ Robert Antokol Robert Antokol	Chief Executive Officer (principal executive officer) and Chairperson of the Board of Directors
/s/ Craig Abrahams Craig Abrahams	President and Chief Financial Officer (principal financial officer)
/s/ Erez Hershkovitz Erez Hershkovitz	Chief Accounting Officer (principal accounting officer)
/s/ Marc Beilinson Marc Beilinson	Director
/s/ Bing Yuan Bing Yuan	Director
/s/ Tian Lin Tian Lin	Director
/s/ Dana Gross Dana Gross	Director
/s/ Hong Du Hong Du	Director

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ANNUAL SHAREHOLDERS MEETING JUNE 11, 2026 at 9:00 a.m., Pacific Time

CORPORATE INFORMATION

PRINCIPAL OFFICE
Playtika Ltd.
HaChoshlim St 8
Herzliya Pituach, Israel

WEBSITE
www.playtika.com

INVESTOR RELATIONS
ir@playtika.com

STOCK LISTING
Our Common Stock is listed and traded on the Nasdaq Global Select Market under the symbol “PLTK”. The closing price per share of PLTK as of April 16, 2026, was $3.57.

CORPORATE GOVERNANCE
The Company's Corporate Governance Guidelines are available through the Investor Relations link on its website at www.playtika.com

TRANSFER AGENT AND REGISTRAR
American Stock Transfer & Trust Company LLC
620115th Avenue
Brooklyn, NY 11219

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global
Tel Aviv, Israel

ADDITIONAL INFORMATION
Copies of the Annual Report on Form 10-K as filed with the Securities and Exchange Commission are available free of charge to stockholders either on the Company's website or upon written request to the Company, sent to the attention of Investor Relations at the Company's principal office.

BOARD OF DIRECTORS

ROBERT ANTOKOL
Chief Executive Officer, President and Chairperson of the Board

MARC BEILINSON
Managing Partner of Beilinson Advisory Group

HONG DU
Co-President and Chief Operating Officer of SINA

DANA GROSS
Head of Strategic Initiatives at Fiverr International Ltd.

TIAN LIN
Partner of M31 Capital

BING YUAN
Co-Founder and Managing Partner of Rockets Capital

EXECUTIVE OFFICERS and SENIOR MANAGEMENT

ROBERT ANTOKOL
Chief Executive Officer, President and Chairperson of the Board

TAE LEE
Acting Chief Financial Officer

MICHAEL COHEN
Chief Legal Officer and Corporate Secretary

URI RUBIN
Chief Technology Officer

GILI BRUDNO
Chief Human Resources Officer

NIR KORCZAK
Chief Marketing Officer

ARIEL SANDLER
Chief Operations Officer

Playtika