UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2025

OR

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

Commission File Number 001-39671

MediaAlpha, Inc.

(Exact name of Registrant as specified in its Charter)

Delaware	**85-1854133**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

700 South Flower Street, Suite 640
Los Angeles, California 90017

(Address of principal executive offices, including zip code)

(213) 316-6256

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.01 par value per share	MAX	NYSE

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

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 ☒

The aggregate market value of the Registrant's Class A Common Stock and Class B Common Stock held by non-affiliates was $367.1 million based upon the closing market price as of the close of business on June 30, 2025, the last business day of the registrant's most recently completed second fiscal quarter.

As of January 30, 2026, there were 56,207,408 shares of MediaAlpha, Inc.'s Class A common stock, $0.01 par value per share, and 8,288,267 shares of MediaAlpha, Inc.'s Class B common stock, par value $0.01 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the registrant's Proxy Statement for the registrant's 2026 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

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Certain Definitions

As used in this Annual Report on Form 10-K:

- "Class A-1 units" refers to the Class A-1 units of QL Holdings LLC ("QLH").
- "Class B-1 units" refers to the Class B-1 units of QLH.
- "CAGR" means compound annual growth rate.
- "Consumer Referral" means any consumer click, call or lead purchased by a buyer on our platform.
- "Consumers" refer to end consumers. Examples include individuals shopping for insurance policies.
- "Digital consumer traffic" refers to visitors to the mobile, tablet, desktop and other digital platforms of our Supply Partners, as well as to our proprietary websites.
- "Direct-to-consumer" or "DTC" means the sale of insurance products or services directly to end consumers, without the use of retailers, brokers, agents or other intermediaries.
- "Distributor" means any company or individual that is involved in the distribution of insurance, such as an insurance agent or broker.
- "Exchange agreement" means the exchange agreement, dated as of October 27, 2020 by and among MediaAlpha, Inc., QLH, Intermediate Holdco, Inc. and certain Class B-1 unitholders party thereto.
- "Founders" means, collectively, Steven Yi, Eugene Nonko, and Ambrose Wang.
- "High-intent" consumer or customer means an in-market consumer that is actively browsing, researching or comparing the types of products or services that our partners sell.
- "Insignia" means Insignia Capital Group, L.P. and its affiliates.
- "Intermediate Holdco" means Guilford Holdings, Inc., our wholly owned subsidiary and the owner of all Class A-1 units.
- "Inventory," when referring to our Supply Partners, means the volume of Consumer Referral opportunities.
- "IPO" means our initial public offering of our Class A common stock, which closed on October 30, 2020.
- "Legacy Profit Interests Holders" means certain current or former employees of QLH or its subsidiaries (other than the Senior Executives), who indirectly held Class B units in QLH prior to our IPO and includes any estate planning vehicles or other holding companies through which such persons hold their units in QLH (which holding companies may or may not include QL Management Holdings LLC).
- "Lifetime value" or "LTV" is a type of metric that many of our business partners use to measure the estimated total worth to a business of a customer over the expected period of their relationship.
- "Open Marketplace" refers to one of our two business models. In Open Marketplace transactions, we have separate agreements with Demand Partners and Supply Partners. We earn fees from our Demand Partners and separately pay a revenue share to our Supply Partners and a fee to internet search companies to drive consumers to our proprietary websites.
- "Partner" refers to a buyer or seller on our platform, also referred to as "Demand Partners" and "Supply Partners," respectively.
    - "Demand partner" or "customer" refers to a buyer on our platform. As discussed under Part II, Item 7. Management's Discussion & Analysis – Management Overview, our Demand Partners are generally insurance carriers and distributors looking to target high-intent consumers deep in their purchase journey.
    - "Supply partner" or "supplier" refers to a seller to our platform. As discussed under Part II, Item 7. Management's Discussion & Analysis – Management Overview, our Supply Partners are primarily insurance carriers looking to maximize the value of non-converting or low LTV consumers, and insurance-focused research destinations or other financial websites looking to monetize high-intent consumers.
- "Private Marketplace" refers to one of our two business models. In Private Marketplace transactions, Demand Partners and Supply Partners contract with one another directly and leverage our platform to facilitate transparent, real-time transactions utilizing the reporting and analytical tools available to them from use of our platform. We charge a fee to our Supply Partners based on the Transaction Value of the Consumer Referrals sold through Private Marketplace transactions.
- "Proprietary" means, when used in reference to our properties, the websites and other digital properties that we own and operate. Our proprietary properties are a source of Consumer Referrals on our platform.

- “Reorganization Transactions” means the series of reorganization transactions completed on October 27, 2020 in connection with our IPO.
- “Senior Executives” means the Founders and the other current and former officers of the Company listed in Exhibit A to the Exchange Agreement. This term also includes any estate planning vehicles or other holding companies through which such persons hold their units in QLH.
- “Selling Class B-1 Unit Holders” means Insignia, the Senior Executives, and the Legacy Profits Interests Holders who sold a portion of their Class B-1 units to Intermediate Holdco in connection with the IPO.
- “Transaction Value” means the total gross dollars transacted by our partners on our platform.
- “Vertical” means a market dedicated to a specific set of products or services sold to end consumers. Examples include property & casualty insurance, health insurance, and life insurance.
- “White Mountains” means White Mountains Insurance Group, Ltd. and its affiliates.
- “Yield” means the return to our sellers on their inventory of Consumer Referrals sold on our platform.

Cautionary Statement Regarding Forward-Looking Statements and Risk Factor Summary

We are including this Cautionary Statement to caution investors and qualify for the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the “Act”) for forward-looking statements. This Annual Report on Form 10-K contains forward-looking statements. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as “may,” “should,” “could,” “predict,” “potential,” “believe,” “will likely result,” “expect,” “continue,” “will,” “anticipate,” “seek,” “estimate,” “intend,” “plan,” “projection,” “would,” and “outlook,” or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

There are or will be important factors that could cause our actual results to differ materially from those indicated in these forward-looking statements, including, but not limited to, the following:

- Our ability to attract and retain Supply Partners and Demand Partners to our platform and to make available quality Consumer Referrals at attractive volumes and prices to drive transactions on our platform;
- Our reliance on a limited number of Supply Partners and Demand Partners, many of which have no long-term contractual commitments with us, and any potential termination of those relationships;
- Fluctuations in customer acquisition spending by property and casualty insurance carriers due to unexpected changes in underwriting profitability as the carriers go through cycles in their business;
- Existing and future laws and regulations affecting the property & casualty insurance, health insurance and life insurance verticals;
- Changes and developments in the regulation of the underlying industries in which our partners operate;
- Competition with other technology companies engaged in digital customer acquisition, as well as buyers that attract consumers through their own customer acquisition strategies, third-party online platforms or other methods of distribution;
- Our ability to attract, integrate and retain qualified employees;
- Reductions in DTC digital spend by our buyers;
- Mergers and acquisitions could result in additional dilution and otherwise disrupt our operations and harm our operating results and financial condition;
- Our dependence on internet search companies to direct a significant portion of visitors to our suppliers’ websites and our proprietary websites;
- The terms and restrictions of our existing and future indebtedness;
- Disruption to operations as a result of future acquisitions;
- Our failure to obtain, maintain, protect and enforce our intellectual property rights, proprietary systems, technology and brand;

- Our ability to develop new offerings and penetrate new vertical markets;
- Our ability to manage future growth effectively;
- Our reliance on data provided to us by our Demand and Supply Partners and consumers;
- The impact of broad-based pandemics or public health crises;
- Natural disasters, political crises, economic downturns, or other unexpected events;
- Significant estimates and assumptions in the preparation of our consolidated financial statements;
- Potential litigation and claims, including claims by regulatory agencies and intellectual property disputes;
- Our ability to collect our receivables from our partners;
- Fluctuations in our financial results caused by seasonality;
- The development of the DTC insurance distribution sector and evolving nature of our relatively new business model;
- Disruptions to or failures of our technological infrastructure and platform;
- Failure to manage and maintain relationships with third-party service providers;
- Cybersecurity breaches or other attacks involving our systems or those of our partners or third-party service providers;
- Our ability to protect consumer information and other data and risks of reputational harm due to an actual or perceived failure by us to protect such information and other data;
- Risks related to laws and regulation to which we are subject both in the U.S. and internationally, many of which are evolving;
- Risks related to changes in tax laws or exposure to additional income or other tax liabilities could affect our future profitability;
- Risks related to being a public company;
- Risks related to internal control over financial reporting;
- Risks related to shares of our Class A common stock;
- Risks related to our corporate structure; and
- The other risk factors described under “Risk factors.”

The foregoing factors should not be construed as exhaustive and should be read together with the other cautionary statements included in this Annual Report on Form 10-K. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Many of the important factors that will determine these results are beyond our ability to control or predict. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made, and, except as otherwise required by law, we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New factors emerge from time to time, and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor 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.

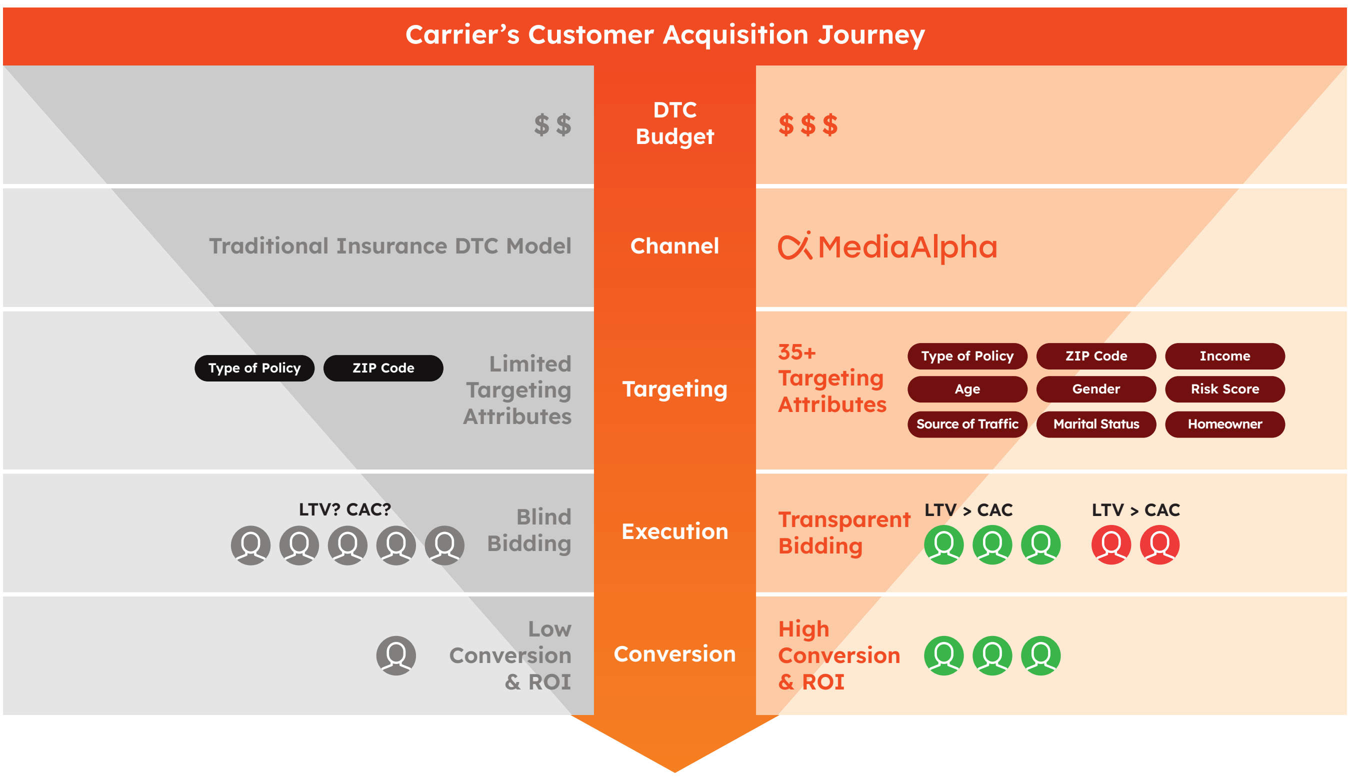
Except as otherwise indicated or required by the context, all references in this Annual Report to the "Company," "MediaAlpha," "we," "us" and "our" refer to MediaAlpha, Inc. and its consolidated subsidiaries.

Item 1. Business.

Our Company

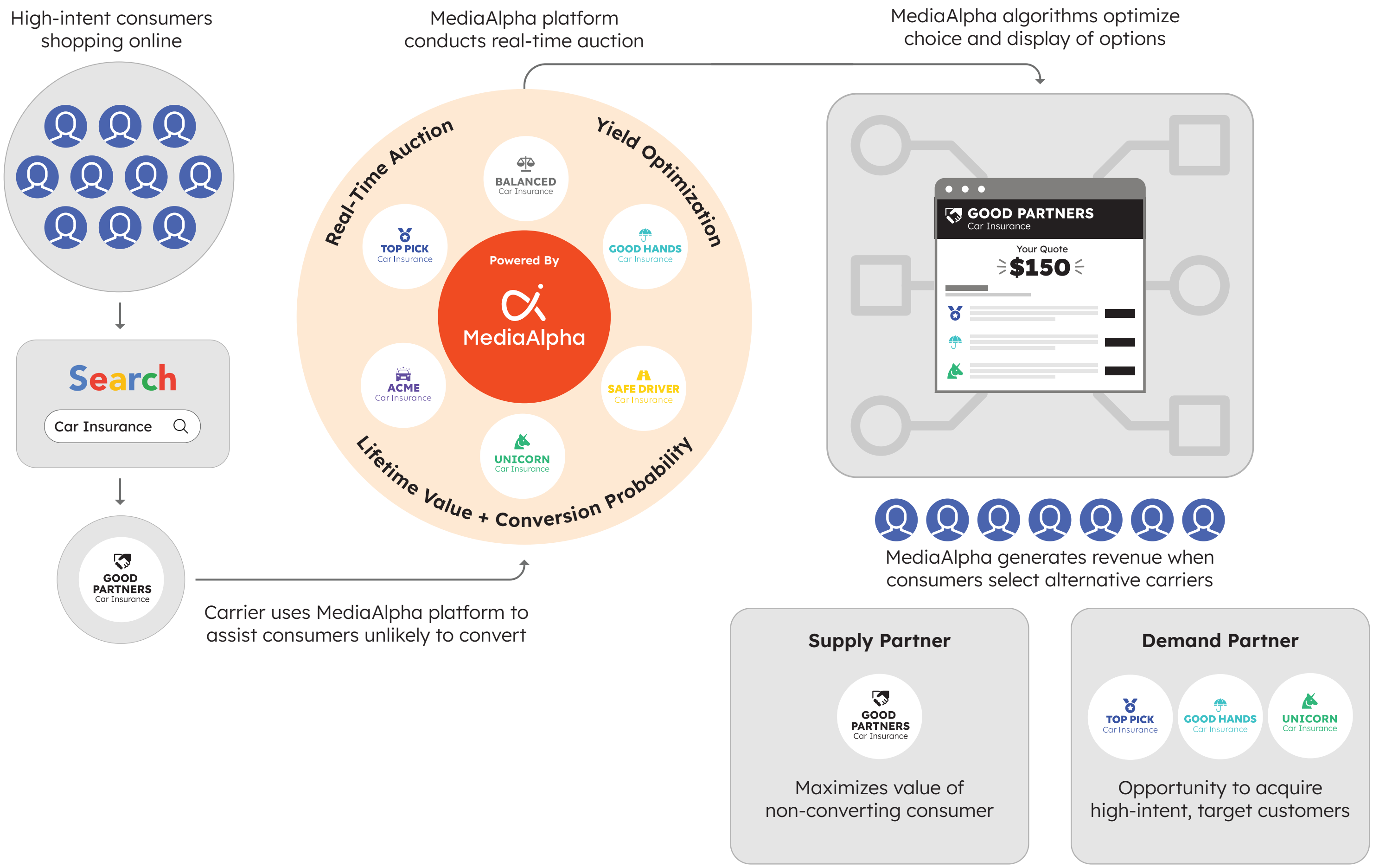
Our mission is to help insurance carriers and distributors target and acquire consumers more efficiently and at greater scale through technology and data science. Our technology platform brings together leading insurance carriers, agents, and high-intent consumers through a real-time, programmatic, transparent, and results-driven ecosystem. We believe we are the leading customer acquisition infrastructure for insurance carriers, supporting $2.2 billion in Transaction Value[1] across our platform from our core verticals of property & casualty ("P&C") insurance, health insurance and life insurance during the year ended December 31, 2025.

We believe in the disruptive power of transparency. Traditionally, insurance customer acquisition platforms operated in a black box. We recognized that consumers may be valued differently by one insurer versus another; therefore, insurers should be able to determine pricing granularly based on the value that a particular customer segment is expected to bring to their business. As a result, we developed a technology platform that powers an ecosystem where buyers and sellers can transact with full transparency, control, and confidence.



We have multi-faceted relationships with top-tier insurance carriers and distributors. A buyer or a Demand Partner within our ecosystem is generally an insurance carrier, agent or distributor seeking to reach high-intent insurance consumers. A seller or a Supply Partner is typically an insurance carrier looking to maximize the value of non-converting or low expected LTV consumers, or an insurance-focused research destination or other financial website looking to monetize high-intent users on their websites. Our model's versatility allows for the same insurance carrier or distributor to be both a Demand and Supply Partner, which deepens the partner's relationship with us. In fact, it is this supply partnership that presents insurance carriers with a highly differentiated monetization opportunity, enabling them to capture revenue from website visitors who either do not qualify for a policy or otherwise may be more valuable as a potential referral to another carrier.

[1] "Transaction Value" is an operating metric that we present in this Annual Report on Form 10-K to supplement the financial information we present on the basis of accounting principles generally accepted in the United States of America ("GAAP"). Transaction Value represents the total gross dollars transacted by our partners on our platform. See "Management's discussion and analysis of financial condition and results of operations-Key business and operating metrics."



For the year ended December 31, 2025, of the top 20 largest auto insurance carriers by customer acquisition spend in 2024, according to Dowling & Partners' Advertising study, 16 were Demand Partners on our platform. Of these carriers, half were also Supply Partners in our ecosystem. During 2025, consumers shopping for insurance products through the websites of our diversified group of Supply Partners and our proprietary websites drove an average of 11.8 million Consumer Referrals on our platform each month.

We believe our technology is a key differentiator and a powerful driver of our performance. We maintain deep, custom integrations with partners representing the majority of our Transaction Value, which enable automated, data-driven processes that optimize our partners' customer acquisition spend and revenue. Through our platform, our P&C insurance carrier partners can target and price across over 35 separate consumer attributes to manage customized acquisition strategies. Our platform's granular price management tools and robust data science capabilities enable our insurance partners to target consumers based on a precise calculation of the expected lifetime value of the consumer to that partner and to make real-time, automated customer acquisition decisions.

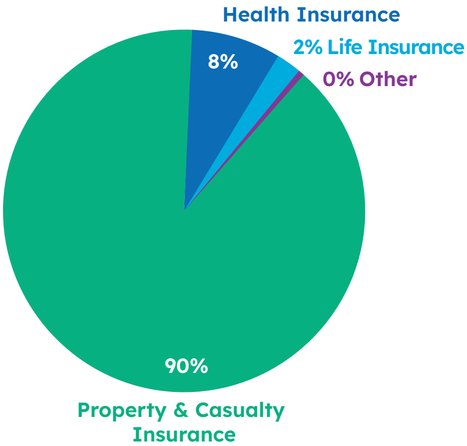
We built our business model to align the interests of all parties participating on our platform. We generate revenue by earning a fee for each Consumer Referral sold on our platform. A transaction becomes payable upon a qualifying consumer action, such as a click, call or lead, and is generally not contingent on the sale of a product to the consumer.

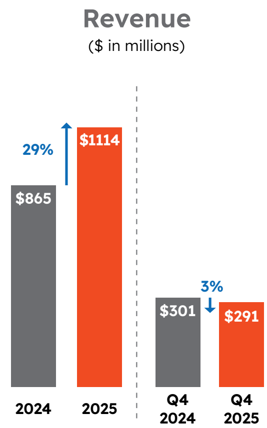
We have a history of delivering strong growth in our Transaction Value and revenue, enabled by our unique business model and technology platform. For the year ended December 31, 2025, we generated $2.2 billion of Transaction Value and $1.1 billion of revenue, representing increases of 44.5% and 28.8%, respectively, compared with the year ended December 31, 2024, due primarily to an increase in customer acquisition spending by P&C insurance carriers in response to improvements in their underwriting profitability and an increase in Consumer Referrals from our Supply Partners. We have developed multi-faceted, deeply integrated partnerships with insurance carriers and distributors, who may be both Demand Partners and Supply Partners on our platform. We believe the versatility and breadth of our offerings, coupled with our focus on high-quality products, provide significant value to insurance carriers and distributors, leading many of them to use our platform as their central hub for broadly managing digital customer acquisition and monetization, resulting in strong retention rates.

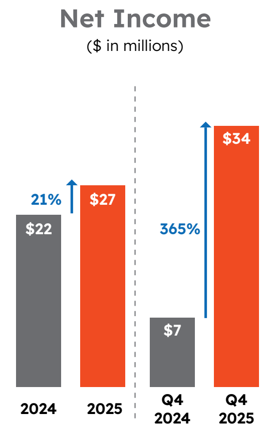
In our health and life insurance verticals, we continue to support carriers and Private Marketplace partners in customer acquisition, and we believe we are well positioned to support them as they shift towards more direct, digital distribution. Within the health vertical, our focus is primarily on Medicare Advantage, which we believe represents an attractive long-term opportunity, and we have scaled back our business in under-65 health significantly. We aim to drive deeper adoption and integration of our platform within the Medicare Advantage ecosystem to continue delivering strong results to our partners.

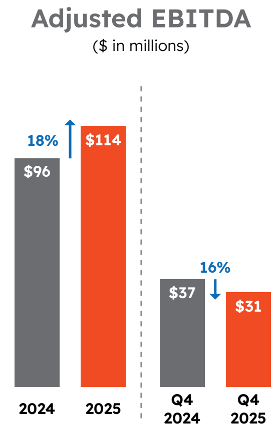
We expect the broad secular trends driving our historical growth to continue, supported by two key factors: improved profitability among P&C carriers and their continued shift toward direct distribution channels as they compete to grow policies in force, both of which are expected to drive increased customer acquisition investments on our platform. See "Part II Item 7 - Management's discussion and analysis of financial condition and results of operations - Results of operations" for more information.

FY 2025 Revenue Mix









We designed our business model to be capital efficient, with high operating leverage and cash flow conversion. We have funded our growth primarily through internally generated cash flow, with no outside primary capital. Our strong cash flow generation is driven by (i) the nature of our revenue model, which is fee based and generated at the time a Consumer Referral is sold, and (ii) our proprietary technology platform, which is highly scalable and requires minimal capital expenditures ($0.3 million and $0.7 million for the years ended December 31, 2025 and 2024, respectively).

The foundation of our success is our company culture. Personal development is critical to our team's engagement and retention, and we continually invest to support our core values of open-mindedness, intellectual curiosity, candor, and humility. This has resulted in a growth-minded team, with low turnover, committed to building great products and the long-term success of our partners.

Our market opportunity

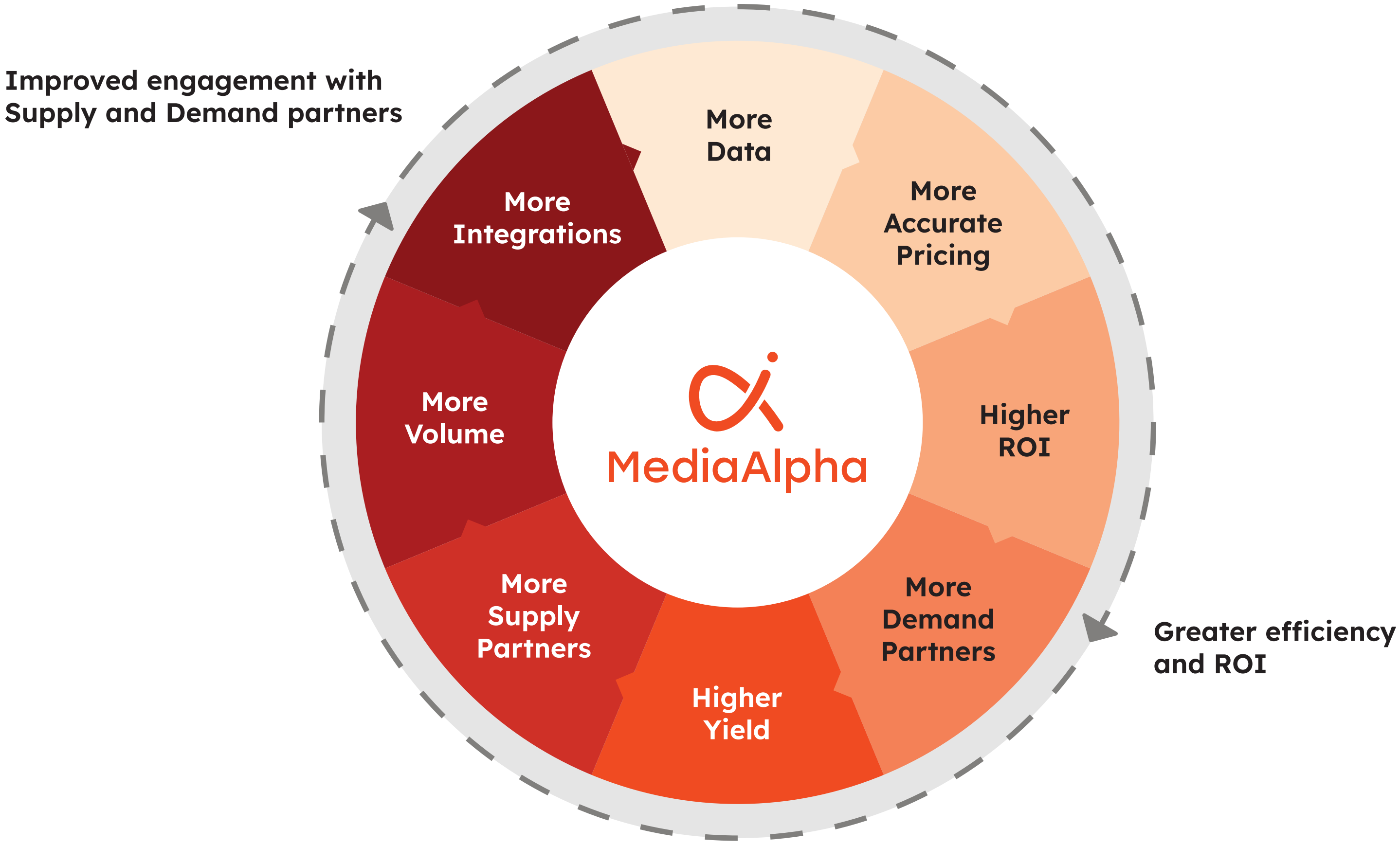
Insurance is one of the largest industries in the United States, with attractive growth characteristics and market fundamentals. Insurance companies wrote over $3 trillion in premiums in 2024, growing at a 10% CAGR from 2018, according to S&P Global Market Intelligence. Demand for insurance products is stable, due to, in many instances, coverage being mandated by law (for example, auto insurance) or lenders (for example, homeowners insurance) or federally subsidized (for example, Medicare Advantage plans). The insurance industry as a whole is highly competitive and invests heavily in customer acquisition. According to William Blair, advertising spend by P&C insurance carriers in the U.S. is expected to reach approximately $14 billion in 2026, growing at a 10% CAGR from 2024 levels. We expect digital insurance advertising spend to grow at double digit rates annually over the next few years.

Our technology platform was created to serve and grow with our insurance end markets. While the P&C insurance industry experienced underwriting losses from 2021 through 2023 driven by inflation in automobile replacement and repair costs, it has recovered strongly during 2024 and 2025 and we believe that the secular trends in the insurance industry will provide strong tailwinds for our business over the long term.

- ***Direct-to-consumer is the fastest growing insurance distribution channel.*** In the auto insurance industry, there are carriers focused on DTC distribution (such as Progressive and GEICO) and carriers focused more on traditional, agent-based distribution (such as State Farm, Liberty Mutual and Allstate). We believe that the industry shift to more direct distribution is accelerating. A major driver of this growth has been the DTC carriers' outsized investments, relative to their agent-focused peers, in direct customer acquisition channels. Traditional, agent-based carriers have responded by investing more heavily in direct customer acquisition efforts themselves, as well as launching digital brands (such as Nationwide launching Spire), acquiring digital agencies, or acquiring digital insurers (such as Allstate acquiring SquareTrade). According to S&P Global Market Intelligence, Progressive, GEICO, and Allstate's advertising spend in 2024 reached $3.5 billion, $1.4 billion, and $1.9 billion, respectively.

- ***More insurance consumers are shopping online.*** Consumers are increasingly using the internet not just for research and price discovery, but to purchase insurance as well. According to J.D. Power, nearly half of auto insurance shoppers purchased policies through digital channels in 2025. Younger consumers are not the only driving force of this shift; the share of digitally savvy older consumers is rapidly growing as well. According to the Pew Research Center, internet usage among adults aged 65 and older has grown from 66% in 2018 to 90% in 2025.
- ***Insurance customer acquisition spending is growing.*** Total advertising spend in the P&C insurance industry was estimated to grow at 8% CAGR from 2018 to 2025, according to William Blair. According to Ad Age, four of the top 15 most-advertised brands in the U.S. across traditional and online channels in 2024 were insurance companies—Progressive, Allstate, GEICO, and State Farm. According to S&P Global Market Intelligence, these four insurance carriers spent over $7.5 billion on advertising during 2024, with Progressive spending nearly double that of the second highest spender, Allstate. In the face of such aggressive spending and customer acquisition by DTC carriers such as Progressive and GEICO, agent-based carriers are compelled to spend heavily to remain competitive.
- ***Digital customer acquisition spending by insurers has plenty of headroom.*** Insurance carriers allocate a lower percentage of their advertising budgets to digital channels than other industries. While eMarketer estimates that companies across all industries allocated almost 80% of their advertising budgets to digital in 2024, estimates based on public filings indicate that leading insurance companies collectively allocated less than 40% of their budgets to digital channels in that year. Industry analysts expect digital marketing spend by the insurance industry to narrow this gap significantly over time as more consumers shop online and carriers increase their adoption of digital channels.
- ***Carriers and distributors are increasingly focused on optimizing customer acquisition budgets.*** Mass-market customer acquisition spend is becoming more costly, leading carriers and distributors to increasingly focus on optimizing customer acquisition spend. They are able to do so by adopting more sophisticated customer acquisition strategies enabled by data science. A significant percentage of marketers believe the inability to measure customer acquisition impact across channels and campaigns is one of their biggest challenges in demonstrating customer acquisition performance. We believe there is growing demand for improved transparency of Consumer Referral quality, for the ability to secure higher quality Consumer Referrals online, and for the ability to manage consumer acquisition spend across multiple vendors.

MediaAlpha is poised to capitalize on these trends. We believe that we provide the leading technology platform enabling insurance carriers and distributors to efficiently acquire customers online at scale. Our platform allows Demand Partners to target consumers granularly and to determine their pricing based on how they value various consumer segments. Demand Partners leveraging our data science capabilities make value-maximizing decisions on how to acquire consumers. This results in greater customer acquisition efficiency and better return on investment, allowing us to attract more Demand Partners into the ecosystem. Simultaneously, we provide our Supply Partners the insights and tools they need to drive competition for their high-intent consumers and maximize yield, which draws more Supply Partners into the ecosystem, providing our Demand Partners with even more high-quality demand sources. As both Demand and Supply Partners begin to see the benefits of the platform, we deepen our relationships with them through additional integrations that drive more data into the platform. All of this creates the powerful “flywheel” effect that has propelled our business forward as a result of the value created within our ecosystem.



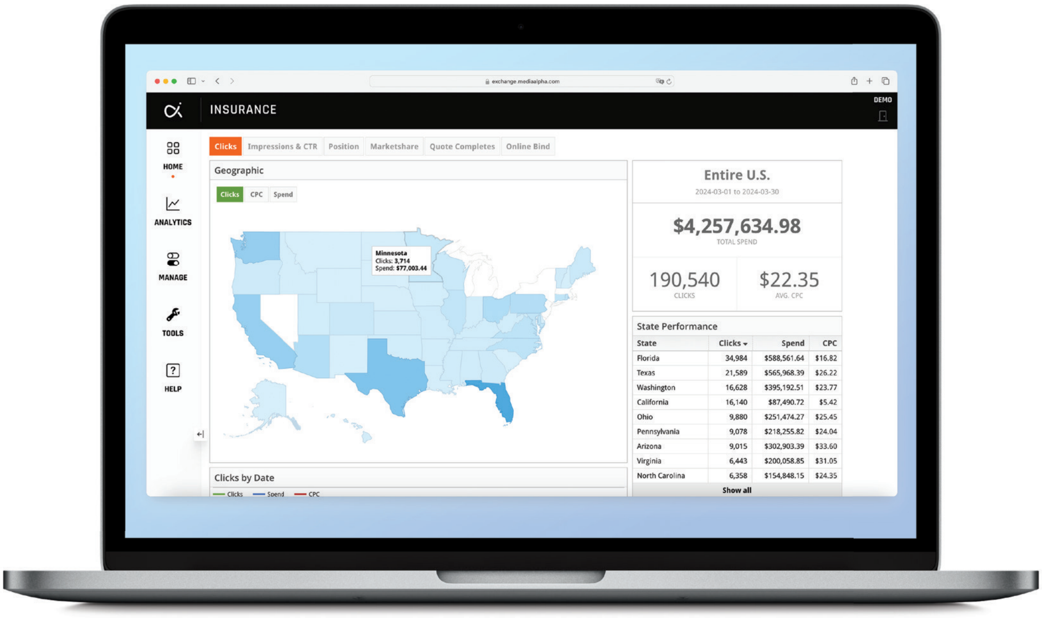
Our platform

We have created one of the largest insurance customer acquisition technology platforms. For the year ended December 31, 2025, we had $2.2 billion in Transaction Value and served over 1,050 total insurance partners, in addition to our agent partners. For the year ended December 31, 2024, we had $1.5 billion in Transaction Value and served over 1,000 total insurance partners, in addition to our agent partners. For the year ended December 31, 2025, we increased the number of our active agent partners by 30% year over year.

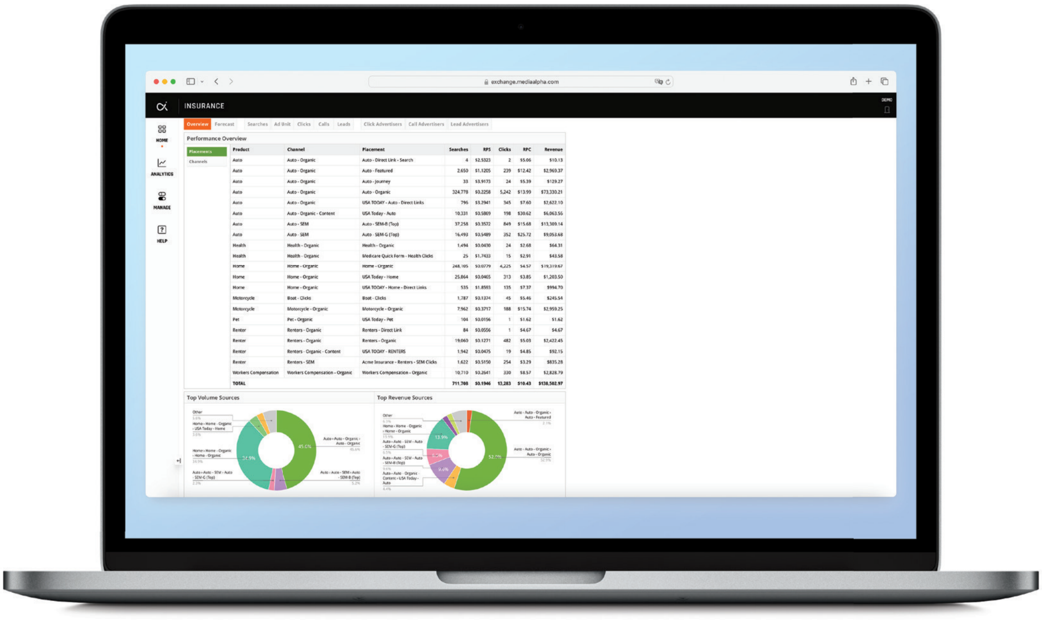
During 2025, high-intent consumers shopping for insurance products on the websites of sellers on our platform and our proprietary websites resulted in approximately 141 million Consumer Referrals acquired by Demand Partners on our platform. We serve over 700 Demand Partners, in addition to our agent partners, in our insurance verticals. Our platform was designed to support multiple Consumer Referral products and flexible deployment models to best serve the varying needs of our partners.

Insurance carriers and agents access our platform through a self-service web interface that enables them to manage customer acquisition strategies across all sources of Consumer Referrals, efficiently and with full transparency. Our platform provides insurance carriers and agents sophisticated targeting capabilities for efficient customer acquisition. Further, it offers our Demand Partners the ability to offset their customer acquisition costs by using predictive analytics to identify and refer non-converting consumers to other carriers, delivering better returns on investment relative to traditional channels.

Demand Partner's Dashboard



Supply Partner's Dashboard



We connect insurance companies with websites where consumers shop for insurance. Insurance carriers, agents, and distributors are able to target high-intent consumers when they are actively shopping for insurance. Our end consumers typically access our partners' websites or our proprietary websites looking for an insurance quote, where they volunteer relevant data in connection with their quote request. Our platform then controls the matching of these consumers with insurance companies, presenting them with multiple brands to choose from. We believe the rich data available with every consumer quote request gives our platform the unparalleled ability to direct each Consumer Referral to carriers seeking customers with that profile. We maximize value to both Demand and Supply Partners by allowing insurance companies to reach consumers when they are actively shopping at the point of purchase and precisely target granular consumer segments using rich data.

We enable insurance companies to reach and acquire new customers in multiple ways. Our platform enables insurance companies to engage with consumers through multiple touchpoints, depending on their strengths and preferences. Consumers can (i) proceed to an insurance carrier's website on a self-directed basis to purchase a policy (click), (ii) engage with an insurance carrier or agent via phone (call), and/or (iii) have their data submitted to insurance companies to receive inbound contacts (lead).

The following table presents the percentages of total Transaction Value generated from clicks, calls and leads for the years ended December 31, 2025 and 2024:

	Year ended December 31,	
	2025	**2024**
Clicks	90.1%	84.1%
Calls	4.2%	9.4%
Leads	5.7%	6.5%

Our platform leverages precise data and data science for maximum efficiency. Our platform enables insurance carriers to use precise data to target and bid for Consumer Referrals across a wide range of demographic and geographic attributes on a source transparent basis. This allows insurance carriers to pay the right price for each Consumer Referral based on their business objectives. Insurance carriers can integrate with our platform to provide real-time conversion feedback, allowing them to measure returns on their spending granularly and execute algorithmic optimization of their customer acquisition investments based on the expected LTV of the customer. Increasing the number and depth of our conversion data integrations with our partners remains a key part of our strategy.

Insurance carriers are able to maximize the value of each consumer opportunity. We have extensive data integrations with many of our partners to support efficient customer acquisition. These data integrations allow us to more seamlessly transact a Consumer Referral by taking information an end consumer has already provided and pre-populating it into an insurance carrier's purchase process, streamlining and simplifying the process for the consumer and potentially increasing policy conversion rates. This enhances the value of the Consumer Referral to our insurance carriers, and adds significant value to all parties on our platform. As of December 31, 2025, we had 106 Demand Partners with this type of integration in place for active and future campaigns, representing 90% of the total Transaction Value from our insurance verticals for the year then ended. Increasing the number and depth of our data integrations with our partners remains a key part of our strategy, and we believe this number will increase as our platform grows.

Our transaction models. We transact with our Demand Partners and Supply Partners through two operating models, Open Marketplace and Private Marketplace. In our Open Marketplace transactions, we have separate agreements with Demand Partners and Supply Partners and have control over the Consumer Referrals that are sold to our Demand Partners. In our Private Marketplace transactions, Demand Partners and Supply Partners contract with one another directly, and we earn fees from our Supply Partners based on the value of the Consumer Referrals transacted on our platform. For more information regarding these arrangements, see "Management's discussion and analysis-Key components of our results of operations-Revenue."

Our technology

Our technology platform allows insurance carriers, agents, and distributors to acquire customers and optimize customer acquisition costs to align with expected customer LTV, in a single data-rich but user-friendly environment. Our technology is an important enabler of our growth, scale, and operating leverage, and is a key part of what differentiates us from our competitors. It also enables our partners to scale their customer acquisition and monetization efficiently and with minimal operating overhead. With approximately 141 million Consumer Referrals transacted on our platform in 2025, we believe we offer the largest source of Consumer Referrals in the insurance sector.

Our product is a robust, real-time customer acquisition and advanced data analytics platform. It is fueled by rich, anonymized consumer data provided by our extensive data integrations with our partners. At the heart of our platform is a set of proprietary predictive analytics algorithms that incorporate hundreds of variables to generate conversion probabilities for each unique consumer, enabling our partners to align customer acquisition costs with expected customer LTV across the platform.

Our platform architecture is elegant, scalable, and vertical agnostic, which has enabled us to innovate rapidly in our core insurance verticals and grow opportunistically across sectors with similarly attractive attributes. We continuously invest in our technology and believe that our focus on innovation enhances our competitive position.

We believe the following attributes collectively differentiate the MediaAlpha technology platform:

Multiple high-quality Consumer Referrals accessible through a single platform with transparent pricing and control. Most insurance carriers and distributors today have multiple sources for customer acquisition. These sources offer a wide range of Consumer Referral quality and, in most cases, must be managed manually and separately by insurance carriers. Our platform allows users to access multiple sources of Consumer Referrals transparently through a unified platform with a single sign-on, creating scale and operational efficiencies.

Proprietary user data integrated in a secure environment. Our platform allows buyers to fully integrate first-party consumer data to enhance targeting parameters, bidding granularity, and conversion tracking, resulting in more accurate customer acquisition and LTV predictions. We maintain robust data security protections and preserve the confidentiality of each insurance carrier's customer acquisition strategy. We are able to seamlessly aggregate this data across all of our users to enhance our data analytics models while maintaining end-consumer confidentiality. We believe this has allowed us to continue strengthening our rich consumer database and analytics platform and to maintain strong relationships with our partners.

Robust data science tools to optimize customer acquisition. Our unique search and conversion datasets and optimization capabilities enable automated, algorithmic customer acquisition optimizations. As our platform grows and processes more customer acquisition transactions, we gather more conversion data to further refine our predictive analytics algorithms. This further enhances our platform's capability to predict our partners' expected return per consumer and support more efficient customer acquisition strategies. We believe this creates a flywheel effect by which the attractiveness and value of our platform will continue to grow as we scale our marketplaces.

Self-service model. We offer a self-service model that empowers our partners to directly manage the buying and selling process independently. Supply Partners can easily manage their digital consumer traffic on our platform, while Demand Partners can direct their consumer acquisition spend in real time with minimal involvement from our team. We believe this enables us to scale efficiently without requiring significant investments in sales and support functions.

Highly extensible and scalable platform. Our platform and industry-agnostic technology enables us to quickly expand our operations into existing and adjacent verticals with minimal investments. We have organically scaled the P&C insurance vertical to $1.9 billion in Transaction Value, for the year ended December 31, 2025. While our primary focus remains on insurance, we intend to continue to opportunistically seek growth opportunities in sectors with similar, attractive market fundamentals. We believe our proprietary technology will allow us to react nimbly to growing demands and opportunities in emerging verticals.

Our target audience

Our buyers: Our Demand Partners are insurance carriers and distributors looking to target high-intent consumers deep in their purchase journey. Repeat buyers continue to be a strong driver of our business, with 99% of our Transaction Value for 2025 coming from Demand Partner relationships in existence during 2024 and 96% of our Transaction Value for 2024 coming from Demand Partner relationships in existence during 2023.

Our value proposition for buyers

- ***Efficiency at scale.*** We believe we are the leading customer acquisition infrastructure for insurance carriers, delivering the volume of Consumer Referrals insurance companies need to drive profitable growth, while also providing precise targeting capabilities to ensure they connect with the right prospects. We believe this gives our Demand Partners the ability to realize greater efficiencies relative to other customer acquisition channels.
- ***Granular and transparent control.*** Our platform allows for real-time, granular control and full source transparency with every buying and pricing decision. We believe this gives our buyers the flexibility they need to realize favorable LTV relative to customer acquisition costs to maximize their revenue opportunities and the effectiveness of their marketing investments.
- ***Unparalleled partnership.*** With a fully managed service option, custom integrations, and industry-leading technology, we are dedicated to providing long-term value to our Demand Partners' businesses. We have designed our platform to put the best interests of our partners first, fostering a healthy ecosystem within which buyers can transact with confidence.

Our sellers: Our Supply Partners use our platform to monetize their digital consumer traffic. Our Supply Partners are primarily insurance carriers looking to maximize the value of non-converting or low LTV consumers, and insurance-focused research destinations or other financial websites looking to monetize high-intent customers. Repeat sellers continue to be a strong driver of our business, with 99% of our Transaction Value for 2025 and 2024 coming from Supply Partner relationships in existence during 2024 and 2023. Transaction Value for repeat Supply Partner relationship in existence during 2024 grew 57% in 2025.

Our value proposition for sellers

- ***Yield maximization.*** Our proprietary technology platform provides sellers with a suite of optimization tools, as well as inventory and buyer management features, that maximize competition for, and yield from, their high-intent consumers.
- ***Predictive analysis.*** Through our platform's advanced predictive analysis and data science capabilities, sellers can assess conversion probabilities and expected customer LTV for every consumer in real time. We believe the integration of these data science models with our sellers' user experience decision engines is a unique differentiator of our business.
- ***Real-time insights.*** We provide our sellers with unique data as to the type of consumer segments each buyer values. By providing in-depth reporting and real-time, granular insights, our sellers have the ability to continuously optimize their own customer acquisition and monetization decisions.

Our end consumers: Our end consumers are primarily high-intent, online insurance shoppers. Due to the broad participation of top-tier insurance carriers within our ecosystem, consumers are able to more efficiently navigate a range of options and offers relevant to their policy searches. During the year ended December 31, 2025, high-intent consumers shopping for insurance products on the websites of sellers on our platform and our proprietary websites resulted in approximately 141 million Consumer Referrals being acquired by buyers on our platform.

Our value proposition for end consumers

- ***Search relevancy.*** By enabling insurance carriers and distributors to apply sophisticated targeting, we facilitate the delivery of hyper-relevant product options to our end consumers based on consumer-provided demographics and other relevant characteristics. We believe this improves the overall research and purchase experience and helps enable our end consumers to make better decisions.
- ***Shopping efficiency.*** We facilitate access to a wide range of insurance carriers and brokers, allowing end consumers to find the right products for their needs with minimal research and maximum efficiency, through an omni-channel, seamless consumer platform experience. We enable consumers to get quotes from multiple insurance carriers and distributors in different ways, including directly online or offline.

Our strengths

We believe that our competitive advantages are based on the following key strengths:

- ***Highly scalable, innovative technology platform with rich data.*** Our proprietary platform is built to be highly extensible and flexible, enabling us to quickly and efficiently develop custom solutions and tools to address the varying and evolving needs of our partners. Supported by our proprietary algorithms, our platform is able to provide continuous, real-time feedback and insights that buyers can use to maximize the value of every consumer opportunity. Our deep data integrations allow our buyers to utilize millions of anonymized data points to target and acquire their desired customers with a unique level of precision and control. As of December 31, 2025, there were over 350 insurance Supply Partners on our platform. We also provide our Supply Partners with sophisticated, data-driven yield management and monetization capabilities. We believe these capabilities are critical to our partners' monetization strategies, as they enable optimization of their business performance and revenue. Our platform is vertical agnostic, allowing us to quickly and easily expand into new markets with attractive attributes.

  The increased participation in our technology-driven platform continues to generate valuable data, enhance feedback loops, and drive stronger results for all participants in the ecosystem. We believe this creates a flywheel effect as our platform continues to grow.
- ***Superior operating leverage.*** We designed our business to be highly scalable, driving sustainable long-term growth that delivers superior value to both Demand and Supply Partners. Our technology enables us to grow rapidly in a highly capital efficient manner, with minimal need for working capital or capital expenditure investment. In 2025, we employed an average of 147 individuals, who drove $2.2 billion of Transaction Value ($14.7 million per employee), $26.8 million of net income ($0.2 million per employee), and $113.7 million of Adjusted EBITDA ($0.8 million per employee) and in 2024, we employed an average of 139 individuals, who drove $1.5 billion of Transaction Value ($10.7 million per employee), $22.1 million of net income ($0.2 million per employee), and $96.1 million of Adjusted EBITDA

($0.7 million per employee) for the year. We believe this illustrates the flexibility and scalability of our platform and the operating leverage of our business model, as we were able to grow Transaction Value and Adjusted EBITDA significantly as the P&C insurance industry recovered, without a meaningful increase in our headcount.

- ***Sticky, tenured relationships with insurance carriers and distributors.*** We have developed multi-faceted, deeply-integrated partnerships with insurance carriers and distributors, which may be both Demand Partners and Supply Partners on our platform. We enable insurance carriers and distributors as buyers to optimize their customer acquisition spend by offering source-level transparency, granular controls, and predictive tools to drive measurably superior performance. When we work with carriers and distributors as sellers, we enable them to use data science to turn high-intent policy shoppers unlikely to purchase a policy from that specific carrier or distributor into highly valuable Consumer Referrals for other carriers or distributors, thereby offsetting a portion of their total customer acquisition costs.

  We believe the versatility and breadth of our offerings, coupled with our focus on high-quality products, provide significant value to insurance carriers and distributors, resulting in strong retention rates. Our relationships with our partners are deep, longstanding, and involve top-tier insurance carriers in the industry. 16 of the top 20 largest U.S. auto insurance carriers by customer acquisition spend in 2024 are Demand Partners on our platform. In 2025, 99% of total Transaction Value executed on our platform came from Demand Partner relationships in existence during 2024. In 2024, 96% of total Transaction Value executed on our platform came from Demand Partner relationships in existence during 2023.

- ***Culture of transparency, innovation, and execution.*** Since inception, our vision has been to bring unparalleled transparency and efficiency to the online customer acquisition ecosystem, executed through a powerful technology-enabled platform. Transparency is built into our platform and is at the heart of our culture, enabling us to focus on sustainable long-term success over near-term wins. We are relentless about continuous innovation and aim to use our platform to solve big industry-wide problems. We are data-driven and focused on delivering measurable results for our partners. We believe that our long-term vision, dedication to solving systemic problems in the industry, and our relentless drive to improve, will continue to empower us to be the platform of choice for our partners.

Our growth opportunities

We intend to grow our business through the following key areas:

- ***Increase Transaction Value from our partners.*** We aim to increase overall Transaction Value from our partners across our insurance verticals by continuously improving the volume and accuracy of customer conversion data analyzed in our platform, eliminating friction between consumer handoffs, and developing additional tools and features to increase engagement. We believe that providing our platform participants with better value and a larger selection of high-quality Consumer Referrals over time will lead to increased spending on our platform.
- ***Improve ecosystem efficiency.*** We believe that traditional customer acquisition models are highly inefficient, charging platform users inflated prices while lacking the transparency and granularity to allow participants to reach end consumers effectively. Our platform is designed to disrupt and address these systemic inefficiencies by enhancing automated buying strategies and granular price discovery processes. We will continue to expand our platform and drive value for all participants within the ecosystem by increasing the number and depth of data integrations with our partners.
- ***Bring new partners to our platform.*** There are potential Demand and Supply Partners who are not yet using our platform, and new companies are being formed every year. We intend to gain adoption of our platform with new insurance partners through business development, word-of-mouth referrals, and inbound inquiries.
- ***Grow our product offerings.*** We are constantly exploring new ways to deliver value to our partners through development of new tools and services and improvement of our conversion analytics model. We believe that providing further customized solutions and higher touch services for our partners will enhance the stickiness of our offerings and drive more customer acquisition spend and users to our platform.
- ***Grow our relationships with agents.*** We continue to strategically expand our insurance agency relationships to capture additional customer acquisition spend within our core insurance verticals. We have a dedicated team working to incorporate agents into our platform and help them expand their customer acquisition capabilities.
- ***Expand into and scale new verticals.*** While we are currently focused on growing our core insurance verticals, we continue to evaluate expansion opportunities in markets that share similar characteristics. We believe our vertical-agnostic platform and established playbook for entering new markets will allow us to capture attractive market opportunities effectively if we decide to pursue such opportunities. We believe we have the ability to enter most new verticals with only a modest increase in headcount.

Our competition

We operate in the broadly defined tech-enabled insurance distribution sector. We are part of a sector that is disrupting the conventional agent-based insurance distribution channels. This sector is comprised of companies engaged in varied aspects of customer acquisition. On one end of the spectrum, there are companies that are engaged in simple acquisition of Consumer Referrals, which they resell to insurance carriers or distributors. On the other end of the spectrum, there are companies that acquire the customer through digital channels and take them through the entire needs-based assessment and policy application and submission process.

Within this sector, our closest competitors are technology companies engaged in digital customer acquisition. Traditional digital consumer acquisition models focus on serving buyers of Consumer Referrals by acquiring consumers from paid search, proprietary websites or other digital avenues and selling them to insurance carriers or producers. Our model is different. We operate a two-sided marketplace where sophisticated Demand and Supply Partners buy and sell high-quality Consumer Referrals. We compete on the basis of a number of factors, including return on investment, technology, and client service.

Our platform also offers DTC digital spend optimization capabilities that compete primarily with home grown systems that buyers use to manage multiple sources of digital customer acquisition. As the number of digital consumer acquisition sources grows, the complexity and cost of managing those sources continues to increase. As a result, over time we have seen significant increases in the number of participants on our platform, further enhancing our scale and the return on investment for all our partners. We have deep integrations with our partners that are costly and time consuming to implement. We believe our scale makes it hard for new entrants to gain direct access to buyers and sellers and replicate what we have built over the years.

Intellectual property

The protection of our technology, intellectual property and proprietary rights is an important aspect of our business. We rely on a combination of trade secret, trademark and copyright laws, confidentiality agreements, and technical measures to establish, maintain and protect our intellectual property rights and technology. Additionally, we enter into confidentiality and invention assignment agreements with our employees and enter into confidentiality agreements with third parties, including our buyers and sellers. However, our contractual provisions may not always be effective at preventing unauthorized parties from obtaining our intellectual property and proprietary technologies. Intellectual property laws, procedures, and restrictions provide only limited protection and any of our intellectual property or proprietary rights may be challenged, invalidated, circumvented, infringed, misappropriated or otherwise violated. Further, the laws of certain countries do not protect intellectual property or proprietary rights to the same extent as the laws of the U.S., and, therefore, in certain jurisdictions, we may be unable to protect our proprietary technology.

Our in-house know-how is an important element of our intellectual property. The development and management of our platform requires sophisticated coordination among many specialized employees. We believe that duplication of this coordination by competitors or individuals seeking to copy our platform would be difficult. The risk of a competitor effectively replicating the functionality of our platform is further mitigated by the fact that our service offerings are cloud-based, such that most of the core technology operating on our systems is never exposed to a user or to our competitors. To protect our technology, we implement multiple layers of security. Access to our platform, other than to obtain basic information, requires system usernames and passwords. We also add additional layers of security such as dual-factor authentication for some users, encryption in transit and intrusion detection. See “Risk factors-Risks related to our intellectual property rights and our technology.”

Seasonality

Our results are subject to significant seasonal fluctuations as a result of vertical level seasonality. Our property & casualty insurance vertical is typically characterized by seasonal weakness during our fourth quarter due to lower customer acquisition budgets from buyers and lower supply of Consumer Referrals during the holiday period. During our first quarter, our P&C insurance vertical typically exhibits seasonal strength as customer acquisition budgets from our Demand Partners and Consumer Referral volume from our Supply Partners both increase sequentially.

Our health insurance vertical typically experiences seasonal strength during the fourth quarter due to a material increase in Consumer Referrals and a related increase in customer acquisition budgets in connection with the Medicare annual enrollment period, which generally runs from October 15 to December 7 each year, and the Affordable Care Act (ACA) open enrollment period, which generally runs from November 1 through December 15 in many states, with the last ending on January 31st of the following year. Customer acquisition spending in our health insurance vertical is typically lower during the other quarters of the year because most consumers enroll in these plans during the annual and open enrollment periods. The seasonal strength in the fourth quarter results in a higher level of accounts receivable related to our health insurance vertical as of our fiscal year-end, which are typically collected during the subsequent first quarter.

Regulation

Various aspects of our business are, may become, or may be viewed by regulators from time to time as subject, directly or indirectly, to U.S. federal, state and foreign laws and regulations. We are subject to laws and regulations that apply to businesses in general, such as those relating to worker classification, employment, payments, worker confidentiality obligations, consumer protection and taxation. As an online business, we are also subject to laws and regulations governing the internet, such as those relating to intellectual property ownership and infringement, trade secrets, the distribution of electronic communications, search engines, consumer privacy, and internet tracking technologies, and could be affected by potential changes to laws and regulations that affect the growth, popularity or use of the internet, including with respect to net neutrality and taxation on the use of the internet or e-commerce transactions.

We have been in the past, and may be in the future, subject to investigations and enforcement actions by U.S. federal or state regulatory agencies relating to our compliance with these laws and regulations. For example, in October 2024 the Federal Trade Commission ("FTC") asserted that we had violated violations of Section 5(a) of the FTC Act, the Telemarketing Sales Rule ("TSR") and the Government Impersonation Rule. In July 2025, we reached agreement with the staff of the FTC ("FTC Staff") on the terms of a Consent Order that fully resolved all of the FTC's claims, which became effective in October 2025 ("Consent Order"). Under the terms of the Consent Order, which includes no admission or denial of wrongdoing to the FTC's allegations, we agreed to pay certain monetary amounts and to, among other things: implement processes to review our advertising and marketing materials relating to under-65 health plans for compliance; include certain disclosures on our lead generation websites relating to under-65 health plans; implement processes to oversee the compliance of our under-65 health Demand Partners, Supply Partners and affiliates; comply with the TSR and not make any misrepresentations in connection with lead generation or the advertising, marketing, or promotion of any good or service; not collect, transfer or disclose consumer information without express informed consent; transfer certain inactive under-65 health website domains owned by us; and comply with certain data deletion, recordkeeping and cooperation provisions. See "Risk Factors - The FTC Matter has had, and may continue to have, a material adverse effect on our under-65 health business."

Because we collect, process, store, share, disclose, transfer and use consumer information and other data and engage in marketing and advertising activities via the phone, email and text messages, we are also subject to laws and regulations that address privacy, data protection and collection, storing, sharing, use, disclosure, retention, security, protection transfer and other processing of personal information and other data, including the California Online Privacy Protection Act, the California Consumer Privacy Act (the "CCPA"), the California Privacy Rights Act (the "CPRA") and other state privacy laws, the Personal Information Protection and Electronic Documents Act, the Controlling the Assault of Non-Solicited Pornography and Marketing Act (the "CAN-SPAM Act"), Canada's Anti-Spam Law ("CASL"), the Telephone Consumer Protection Act of 1991 (the "TCPA"), the U.S. Federal Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), Section 5(c) of the Federal Trade Commission Act, the Federal Trade Commission's Telemarketing Sales Rule, the EU's General Data Protection Regulation ("GDPR"), supplemented by national laws (such as, in the United Kingdom, the Data Protection Act 2018) and further implemented through binding guidance from the European Data Protection Board, and the EU's ePrivacy Directive, which is expected to be replaced by the EU's ePrivacy Regulation, which is still under development and will replace current national laws that implement the ePrivacy Directive. The burdens imposed by these and other laws and regulations that may be enacted, or new interpretation of existing laws and regulations, may require us to modify our data processing practices and policies and to incur substantial costs in order to comply. We take a variety of technical and organizational security measures and other measures to protect our data, including data pertaining to our end consumers, employees and business partners. Despite measures we put in place, we may be unable to anticipate or prevent unauthorized access to such data.

A substantial majority of the insurance carriers using our platform are P&C insurance carriers, health and/or Medicare insurance carriers or life insurance carriers. As a result, we are affected by laws and regulations relating to the insurance and healthcare industries, both of which are heavily regulated. In addition, during 2021 we became a licensed health insurance broker in all 50 U.S. states and the District of Columbia, which has subjected us to laws and regulations applicable to insurance brokers and to the authority of the insurance regulators in those jurisdictions. The laws and regulations applicable to these industries have changed significantly in recent years, and other changes may occur in the future. For example, the Patient Protection and Affordable Care Act of 2010 and related regulatory reforms have materially changed the regulation of health insurance. In addition, recent and proposed changes in the regulations governing the marketing of Medicare insurance have materially changed the rules regarding how such policies are marketed, and may materially restrict our ability to sell Consumer Referrals to certain buyers in the future. While it is difficult to determine the impact of potential reforms on our future business, it is possible that such changes in industry regulation could affect our operations and/or demand for our platform.

Because the laws and regulations governing the internet, privacy, data security, marketing, insurance and healthcare are constantly evolving and striving to keep pace with innovations in technology and media, it is possible that we may need to materially alter the way we conduct some parts of our business activities or be prohibited from conducting such activities altogether at some point in the future. See "Risk factors-Risks related to laws and regulation."

Employees

We are committed to attracting and retaining the brightest and best talent, so investing in human capital is critical to our success. The employee traits we value include a hands-on approach no matter the experience level, intellectual curiosity, open-mindedness, a growth mindset, and caring deeply about the quality of one's work. As of December 31, 2025, we had 147 full-time employees. The human capital measures and objectives that we focus on in managing our business include talent acquisition and retention, employee engagement, development and training, diversity and inclusion, compensation and pay equity, and employee health and welfare. None of our employees are represented by a collective bargaining unit or are a party to a collective bargaining agreement.

Employee Engagement and Development

Our employee engagement efforts include regular "all-hands" meetings and frequent executive communications, through which we aim to keep our employees well-informed and to maximize transparency. We believe in continual improvement and use employee feedback to drive and improve processes that support our customers and ensure a deep understanding of our employees' needs. We conduct annual confidential employee surveys and believe that ongoing performance feedback encourages greater engagement in our business and improves individual performance. Each year, our employees participate in a 360-degree evaluation process to identify critical capabilities for development and establish new stretch goals.

We seek to achieve our business objectives through a deep commitment to talent development. Our talent development efforts include quarterly goals, "lunch and learn" events, individualized professional development plans, leadership team and management training, internal workshops, and guest speakers.

We use a combination of company and department goals to drive the execution of our business strategy. All of our teams participate in an annual strategic planning process to identify objectives for business growth and innovation, and set and review goals throughout the year to support the Company's annual objectives.

Pay Equity

Our employee compensation strategy is designed to support three primary objectives: to attract and retain the best team members, to reflect and reinforce our most important values, and to align team member interests with shareholder interests in building enduring value. We believe people should be paid for what they do and how they do it, regardless of their gender, race, or other personal characteristics. To deliver on that commitment, we monitor market compensation levels and set pay ranges based on market data, and we consider factors such as an employee's role and experience, the location of their job and their performance in making compensation decisions. We also regularly review our compensation practices, both in terms of our overall workforce and individual employees, to ensure that we compensate our employees in a fair and equitable manner.

Diversity and Inclusion

We remain committed to fostering, cultivating, and maintaining a culture of diversity and inclusion. Our philosophy and actions are built on the premise that as an employer and citizens of our communities, we can create opportunities for lasting change. Our core values speak to the importance of individuality, transparency, and challenging ourselves to actively learn and grow together. We continue to assess our company practices with the intent of creating sustainable programs over the long-term, recognizing the importance of prioritizing progress over perfection.

Community Involvement

We aim to enhance the communities where we live and work, and believe that this commitment helps in our efforts to attract and retain employees. We offer employees the opportunity to give back to charities of their choice and the Company matches team member contributions to qualified 501(c)(3) organizations, up to $2,500 per team member per calendar year and also by offering employees paid volunteer time each year. We also offer company-sponsored volunteer events to our employees.

Employee Health and Welfare

Our employee benefits package is tailored to meet a variety of our employees' needs, including generous health insurance benefits, 401(k) matching contributions, generous parental and other leave benefits, open paid time-off, and a charitable giving program for employees to support causes and organizations that have special meaning to them.

We employ a hybrid work schedule, with most employees working in one of our offices two days per week, and working remotely on other days, to offer employees the flexibility they need to balance their personal and work lives. To cover the costs and help ease the stress of working from home, we provide our employees with benefits such as internet and cell phone reimbursement, office supply purchasing, flexible work schedules, and access to other tools.

Available Information

We file with the SEC Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") with the SEC. The SEC maintains an Internet website that contains reports, proxy, and other information regarding issuers that file electronically with the SEC at http://www.sec.gov.

Our internet website address is https://www.mediaalpha.com/. We make available on our internet website, free of charge, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the SEC.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website. Additionally, we provide notifications of news or announcements regarding our financial performance, including SEC filings, investor events, press and earnings releases, as part of our investor relations website. We use the "Overview" and "News & Events" tabs of our Investor Relations website (accessible at https://investors.mediaalpha.com) as means of disclosing information to the public in a broad, non-exclusionary manner for purposes of the SEC's Regulation Fair Disclosure. Investors should routinely monitor those web pages, in addition to our press releases, SEC filings, and public conference calls and webcasts, as information posted on them could be deemed to be material information. The contents of our websites are not intended to be incorporated by reference into this Annual Report or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

Item 1A. Risk Factors.

Risks related to our business and industry

Our business is dependent on our relationships with our partners using our platform, many of which have no long-term contractual commitments with us. If Demand Partners stop purchasing Consumer Referrals on our platform, if Supply Partners stop making Consumer Referrals available on our platform, or if we are unable to establish and maintain new relationships with Demand or Supply Partners on our platform, our business, financial condition, operating results, cash flows, and prospects could be materially and adversely affected.

A substantial majority of our revenue is derived from sales of Consumer Referrals to Demand Partners on our platform. Our relationships with such Demand Partners are dependent on our ability to make quality Consumer Referrals available on our platform at attractive volumes and prices, which in turn depends on our relationship with our Supply Partners. If Demand Partners are not able to acquire their preferred Consumer Referrals on our platform, they may stop purchasing on our platform. If Demand Partners are not able to reach desired consumer segments precisely or do not achieve their desired return on their customer acquisition spend, they may stop using our platform.

Supply Partners use our platform to optimize consumer conversions and the yield on their traffic. If Supply Partners are not able to obtain the best yield on their traffic using our platform, they may stop using our platform to make their Consumer Referrals available.

The majority of our partners can stop using our platform at any time with no notice. Many of our agreements with our partners have no fixed term and are cancellable upon 30 or 60 days' notice. Furthermore, the agreements with our partners do not require that such partners transact a minimum amount on our platform. As a result, we cannot guarantee that our partners will continue to work with us, or, if they do, the amount of Consumer Referrals Demand Partners will purchase or the amount of Consumer Referrals Supply Partners will make available on our platform.

If a partner is not satisfied with our platform, it could cause us to lose our relationship with them. In addition to a loss of revenue, this may produce publicity that could hurt our reputation and adversely affect our ability to retain business or secure new business with other partners. The success of our platform depends on both our Supply Partners making available a robust supply of Consumer Referrals and our Demand Partners' willingness to pay to purchase such Consumer Referrals. Accordingly, the loss of a Supply Partner's traffic could affect our ability to provide a sufficient supply of Consumer Referrals for Demand Partners to acquire. In turn, the loss of a Demand Partner's purchasing power on our platform could decrease the payouts to Supply Partners, which could decrease our supply of Consumer Referrals.

Maintaining strong brand recognition and a reputation for delivering value to our partners is important to our business. A failure by us to protect our brand and deliver on these expectations could harm our reputation and damage our ability to attract and retain partners, which could adversely affect our business, financial condition, operating results, cash flows, and prospects. Furthermore, complaints or negative publicity about our business practices, legal compliance, marketing and advertising campaigns, data privacy and security issues, and other aspects of our business, whether valid or not, could damage our reputation and brand. If we are unable to maintain or enhance our reputation and client awareness of our brand cost-effectively, our business, financial condition, operating results, cash flows, and prospects could be materially and adversely affected.

We have and may decide to terminate our relationship with a partner for a number of reasons and at any time. For example, in October 2020, we terminated our relationship with a Supply Partner that represented approximately 2% of revenue for the year ended December 31, 2020. We have also terminated Demand Partners for various reasons, including violations of our contractual terms and/or our Code of Conduct. The termination of our relationship with a partner could reduce the number of Demand Partners seeking to purchase Consumer Referrals and Supply Partners seeking to sell their Consumer Referrals to our platform. In connection with such a termination, we would lose a source of Transaction Value and fees for future sales. Our business, financial condition, operating results, cash flows, and prospects could also be harmed if in the future we fail to develop new partner relationships.

We depend on a small group of Demand and Supply Partners for a substantial portion of our business. Changes in our relationships with these partners may adversely affect our business, financial condition, operating results, cash flows, and prospects.

We derive a large portion of our revenue from our Demand Partners through their purchases of Consumer Referrals provided by our Supply Partners. A limited number of our Demand and Supply Partners account for a substantial portion of our business. Our largest Demand Partner represented 25% and 23% of our revenue for the years ended December 31, 2025 and 2024, respectively, and our next largest Demand Partner represented 24% and 18% of revenue for the years ended December 31, 2025 and 2024, respectively. Our top 20 Demand Partners represented 82% and 72% of our revenue for the years ended December 31, 2025 and 2024, respectively.

The majority of our agreements with our Demand and Supply Partners do not include minimum transaction volume commitments, and accordingly, our Supply Partners can reduce or cease the volume of Consumer Referrals they provide to our platform, and/or our Demand Partners can reduce or cease their purchasing on our platform at any time. In addition, many of our agreements with our Demand and Supply Partners are terminable by the partner without cause upon 30 or 60 days' notice. Should we become dependent on fewer Demand or Supply Partner relationships (whether as a result of the termination of existing relationships, insurance carrier consolidation or otherwise), we may become more vulnerable to adverse changes in our relationships with, or demand for our Consumer Referrals from, our Demand or Supply Partners, which in turn could harm our business, financial condition, operating results, cash flows, and prospects. In addition, such concentration would increase our credit risk relating to those partners.

Our business is highly subject to business cycles and risks related to the P&C insurance industry.

We derive a substantial majority of our revenue from sales of Consumer Referrals to P&C insurance carriers and brokers. Revenue from our P&C insurance vertical accounted for 90.1% and 76.1% of our total revenue for the years ended December 31, 2025 and 2024, respectively. If insurance carriers experience large or unexpected losses through the offering of insurance, these carriers may choose to decrease the amount of money they spend on customer acquisition, including with us. These insurance markets, most notably the automobile insurance industry, have historically been cyclical in nature. These cycles are often characterized by periods of "soft" market conditions, when carriers' loss ratios are relatively low and they tend to focus on investing to acquire customers and build market share, and "hard" market conditions, when their loss ratios are relatively high and they tend to prioritize profitability over growth and reduce their customer acquisition spending until they can obtain regulatory approval to raise premiums. As our insurance carrier partners go through these market cycles, our Demand Partners may increase or decrease their spending on Customer Referrals on our platform. These changes in spending may occur rapidly and without warning, and the duration of these market cycles can be difficult to predict accurately. Reductions in spending can have a material adverse impact on our operating results, causing them to fall short of the expectations of investors and securities analysts. For example, in the third quarter of 2021, many automobile insurers began to reduce their customer acquisition spending sharply in response to higher-than-expected loss ratios resulting from higher accident severity and increased repair costs due to global supply chain issues, and those reductions continued and in many cases worsened during 2022 and 2023 before beginning to recover in 2024. We will likely experience such insurance industry cycles again in the future, which could materially and adversely affect our business, financial condition, operating results, cash flows, and prospects. In 2025, the U.S. government has implemented new import tariffs and increases in existing tariff rates on imported automobiles and automobile parts, and may implement additional new tariffs or tariff increases in the future. These tariffs could cause a significant increase in the costs of imported automobile parts, as well as the costs of new and used automobiles, which are used for calculating loss payments by insurance carriers. These cost increases may increase automobile insurance claim costs and carrier loss ratios, which could result in a resumption of hard market conditions and a reduction in carrier spending on Consumer Referrals on our platform, which would materially and adversely affect our business, financial condition, operating results, cash flows, and prospects.

Our partners may negotiate with us to reduce our platform fees or switch certain transactions from Open Marketplace to Private Marketplace, which could harm our business, financial condition, operating results, cash flows, and prospects.

Many of the terms of our agreements with our partners, including our platform fees, are specifically negotiated with each partner. Our partners may negotiate with us to reduce our platform fees. The outcome of such negotiations could result in terms that are less favorable to us than those contained in our existing agreements or those obtained by our competitors, which could impact our relationship with our partners and could harm our business, financial condition, operating results, cash flows, and prospects. In addition, the net revenue generated from transactions in our Open Marketplace is higher than the net revenue from transactions in our Private Marketplaces. In the past, certain of our Supply and Demand Partners have switched their transactions with each other from our Open Marketplace to a Private Marketplace once they have reached a significant level of Transaction Value, and this may occur with other Supply and Demand Partners in the future. Such transitions may occur with minimal notice, and may have a material adverse effect on our net revenue and profit margins. This may cause our operating results for a given period to fail to meet our expectations or those of any analysts that cover us or investors, and may adversely affect investors' perceptions of our business, either of which could cause the market price of our Class A common stock to fall substantially.

The FTC Matter has had, and may continue to have, a material adverse effect on our under-65 health business.

In October 2024, the staff of the Federal Trade Commission ("FTC Staff") alleged that, in connection with our lead generation and telemarketing activities, we had represented ourselves as affiliated with government entities, made misleading claims (in particular regarding health insurance products and our use of consumers' personal information) and utilized deceptive advertising, in violation of Section 5(a) of the FTC Act. The FTC Staff further alleged that we had violated the Government and Business Impersonation Rule (the "Impersonation Rule") by representing ourselves to be affiliated with government entities and the FTC's Telemarketing Sales Rule ("TSR") in connection with telemarketing activities.

On July 3, 2025, the Company reached agreement with the FTC Staff on the terms of a Consent Order which fully resolved the FTC's claims, which became effective on October 16, 2025. Under the terms of the Consent Order, the Company agreed to pay $45.0 million as monetary relief, of which $33.5 million was paid in October 2025 and the remaining $11.5 million was paid in January 2026. Under the Consent Order, the Company also agreed to, among other things: implement processes to review its advertising and marketing materials relating to under-65 health plans for compliance; include certain disclosures on its lead generation websites relating to under-65 health plans; implement processes to monitor the compliance of its under-65 health Demand Partners, Supply Partners and affiliates; comply with the TSR and not make any misrepresentations in connection with lead generation or the advertising, marketing, or promotion of any good or service; not collect, transfer or disclose consumer information without express informed consent; transfer certain inactive under-65 health website domains owned by the Company; and comply with certain data deletion, recordkeeping and cooperation provisions.

These injunctive terms have negatively impacted our under-65 health insurance subvertical, as certain Supply Partners and Demand Partners in such subvertical have declined to comply with the requirements or have been terminated for violations. This has had a significant adverse impact on the Transaction Value and profit from our under-65 health insurance subvertical. Transaction Value in our under-65 health insurance subvertical declined by $79 million year over year in 2025, and we expect such impact to continue for the foreseeable future.

For more information about the FTC Matter, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations--Liquidity and capital resources" and "Item 8. Financial Statements and Supplementary Data--Note 7. Commitments and contingencies--FTC Matter".

Demand Partners who access our platform can attract consumers directly through their own customer acquisition strategies, including third-party online platforms and other methods of distribution, or obtain similar services from our competitors. Similarly, Supply Partners can seek to monetize high-intent consumers or maximize the value of non-converting consumers on their websites by building their own solutions or turning to other service providers, including our competitors.

The majority of our Demand Partners do not have exclusive relationships with us, and they may change the manner in which they market and distribute their products. They can attract consumers directly through their own customer acquisition strategies, including third-party online platforms, advertising on internet search platforms and AI platforms, and other methods of distribution, such as referral arrangements, physical storefront operations or broker agreements. Such Demand Partners also may obtain Consumer Referrals through one or more online competitors of our business. If such Demand Partners decide to compete directly with us or choose to favor one or more third-party platforms, they could cease or reduce their purchases of Consumer Referrals on our platform. In our insurance verticals, if consumers seek insurance policies directly from insurance carriers, or if insurance carrier partners seek Consumer Referrals through our competitors or cease providing us with access to their systems or information, the number of transactions by Demand Partners on our platform may decline, which could materially and adversely affect our business, financial condition, operating results, cash flows, and prospects.

Similarly, most of our Supply Partners do not have exclusive relationships with us, and they can seek other solutions to maximize their consumer traffic monetization, such as building their own solutions or turning to other service providers, including our competitors, in order to monetize high-intent consumers or maximize the value of non-converting consumers on their websites. Consolidation of suppliers could eventually lead to a concentration of desirable inventory on websites or networks owned by a small number of individuals or entities, which could limit the supply or impact the pricing of inventory available to us. We cannot assure you that we will be able to acquire Consumer Referrals that meet our partners' performance, price, and quality requirements, in which case our revenue could decline or our cost of revenue could increase.

If we fail to compete effectively against technology companies engaged in digital customer acquisition and other competitors, we could lose partners and our revenue may decline.

We operate in the broadly defined tech-enabled insurance distribution sector. Within this sector, our closest competitors are technology companies engaged in digital customer acquisition. This sector is intensely competitive, and we expect this competition to continue to increase in the future both from existing and new competitors that provide competing platforms or technology. We compete both for Demand Partners' customer acquisition budgets and high-quality Consumer Referrals. We compete on the basis of a number of factors, including volume and cost of high-quality Consumer Referrals, return on investment, technology, and client service. Our principal competitors in this space include technology companies engaged in digital customer acquisition for insurance carriers, as well as other companies including:

- direct distribution companies focused on insurance products;
- industry-specific portals or customer acquisition companies with insurance-focused research online destinations;
- online marketing or media services providers;
- major internet portals and search engine companies with online advertising platforms; and
- Supply Partners with their own sales forces that sell their online Consumer Referrals directly to Demand Partners.

Finding, developing, and retaining high quality Consumer Referrals on a cost-effective basis is challenging because competition for web traffic among companies engaged in digital customer acquisition, websites, and search engines, as well as competition with traditional media companies, has resulted and may continue to result in significant increases in web traffic costs, declining margins, and reductions in revenue. In addition, if we expand the scope of our services and/or served markets, we may compete with a greater number of technology companies, websites, buyers, and traditional media companies across an increasing range of different services, including in vertical markets where competitors may have advantages in expertise, brand recognition, and other areas. Internet search companies with brand recognition have significant numbers of direct sales personnel and web traffic that provide a significant competitive advantage and have a significant impact on pricing for Consumer Referrals or web traffic. Some of these companies may offer or develop more vertically targeted products that match consumers with products and services or match Consumer Referrals with buyers and, thus, compete with us more directly. Additionally, Internet search engines may incorporate artificial intelligence into their platforms in ways that we cannot predict, and AI-based platforms may increasingly compete with such search engines. Such changes may adversely impact the volume and price of Consumer Referrals. The trend toward consolidation in online marketing may also affect pricing and availability of Consumer Referral inventory. Many of our current and potential competitors also have other competitive advantages over us, such as longer operating histories, greater brand recognition, larger client bases, greater access to Consumer Referrals or web traffic more generally, and significantly greater financial, technical, and marketing resources. As a result, we may not be able to compete successfully, and such competition may affect the volume and price of Consumer Referrals, and, thus, our revenue, profit margins, and profitability. If we fail to deliver results that are superior to those that other technology companies engaged in digital customer acquisition deliver to partners, we could lose partners and market share, and our revenue may decline.

If we are unable to develop new offerings, achieve increased partner adoption of those offerings or penetrate new vertical markets, our business, financial condition, operating results, cash flows, and prospects could be materially and adversely affected.

Our continued improvement of our product and service offerings is critical to our continued growth. Accordingly, we must continually invest resources in product, technology, and development in order to further enhance the capabilities, effectiveness and competitive differentiation of our platform, including by improving upon and expanding the tools we offer to our partners for customer acquisition cost management and optimization.

As we develop and introduce new products and services, including those incorporating or utilizing artificial intelligence and machine learning and new processing of personal information, including personally identifiable information, they may raise new, or heighten existing, technological, security, legal and other risks and challenges, that may cause unintended consequences and may not function properly or may be misused by our clients. If we fail to adapt to our rapidly changing industry or to evolving client needs or expectations, or we provide new or updated products and services that exacerbate technological, security, legal or other challenges, the reputation of and demand for our platform or related offerings could decrease and our business, financial condition and operations may be adversely affected.

In addition, while we have historically concentrated our efforts on the property & casualty insurance, health insurance, and life insurance markets, we may in the future seek to opportunistically penetrate other vertical markets, such as consumer finance, education, and home services. In order to penetrate new vertical markets successfully, it will be necessary to develop an understanding of those new markets and the associated risks, which may require substantial investments of time and resources, and even then we may not be successful. In such event, our revenue may grow at a slower rate than we anticipate and our business, financial condition, operating results, cash flows, and prospects could be materially and adversely affected.

If we fail to manage future growth effectively, our business, financial condition, operating results, cash flows, and prospects could be materially and adversely affected.

We have experienced rapid growth in recent years and anticipate further growth in the future. This growth has placed, and will continue to place, significant demands on management and our operational infrastructure. As we continue to grow, we must continue to maintain and enhance our platform and information technology infrastructure, as well as our financial and accounting systems and controls. We must also continue to attract, train and retain a significant number of qualified information technology and other personnel, and to effectively integrate, develop, and motivate our employees, while maintaining the beneficial aspects of our company culture. If we do not manage the growth of our business and operations effectively, the quality of our services and efficiency of our operations could suffer and we may not be able to execute on our business plan, which could harm our business, financial condition, operating results, cash flows, and prospects.

Our past growth or the past growth in our verticals or by our competitors may not be indicative of future growth, and our revenue growth rate may decline in the future.

Our past growth or the past growth in our verticals or by our competitors may not be indicative of future growth, if any. We will not be able to grow as expected, or at all, if we do not accomplish the following:

- maintain and expand the number of Demand and Supply Partners that use our platform;
- increase the volume and quality of Consumer Referrals available on our platform;
- further enhance the capabilities and effectiveness of our platform, and effectively demonstrate the value provided by our platform to current and prospective partners;
- maintain the quality and security of our platform; and
- expand our presence to new verticals.

Our revenue growth rates may also be limited if we are unable to achieve high market penetration rates as we experience increased competition. If our revenue or revenue growth rates decline, investors' perceptions of our business may be adversely affected and the market price of our Class A common stock could decline.

If we are unable to attract, integrate, and retain qualified employees, our ability to develop and successfully grow our business could be harmed.

Our business depends on our ability to retain our key executives and management, including Steven Yi, our Chief Executive Officer and Co-Founder, and to hire, develop, and retain other key employees, as well as our ability to plan for and manage executive succession. Our ability to expand our business depends on our being able to hire, train, and retain sufficient numbers of experienced information technology employees, as well as data analytics, product and account management, and other personnel. Our success in recruiting highly skilled and qualified employees can depend on factors outside of our control, including the strength of the general economy and local employment markets, the availability of visas for non-U.S. workers and the availability of alternative forms of employment. Experienced information technology personnel, who are critical to the success of our business, are in particularly high demand. This demand is particularly acute in the Seattle, Washington area, where our technology and engineering team is based. Competition for their talents is intense, and retaining such individuals can be difficult. The loss of any of our executive officers or other key employees could materially and adversely affect our ability to execute our business plan and strategy, and we may not be able to find adequate replacements on a timely basis, or at all. Most of our executive officers and other key employees are at-will employees, which means they may terminate their employment relationships with us at any time, and their knowledge of our business and industry would be extremely difficult to replace.

We cannot ensure that we will be able to retain the services of any members of our senior management or other key employees. Key executives and other employees have left our company to pursue other opportunities in the past, and may do so in the future. If we do not succeed in attracting well-qualified employees or retaining and motivating our existing employees, our business, financial condition, operating results, cash flows, and prospects could be materially and adversely affected.

We may acquire other companies or technologies, which could divert our management's attention, result in additional dilution to our stockholders, and otherwise disrupt our operations and harm our operating results, financial condition, and prospects.

As part of our growth strategy, we intend to acquire businesses or technologies that we believe could complement, expand or enhance the features and functionality of our platform and our technical capabilities, broaden our service offerings or offer growth opportunities. For example, on April 1, 2022 we acquired substantially all of the assets of Customer Helper Team, LLC, a company engaged in lead generation through social media and short form video channels. The identification of suitable acquisition candidates can be difficult, time-consuming, and may divert the attention of management away from operating our business and cause us to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not such acquisitions are consummated. Acquisitions also could result in dilutive issuances of equity securities, the incurrence of debt, contingent liabilities, amortization expenses, impairment of goodwill and/or purchased long-lived assets, and restructuring charges, any of which could adversely affect our operating results and financial condition. In addition, we may face risks or experience difficulties in:

- effectively managing the combined business following the acquisition;
- implementing operations, technologies, controls, procedures, and/or policies at the acquired company;
- integrating the acquired company's accounting, human resource, and other administrative systems, and coordination of product, engineering, and sales and marketing functions;
- transitioning operations, users, and customers onto our existing platforms;
- obtaining any required approvals on a timely basis, if at all, from governmental authorities, or conditions placed upon approval that could, among other things, delay or prevent us from completing a transaction, or otherwise restrict our ability to realize the expected financial or strategic goals of an acquisition or other strategic transaction;
- cultural challenges associated with integrating employees from the acquired company into our organization, and retention of employees from the businesses we acquire;
- liability for activities of the acquired company, including intellectual property infringement claims, privacy issues, violations of laws, commercial disputes, tax liabilities, and other known and unknown liabilities; and
- litigation or other claims in connection with the acquisition of the acquired company, including claims from terminated employees, customers, former stockholders, or other third parties.

Depending on the condition of any company or technology we may acquire, that acquisition may, at least in the near term, adversely affect our business, financial condition, operating results, cash flows, and prospects and, if not successfully integrated with our organization, may continue to have such effects over a longer period. We may not realize the anticipated benefits of any acquisitions and we may not be successful in overcoming these risks or any other problems encountered in connection with potential acquisitions. Our inability to overcome these risks could have an adverse effect on our profitability, return on equity, and return on assets, and our ability to implement our business strategy and enhance stockholder value, which in turn could have a material and adverse effect on our business, financial condition, operating results, cash flows, and prospects.

We rely on data provided to us by our Demand Partners, our Supply Partners, and consumers to improve our technology and service offerings, and if we are unable to maintain or increase the amount of such data available to us, we may be unable to provide our Demand Partners with a bidding experience that is relevant, efficient, and effective or our Supply Partners with satisfactory revenue yields, which could adversely affect our business, financial condition, operating results, cash flows, and prospects.

Our business relies on the data provided to us by our Demand Partners, our Supply Partners, and consumers. The large amount of information we use in operating our platform is critical to the optimal functioning of our platform. If we are unable to maintain or effectively utilize the data provided to us, including data from our Demand Partners regarding consumer conversion, the value that we can provide to our partners may be reduced. In addition, the quality, accuracy, and timeliness of this data may suffer, which may lead to a negative bidding experience for Demand Partners using our platform, or decreased yields for Supply Partners using our platform, which could materially and adversely affect our business, financial condition, operating results, cash flows, and prospects.

We have made substantial investments, including time and human resources, in the development of our proprietary technology platform, which relies on consumer-provided data, third-party data, predictive modeling, and analytics engines to maximize value for our platform users. We cannot assure you that we will be able to continue to collect and retain sufficient data, or to improve our data technologies, to satisfy our operating needs and the needs of our partners. Failure to do so could materially and adversely affect our business, financial condition, operating results, cash flows and prospects.

In addition, to the extent consumers or third parties provide our suppliers' websites or our proprietary websites with inaccurate information or fail to provide information, the quality of Consumer Referrals offered to our Demand Partners through our platform may suffer. A decrease in quality of Consumer Referrals could lead to a reduction in use of our platform by our Demand Partners.

We depend upon internet search companies to direct a significant portion of visitors to our suppliers' websites and our proprietary websites. Changes in search engine algorithms have in the past harmed and may in the future harm the websites' placements in both paid and organic search result listings, which may reduce the number of visitors to our Supply Partners' websites and our proprietary websites and as a result, cause our revenue to decline.

Our success depends on our suppliers' ability to attract online visitors to their websites and our ability to attract online visitors to our proprietary websites, and to convert them into Consumer Referrals for our partners in a cost-effective manner. We depend on internet search companies to direct a substantial share of visitors to our suppliers' websites and our proprietary websites. Search companies offer two types of search results: organic and paid listings. Organic listings are displayed based solely on formulas designed by the search companies. Paid listings are displayed based on a combination of the buyer's bid price for particular keywords and the search engines' assessment of the website's relevance and quality. If one or more of the search engines or other online sources on which we or our suppliers rely for purchased listings modifies or terminates its relationship with us or decides to decrease its rating of the relevance and quality of our suppliers' or our proprietary websites, our traffic acquisition cost could rise, we could lose consumers, and traffic to our suppliers' websites and our proprietary websites could decrease, which could in turn decrease the amount and quality of Consumer Referrals made available for sale on our platform. Any of the foregoing could have a material and adverse effect on our business, financial condition, operating results, cash flows and prospects.

The ability to maintain or grow the number of visitors to our suppliers' websites and our proprietary websites from search companies is not entirely within our control. Search companies frequently revise their algorithms and changes in their algorithms have in the past caused or could in the future cause our suppliers' websites and our proprietary websites to receive less favorable placements. There have been fluctuations in organic rankings for a number of our suppliers' websites and some of the paid listing campaigns have also been harmed by search engine algorithmic changes. Search companies could also determine that the content of our suppliers' websites or our proprietary websites is either not relevant or is of poor quality.

Search engine companies periodically change their advertising policies, or implement new policies, which can affect the placement of our paid search results in listings (or even our ability to participate in paid search result listing at all), reducing the number of visitors to our owned and operated and third-party publishers' websites. For example, in April 2021, Google implemented a new policy requiring paid search advertisers to be licensed health insurance brokers to bid on health insurance-related keywords, which required us to become a licensed health insurance broker in all 50 states and the District of Columbia to be able to continue bidding on such keywords. Any such new or revised policies implemented in the future, or the loss of insurance licenses in particular states, could have a material adverse impact on our or our suppliers' ability to drive traffic to our respective websites, which could result in a smaller supply of Consumer Referrals available on our platform to our Demand Partners and thus lower revenue, which would have an adverse effect on our business, financial condition, operating results, cash flows, and prospects.

In addition, changes in the usage and functioning of search engines or decreases in consumer use of search engines, for example, as a result of the continued development of artificial intelligence technology, could negatively impact our owned and operated and our third-party publishers' websites. We also have incorporated and may continue to incorporate artificial intelligence and machine learning ("AIML") solutions into our platform and features, including those based on large language models ("LLM"), and these applications may become more important to our operations or to our future growth over time. We expect to utilize LLM solutions to help drive future growth or efficiencies in our business, but there can be no assurance that we will realize the desired or anticipated benefits. Our competitors and other third parties may incorporate AIML into their products more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Additionally, our offerings based on AIML may expose us to additional lawsuits and regulatory investigations and subject us to legal liability as well as brand and reputational harm. For example, if the content, analyses, or recommendations that AIML applications assist in producing are or are alleged to be deficient, inaccurate, or biased, or infringe on third-party intellectual property rights, our business, financial condition, and results of operations may be adversely affected. Regulatory uncertainty, including the lack of comprehensive federal legislation, a patchwork of existing and proposed frameworks, continuous changes to state laws to adapt AI and Privacy laws, and emerging regulatory initiatives, may expose us to compliance challenges and uncertainties. Our failure to adapt to these changes could result in legal and reputational consequences, including being required to adjust or limit our use of AI in certain jurisdictions to comply with new and evolving AI laws and regulations. Additionally, the use of AIML applications may create new vectors for malicious exploitation, and may in the future result in, cybersecurity incidents that implicate the personal data of end users of such applications. Any such cybersecurity incidents related to our use of AIML applications could adversely affect our reputation and results of operations. AIML also presents emerging ethical issues and if our use of AI becomes controversial, we may experience brand or reputational harm.

We or our Supply Partners may also fail to optimally manage our paid listings, our proprietary bid management technologies may fail, or higher bids by our competitors may increase the cost of Consumer Referrals, any of which may lead to a decrease in the number of visits to our Supply Partners' websites or our proprietary websites. As a result, we may need to use more costly sources to replace lost visitors who could have contributed to our supply of Consumer Referrals, and such increased expense could adversely affect our business, financial condition, operating results, cash flows, and prospects. Even if we and our suppliers succeed in driving traffic to our respective websites, we may not be able to effectively monetize this traffic or otherwise retain users. Failure to do so could result in a smaller supply of Consumer Referrals available on our platform to our Demand Partners and thus lower revenue, which would have an adverse effect on our business, financial condition, operating results, cash flows, and prospects.

If the market for digital customer acquisition services fails to continue to develop, our success may be limited, and our revenue may decrease.

The digital customer acquisition services market is relatively new and rapidly evolving, and it uses different measurements than traditional media to gauge its effectiveness. Some of our current or potential partners have little or no experience using the internet for customer acquisition purposes and have historically allocated only limited portions of their customer acquisition budgets to the internet. The adoption of digital customer acquisition, particularly by those companies that have historically relied upon traditional media for customer acquisition, requires the acceptance of a new way of conducting business, exchanging information, and evaluating new customer acquisition technologies and services.

In addition, we may experience resistance from traditional advertising agencies that may be advising our partners. We cannot assure you that the market for digital customer acquisition services will continue to grow. If the market for digital customer acquisition services fails to continue to develop or develops more slowly than we anticipate, the success of our business may be limited, and our revenue may stop growing or decrease.

Our existing and any future indebtedness could adversely affect our ability to operate our business.

On July 29, 2021, our subsidiary QuoteLab, LLC entered into the First Amendment to the 2020 Credit Agreement ("Credit Agreement"), as amended, which provides for the 2021 Term Loan Facility and the 2021 Revolving Credit Facility (collectively "2021 Credit Facilities"). On June 8, 2023, we entered into a Second Amendment (the "Second Amendment") to the Credit Agreement, (as amended by the Second Amendment, the "Existing Credit Agreement"), to, among other things, replace the existing LIBOR based rate applicable to the 2021 Credit Facilities with a SOFR with a credit spread adjustment as the interest rate benchmark. On August 4, 2025, we entered into a Third Amendment (the "Third Amendment") to the Existing Credit Agreement (as amended by the Third Amendment, the "Amended Credit Agreement"), to which certain lenders agreed to extend the maturity of their term loans and revolving commitments by one year. The 2021 Revolving Credit Facility is available for general corporate purposes. The 2021 Credit Facilities will mature on July 29, 2026 with respect to the non-extending lenders, and July 29, 2027 with respect to the extending lenders.

As of December 31, 2025, the aggregate principal amount outstanding under the 2021 Term Loan Facility was $149.0 million and our borrowing capacity under the 2021 Revolving Credit Facility was $45.0 million. In addition, we may in the future decide to incur additional indebtedness.

Our existing or future indebtedness could have important consequences, including:

- requiring us to dedicate a substantial portion of our cash flow to payments on our indebtedness, which would reduce the amount of cash flow available to fund working capital, capital expenditures or other corporate purposes;
- increasing our vulnerability to general adverse economic, industry, and market conditions;
- subjecting us to restrictive covenants, including restrictions on our ability to pay dividends and requiring the pledge of substantially all of our assets as collateral, that may reduce our ability to take certain corporate actions or obtain further debt or equity financing;
- limiting our ability to plan for and respond to business opportunities or changes in our business or industry; and
- placing us at a competitive disadvantage compared with our competitors that have less debt or better debt servicing options.

In addition, our indebtedness under the 2021 Credit Facilities bears interest at a variable rate, making us vulnerable to increases in the market rate of interest. For example, interest paid on the 2021 Credit Facilities during the year ended December 31, 2023 increased by $6.7 million, or 95%, compared with the year ended December 31, 2022, due to higher interest rates. If the market rate of interest increases, we will have to pay additional interest on this indebtedness, which would reduce cash available for our other business needs.

The Existing Credit Agreement requires us to comply with certain financial covenants, including maintaining specific financial ratios. These ratios are based in part on our Consolidated EBITDA, as defined in the Amended Credit Agreement. Our ability to continue to meet these financial ratios and tests will be dependent upon our future performance, which will be subject to financial, business and other factors affecting our operations, many of which are beyond our control. For example, during the second half of 2021, the auto insurance industry began to experience a cyclical downturn, which reduced our Consolidated EBITDA and our compliance cushion with respect to our financial covenants. In the event that, due to business conditions or other events, we are unable to continue to generate the levels of Consolidated EBITDA required to maintain compliance with such financial covenants, we may need to reduce operating costs, negotiate amendments to or waivers of the terms of such credit facilities, refinance our debt, or raise additional capital.

We may not have sufficient funds, and may be unable to generate sufficient cash flows from operations, to pay the amounts due under our existing debt instruments. Failure to make payments or comply with other covenants under our existing or future debt instruments could result in an event of default. Upon the maturity of the 2021 Credit Facilities, or earlier if an event of default occurs and the lender accelerates the amounts due, we may need to seek additional financing, which may not be available on acceptable terms, in a timely manner or at all. In such event, we may not be able to make accelerated payments, and the lender could seek to enforce security interests, if any, in the collateral securing such indebtedness, which includes or could include substantially all of our assets. In addition, the covenants and other terms of our existing or future debt instruments could interfere with our execution of our growth strategy and limit our ability to obtain additional debt financing. Any of these events could have a material and adverse effect on our business, financial condition, operating results, cash flows, and prospects.

Changes in tax laws or exposure to additional income or other tax liabilities could affect our future profitability.

We are subject to income taxes in the United States, various state and local jurisdictions and foreign jurisdictions. Our effective tax rate and profitability could be subject to volatility or adversely affected by a number of factors, including:

- changes in applicable tax laws and regulations, or their interpretation and application, including the possibility of retroactive effect;
- changes in accounting and tax standards or practice;
- changes in the valuation of deferred tax assets and liabilities; and
- our operating results before taxes.

In addition, we have in the past been, and may in the future be subject to audits of our income, sales, and other taxes by U.S. federal, state and local taxing authorities, and foreign authorities. Outcomes from these audits could have a material and adverse effect on our business, financial condition, operating results, cash flows, and prospects.

Taxing authorities may assert that we should have collected or in the future should collect sales and use, gross receipts, value added or similar taxes, and may successfully impose additional obligations on us, and any such assessments or obligations could adversely affect our operating results.

The application of indirect taxes, such as sales and use tax, value-added tax, digital services tax, digital advertising tax, business tax, gross receipts tax, and other similar tax to platform and digital advertising businesses is a complex and evolving issue. Sales, use, value added and similar tax laws and rates vary greatly by jurisdiction, and many of the statutes and regulations that impose these taxes were established before the adoption and growth of the Internet and e-commerce. Significant judgment is required on an ongoing basis to evaluate applicable tax obligations and as a result amounts recorded are estimates and are subject to adjustments. In many cases, the ultimate tax determination is uncertain because it is not clear how new and existing statutes might apply to our business. In addition, proposed or newly enacted laws regarding indirect tax could increase our compliance obligations. Any failure by us to prepare for and to comply with the reporting and record-keeping obligations could result in penalties and other sanctions, and could adversely affect our financial condition and results of operations. We do not collect indirect taxes in the majority of the jurisdictions in which we have sales, and we believe that such taxes are not applicable either because our products and services are not subject to these taxes or we do not have the requisite amount of contacts with the state for the state to be able to impose these taxes. Certain jurisdictions in which we do not collect such taxes may assert that such taxes are applicable, which could result in tax assessments, penalties and interest, to us or our customers for the past amounts, and we may be required to collect such taxes in the future. If we are unsuccessful in collecting such taxes from our customers, we could be held liable for such costs. Such tax assessments, penalties and interest, or future requirements may adversely affect our operating results.

We have faced, and may face in the future, various indirect tax audits in various U.S. jurisdictions. Tax authorities may challenge or disagree with our calculation, reporting or collection of taxes and may require us to collect taxes in jurisdictions in which we do not currently do so or to remit additional taxes and interest, and could impose associated penalties and fees. Although we have reserved for potential payments of past tax liabilities on our financial statements, a successful assertion by one or more tax authorities could result in substantial tax liabilities in excess of such reserves as well as penalties and interest, and could harm our business, financial condition and results of operations.

We may from time to time be subject to litigation, which may be extremely costly to defend, could result in substantial judgment or settlement costs or subject us to other remedies.

We have in the past and may from time to time in the future be involved in various legal proceedings, including, but not limited to, actions relating to claims of violations of laws or regulations, breach of contract, and intellectual property infringement, misappropriation or other violation. For example, the FTC Staff alleged that we had violated certain U.S. federal laws in connection with our lead generation and telemarketing activities, and state insurance regulators or attorneys general have in the past and may in the future make claims that certain of our proprietary properties, particularly in our health insurance vertical, do not comply with one or more regulations governing consumer protection and/or the marketing of insurance products in that state. Claims may be expensive to defend, may divert management's time away from our operations, and may affect the availability and premiums of our liability insurance coverage, regardless of whether they are meritorious or ultimately lead to a judgment against us. We cannot assure you that we will be able to successfully defend or resolve any current or future litigation matters, in which case those litigation matters could have a material and adverse effect on our business, financial condition, operating results, cash flows, and prospects.

Supply Partners, Demand Partners or vendors may engage in unauthorized or unlawful acts that could subject us to significant liability or cause us to lose Demand Partners and revenue.

We generate a majority of our Consumer Referrals from online media that we source directly from our Supply Partners' websites, as well as indirectly from the affiliates of our Supply Partners. We also utilize third-party call centers and email marketers in our generation of Consumer Referrals. We sell Consumer Referrals to Demand Partners that use them to contact or otherwise engage with the consumers to sell them products.

Although we require third parties with whom we contract to agree to comply with applicable laws and regulations and endeavor to monitor and enforce these requirements, we ultimately cannot control the activities of third parties with whom we directly contract or who otherwise play a role in the generation, sale or purchase of our Consumer Referrals. Therefore, our programs and requirements to ensure compliance by these direct or indirect third parties may not be successful. In the past, we have identified and taken action to address instances of noncompliance with laws, regulations or our code of conduct by these third parties, and while our compliance program is designed to detect, prevent and stop such noncompliance, our compliance efforts may not be successful. We may be subject to liability for any failure of our Supply Partners, Demand Partners, vendors or their respective affiliates to comply with regulatory requirements, such as for misrepresentations made by them. In addition, certain of our contracts with Demand Partners impose liability on us, including indemnification obligations, for the acts of our Supply Partners or vendors. We could be subject to costly litigation and, if we are unsuccessful in defending ourselves or in obtaining indemnity, we could incur damages for the unauthorized or unlawful acts of Supply Partners or vendors.

Some of these third parties, vendors, and their respective affiliates are authorized to use our Demand Partners' brands, subject to contractual restrictions. Any activity by suppliers, vendors, or their respective affiliates which violates the marketing guidelines of our Demand Partners or that our Demand Partners view as potentially damaging to their brands, whether or not permitted by our contracts with our Demand Partners, could harm our relationships and cause Demand Partners to terminate their relationship with us, resulting in a loss of revenue. Moreover, because we do not have a direct contractual relationship with the affiliates of our suppliers, we may not be able to monitor the compliance activity of such affiliates. If we are unable to cause our Supply Partners to monitor and enforce our Demand Partners' contractual restrictions on such affiliates, our Demand Partners may terminate their relationships with us or decrease their customer acquisition budgets with us.

We maintain cash balances in our bank accounts that exceed the FDIC insurance limitation.

We maintain our cash assets at commercial banks in the U.S. in amounts in excess of the Federal Deposit Insurance Corporation insurance limit of $250,000. In the event of a failure at a commercial bank where we maintain our deposits or uninsured losses on money market or other cash equivalents in which we maintain cash balances, we may incur a loss to the extent such loss exceeds the insurance limitation, which could have a material adverse effect upon our financial conditions and our results of operations.

Operating and growing our business may require additional capital, and if capital is not available to us, our business, financial condition, operating results, cash flows, and prospects may suffer.

Operating and growing our business is expected to require further investments in our technology and operations. We may be presented with opportunities that we want to pursue, and unforeseen challenges may present themselves, any of which could cause us to require additional capital beyond our internally generated cash flows. At any given time, if our cash needs exceed our expectations or we experience rapid growth, we could experience strain in our cash flow, which could adversely affect our operations in the event we were unable to obtain other sources of liquidity.

If we raise additional funds through future issuances of equity or convertible debt securities, our 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 that we may secure in the future could involve debt service obligations and 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. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to pursue our business objectives and to respond to business opportunities, challenges or unforeseen circumstances could be significantly limited, and our business, financial condition, operating results, cash flows, and prospects could be materially and adversely affected.

We have incurred significant net losses in the past and we may not be able to generate sufficient revenue to be profitable over the long term.

We have incurred net losses in the past, and we have an accumulated deficit of $480.3 million at December 31, 2025. If we fail to maintain or grow our revenue and manage our expenses, we may incur significant losses in the future and not be able to maintain or increase our profitability.

Broad-based pandemics or public health crises, such as the COVID-19 pandemic, have had, and may in the future have, an adverse impact on our business, financial condition, operating results, cash flows, and prospects.

Our business has been, and may in the future be, adversely impacted by the effects of public health crises, such as the global COVID-19 pandemic. For example, the impacts of the COVID-19 pandemic, including supply chain constraints and labor shortages, contributed to higher-than-expected inflation in insurance claims costs, which drove significant reductions in P&C insurance carrier profitability, leading our P&C insurance carrier partners to reduce their customer acquisition spending. The timing and slope of a recovery in this vertical are difficult to predict. In addition, in our travel vertical, COVID-19 led to a dramatic decline in consumers shopping for travel-related products, which in turn led to a significant decline in our revenue from the travel vertical, and as a result we fully exited the travel vertical during the second quarter of 2025.

In addition, future outbreaks of COVID-19 or other widespread diseases may occur in the future, any of which could negatively affect customer acquisition spend by our Demand Partners or on consumer insurance product search activity (and, in turn, Consumer Referral availability), or require changes to our business operations, any of which could have a material and adverse effect on our business, financial condition, operating results, cash flows, and prospects.

Our business could be adversely affected by natural disasters, political crises, economic downturns or other unexpected events.

A significant natural disaster, such as an earthquake, fire, hurricane, tornado, flood or significant power outage, could disrupt our operations, platform, the internet or the operations of our third-party technology providers. In particular, our corporate headquarters are located in Los Angeles, California, a region known for seismic activity. In addition, any unforeseen political crises, terrorist attacks, war, political instability, or other catastrophic events, whether in the United States or abroad, could adversely affect our operations or the economy as a whole. Any natural disaster, act of terrorism or other disruption to us or our third-party providers' abilities could materially interfere with or prevent us from conducting our business for a period of time, which impact may be further increased if our disaster recovery plans prove to be inadequate. In addition, if insurance carriers experience large or unexpected underwriting losses due to a natural disaster, act of terrorism or other catastrophic event, these carriers may decrease the amount of money they spend on customer acquisition spending until they can obtain regulatory approval to raise premiums. Any of these risks could adversely affect our business, financial condition, operating results, cash flows, and prospects.

Risks related to information security and privacy, the integrity of our platform, and our intellectual property

Our business could be materially and adversely affected by a cybersecurity breach or other attack involving our computer systems or those of our partners or third-party service providers.

Our systems and those of our partners and third-party service providers could be vulnerable to cyber-attacks by third parties seeking unauthorized access to our data or data of our partners or consumers, or to disrupt our ability to provide service. Our operations involve the collection, storage, processing, and transmission of a large amount of data, including personal information, and security breaches could result in the loss or exposure of this information, which could result in potential liability, litigation and remediation costs, as well as reputational harm, or otherwise materially disrupt our operations, any of which could have an adverse effect on our business, financial condition, operating results, cash flows, and prospects.

Cybersecurity incidents are increasing in frequency and evolving in nature and include, but are not limited to, installation of malicious software, ransomware, viruses, phishing attacks, denial of service or other attacks, breach by intentional or negligent conduct on the part of employees or other internal sources, unauthorized access to data and other electronic security breaches. Concerns about security increase when information (including personal data) is transmitted electronically, as is the case with both our technology platform and our other information technology systems, as such transmissions can be subject to attack, interception, loss or corruption. In addition, computer viruses and malware can be distributed and spread rapidly over the internet and could infiltrate our systems or those of our buyers, sellers, and third-party service providers. Additionally, the use of artificial intelligence by outside parties to launch more automated, targeted and coordinated attacks may increase the risks of cyberattacks or data breaches. Further, outside parties may attempt to fraudulently induce our employees, partners or third-party service providers to disclose sensitive information in order to gain access to our systems. Infiltration of our systems or those of our partners and third-party service providers could lead to disruptions in systems, accidental or unauthorized access to or disclosure, loss, destruction, disablement or encryption of, use or misuse of or modification of confidential or otherwise protected information (including personal data) and the corruption of data. These risks may increase as we continue to grow and collect, process, store, and transmit increasingly large amounts of data. Although we are not aware of any material information security breaches to date, we have detected common types of attempts to attack our information systems and data.

If we or any of our partners or third-party service providers experience security breaches that cause interruptions to the services we provide, or the loss or unauthorized disclosure or use of confidential information, it could cause partners or consumers to lose confidence and trust in us and our services, terminate data integrations with us, or stop using our platform or websites entirely, which could have an adverse effect on our business, financial condition, operating results, cash flows, and prospects.

We take efforts to protect our systems and data, including establishing cybersecurity policies and processes, performing risk assessments to aid in the identification and mitigation of threats, and implementing technological measures designed to provide multiple layers of security. However, it is difficult or impossible to defend against every risk being posed by changing technologies as well as criminals' intent on committing cyber-crime, and these efforts may not be successful in preventing, detecting, or stopping attacks. The sophistication and resources of cyber criminals and other threat actors continue to increase, and the techniques they use to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently, often are not recognized until launched against a target, and often originate from less regulated and remote areas around the world. As a result, we may be unable to proactively implement adequate preventative measures, to react in a timely manner to any cyber-attacks or other security incidents, or to successfully implement remediation efforts. Controls employed by our information technology department and our partners and third-party service providers, including cloud vendors, could prove inadequate. We also have employees located outside of the United States, which may subject us to greater risk of cyberattacks. A breach of our security that results in unauthorized access to our data could expose us to a disruption or challenges relating to our daily operations, as well as to data loss, litigation, damages, fines and penalties, significant increases in compliance costs and reputational damage, any of which could have a material and adverse effect on our business, financial condition, operating results, cash flows, and prospects.

We rely on third-party service providers and technologies to operate critical business systems to process sensitive information in a variety of contexts, including cloud-based infrastructure, data center facilities, encryption and authentication technology, employee communications, and other functions, and we also have data integrations with certain partners, both of which may increase the risk of cybersecurity attacks and loss, corruption, or unauthorized publication of our information or the confidential information of consumers and employees. Third-party risks may include insufficient security measures, data location uncertainty, and the possibility of data storage in inappropriate jurisdictions where laws or security measures may be inadequate. Although we generally have agreements relating to cybersecurity and data privacy in place with our partners and third-party service providers, they are limited in nature and we cannot assure you that such agreements will prevent the accidental or unauthorized access to or disclosure, loss, destruction, disablement or encryption of, use or misuse of or modification of data (including personal data) or enable us to obtain adequate or any reimbursement from our partners or third-party service providers in the event we should suffer any such incidents.

Our employees have a hybrid work schedule consisting of both in-person work and working from home. Although we have implemented work-from-home protocols, the actions of our employees while working from home may increase the risk of compromise to our systems, confidential information or data, due to factors including employees' access and use of company networks and/or information on non-company devices, accessing our systems or data using wireless networks that we do not control or the ability to transmit or store company-controlled data outside of our secured network.

Any or all of the issues above could adversely affect our ability to attract new partners and continue our relationship with existing partners, cause our partners to cancel their contracts with us or subject us to governmental or third-party lawsuits, investigations, regulatory fines or other actions or liability, thereby harming our business, financial condition, operating results, cash flows, and prospects. Any accidental or unauthorized access to or disclosure, loss, destruction, disablement or encryption of, use or misuse of or modification of data, cybersecurity breach or other security incident that we or our partners could experience or the perception that one has occurred or may occur, could harm our reputation, reduce the demand for our services and disrupt our normal business operations. In addition, it may require us to spend material resources to investigate or correct the breach and to prevent future security breaches and incidents, expose us to uninsured liability, increase our risk of regulatory scrutiny, expose us to legal liabilities, including litigation, regulatory enforcement, indemnity obligations or damages for contract breach, and cause us to incur significant costs, any of which could materially adversely affect our business, financial condition, and results of operations. Moreover, there could be public announcements regarding any such incidents and any steps we take to respond to or remediate such incidents, and if securities analysts or investors perceive these announcements to be negative, it could have a substantial adverse effect on the price of our Class A common stock.

We collect, process, store, share, disclose, transfer, and use consumer information and other data, and an actual or perceived failure to protect such information and data or respect users' privacy could damage our reputation and brand or negatively affect our ability to retain partners and harm our business, financial condition, operating results, cash flows, and prospects.

The operation of our platform involves the collection, processing, storage and transmission of consumers' information, including personal information, and security breaches could expose us to a risk of loss or exposure of this information, which could result in potential liability, investigations, regulatory fines, litigation, and remediation costs, as well as reputational harm, all of which could materially and adversely affect our business, financial condition, operating results, cash flows, and prospects. For example, unauthorized parties could steal consumer names, email addresses, physical addresses, phone numbers, and other information, which we collect when providing our services.

Any failure or perceived failure by us to comply with our privacy policies, our privacy-related obligations to consumers or other third parties, or our privacy-related legal obligations, or any compromise of security that results in the unauthorized release or transfer of sensitive information, which could include personally identifiable information or other user data, may result in governmental investigations, enforcement actions, regulatory fines, litigation, and public statements against us by consumer advocacy groups or others, and could cause consumers and partners to lose trust in us, all of which could be costly and have an adverse effect on our business, financial condition, operating results, cash flows, and prospects. Regulatory agencies or business partners may institute more stringent data protection requirements or certifications than those which we are currently subject to and, if we cannot comply with those standards in a timely manner, we may lose the ability to maintain our platform. Moreover, if third parties that we work with violate applicable laws or our policies, such violations also may put consumer or partner information at risk and could in turn harm our reputation, business, financial condition, operating results, cash flows, and prospects.

There can be no assurance that any security measures that we or our third-party service providers have implemented will be effective against current or future security threats. While we have developed systems and processes to protect the integrity, confidentiality, and security of our and our partners' data, our security measures or those of our third-party service providers could fail and result in unauthorized access to or disclosure, modification, misuse, loss or destruction of such data.

In addition, we may be unable to halt the operations of third parties that aggregate or misappropriate our data, and such activity could harm our business, financial condition, operating results, cash flows, and prospects.

If we are unable to adequately obtain, maintain, protect or enforce our intellectual property rights, proprietary systems, technology and brand, our ability to compete could be harmed.

Our ability to compete effectively depends upon our ability to obtain, maintain, protect, and enforce our intellectual property rights, proprietary systems, technology and brand. We rely on a combination of trade secret, trademark and copyright law, confidentiality agreements, and technical measures to establish, maintain and protect our intellectual property rights and technology. These laws are subject to change at any time and could further limit our ability to protect our intellectual property rights. Additionally, there is uncertainty concerning the scope of intellectual property protection for software and business methods, which are fields in which we rely on intellectual property laws to protect our rights. Despite our efforts to obtain, maintain, protect, and enforce our intellectual property rights, these efforts may not be sufficient to effectively prevent unauthorized disclosure or unauthorized use of our trade secrets or other confidential information or to prevent third parties from infringing, misappropriating, diluting or otherwise violating our intellectual property rights and offering similar or superior functionality. To the extent we are able to obtain enforceable intellectual property rights, such intellectual property rights may not prevent third parties from reverse engineering our proprietary information or independently developing product and service technology offerings and services similar to or duplicative of our product and service offerings. For example, monitoring and protecting our intellectual property rights can be challenging and costly and we may not be effective in policing or prosecuting such unauthorized use or disclosure.

We also may fail to maintain or be unable to obtain adequate protections for certain of our intellectual property rights in the U.S. or certain foreign countries, and our intellectual property rights may not receive the same degree of protection in foreign countries as they would in the U.S. because of the differences in foreign patent, trademark, copyright, and other laws concerning proprietary rights. Any of our intellectual property rights may be challenged or circumvented by others or invalidated or held unenforceable through administrative process or litigation in the U.S. or in foreign jurisdictions. Furthermore, legal standards relating to the validity, enforceability, and scope of protection of intellectual property rights are uncertain. In addition, our competitors may attempt to copy unprotected aspects of our product design or independently develop similar technology or design around our intellectual property rights. Third parties also may take actions that diminish the value of our proprietary rights or our reputation or cause partner confusion through the use of similar service names or domain names. Litigation regarding any intellectual property disputes may be costly and disruptive to us. Any of these results would harm our business, financial condition, operating results, cash flows, and prospects.

Additionally, we rely, in part, on trade secrets, proprietary know-how, and other confidential information to maintain our competitive position. We enter into confidentiality and invention assignment agreements with our employees and enter into confidentiality agreements with third parties, including our partners. However, we cannot guarantee that we have entered into such agreements with each party that has or may have had access to our proprietary information, know-how and trade secrets. Moreover, no assurance can be given that these agreements will be effective in controlling access to, distribution, use, misuse, misappropriation, reverse engineering or disclosure of our proprietary information, know-how and trade secrets. Further, these agreements may not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our products and platform capabilities. These agreements may be breached, and we may not have adequate remedies for any such breach. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret or know-how is difficult, expensive, and time-consuming, and the outcome is unpredictable. In addition, trade secrets and know-how can be difficult to protect and some courts inside and outside the U.S. are less willing or unwilling to protect trade secrets and know-how. 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. If any of our trade secrets were to be disclosed to or independently developed by a competitor or other third party, our competitive position would be materially and adversely harmed.

We currently hold various domain names relating to our brand, including mediaalpha.com, quotelab.com, and healthplans.com. Failure to maintain our domain names could adversely affect our reputation and brand and make it more difficult for current and future partners to find our website and our platform. We may be unable, without significant cost or at all, to prevent third parties from acquiring domain names that are similar to, infringe upon or otherwise decrease the value of our trademarks and other proprietary rights.

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

Our success depends, in part, on our ability to develop and commercialize our products and services without infringing, misappropriating or otherwise violating the intellectual property rights of third parties. However, we may not be aware that our products or services are infringing, misappropriating or otherwise violating third-party intellectual property rights and such third parties may bring claims alleging such infringement, misappropriation or violation. Third parties may be able to successfully challenge, oppose, invalidate, render unenforceable, dilute, misappropriate or circumvent our trademarks, copyrights, and other intellectual property rights. Additionally, companies in the internet, technology, and media industries own large numbers of patents, copyrights, trademarks, and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. As we face increasing competition and become increasingly high profile, the possibility of receiving a larger number of intellectual property claims against us grows. In addition, various “non-practicing entities,” and other intellectual property rights holders may in the future attempt to assert intellectual property claims against us or seek to monetize the intellectual property rights they own to extract value through licensing or other settlements.

Any claim of infringement or other proceeding involving our intellectual property rights by a third party, even those without merit, against us or for which we are required to provide indemnification could cause us to incur substantial costs defending against the claim, could distract our management from our business, and could require us to cease use of such intellectual property. Further, because of the substantial amount of discovery required in connection with intellectual property litigation, we risk compromising our confidential information during this type of litigation. We may be required to make substantial payments for legal fees, settlement fees, damages, royalties, or other fees in connection with a claimant securing a judgment against us. If a third party is able to obtain an injunction preventing us from accessing such third party’s intellectual property rights, or if we cannot license or develop alternative technology for any infringing aspect of our business, we would be forced to limit or stop sales of our products and platform capabilities or cease business activities related to such intellectual property.

We may be required to spend significant resources in order to monitor and protect our intellectual property rights, and some violations may be difficult or impossible to detect. Actions we may take to enforce our intellectual property rights may be expensive and divert management’s attention away from the ordinary operation of our business and could result in the impairment or loss of portions of our intellectual property. Our efforts to enforce our intellectual property rights may be met with defenses, counterclaims, and countersuits attacking the validity and enforceability of our intellectual property rights, and, if such defenses, counterclaims, and countersuits are successful, we could lose valuable intellectual property rights. Our inability to secure and protect our intellectual property rights could impair the functionality of our platform, delay introductions of enhancements to our platform, result in our substituting inferior or more costly technologies into our platform, or harm our reputation and brand, and could materially and adversely affect our brand and business, financial condition, operating results, cash flows, and prospects. Furthermore, such enforcement actions, even if successful, may not result in an adequate remedy. In addition, many companies have the capability to dedicate greater resources to enforce their intellectual property rights and to defend claims that may be brought against them.

Although we carry general liability insurance, our insurance may not cover potential claims of this type or may not be adequate to indemnify us for all liability that may be imposed. We cannot predict the outcome of lawsuits and cannot ensure that the results of any such actions will not have an adverse effect on our business, financial condition, operating results, cash flows, and prospects. Such claims could subject us to significant liability for damages and could result in our having to stop using technology found to be in violation of a third party’s rights. Further, we might be required to seek a license for third-party intellectual property, which may not be available on commercially reasonable terms (if at all) and may significantly increase our operating expenses. Some licenses may be non-exclusive, and therefore our competitors may have access to the same technology licensed to us. If a third party does not offer us a license to its intellectual property on commercially reasonable terms, or at all, we could be required to develop alternative non-infringing technology, which could require significant time, effort and expense, and may ultimately not be successful. If we cannot license or develop technology for any infringing aspect of our business, we would be forced to limit our services, which could affect our ability to compete effectively. Any of these results would harm our business, financial condition, operating results, cash flows, and prospects.

Our business depends on our ability to maintain and improve the technological infrastructure that supports our platform, and any significant disruption in service on our platform could result in a loss of partners, which could harm our business, financial condition, operating results, cash flows, and prospects.

Our ability to service partners depends on the reliable performance of our technological infrastructure, including the cloud computing platforms we use. Interruptions, delays or failures in these systems, whether due to our cloud computing and other vendors, adverse weather conditions, natural disasters, power loss, computer viruses, cybersecurity attacks, physical break-ins, terrorism, errors in our software or otherwise, could be prolonged and could affect the security or availability of our platform. Our systems or those of third parties may also contain undetected errors or other performance problems or may fail due to human error. The reliability and security of our systems, and those of our partners and vendors, is important not only to maintaining our platform, but also to maintaining our reputation and ensuring the proper protection of our confidential and proprietary information. If we experience operational failures or prolonged disruptions or delays in the availability of our systems, we could lose current and potential partners, which could harm our business, financial condition, operating results, cash flows, and prospects.

Any errors, defects, or disruptions in our platform or services we rely on from third parties, or other performance problems with our platform or services we rely on from third parties could harm our brand and may damage the businesses of our partners. Our online systems, including our platform, could contain undetected errors, or "bugs," that could adversely affect their performance. Additionally, we update our platform and our other online systems. These updates may contain undetected errors when first introduced or released, which may cause disruptions in our services and may, as a result, cause us to lose current and potential partners, which could harm our business, financial condition, operating results, cash flows, and prospects.

We rely on third-party service providers for many aspects of our business, including the hosting of our platform, and any disruption of service experienced by a third-party service provider or our failure to manage and maintain existing relationships or identify other high-quality, third-party service providers could harm our business, financial condition, operating results, cash flows, and prospects.

We rely on Amazon Web Services to deliver our platform to our partners, and any disruption of, or interference with, our use of Amazon Web Services could adversely affect our business, financial condition, operating results, cash flows, and prospects.

Amazon Web Services ("AWS") is a third-party provider of cloud infrastructure services. We rely on AWS for the cloud computing infrastructure we use to host our platform and website, serve our users and support our operations and many of the internal tools we use to operate our business, including compute, storage, data transfer, and other functions and services. We do not have control over the operations of the facilities of AWS that we use. AWS' facilities may be vulnerable to damage or interruption from earthquakes, hurricanes, floods, fires, cybersecurity attacks, terrorist attacks, power losses, telecommunications failures, and other events beyond our control. We have from time to time experienced service outages in AWS' systems and services. In the event that AWS' systems or service abilities are hindered by any of the events discussed above, our ability to operate our platform may be impaired, which could result in us missing financial targets for a particular period. A decision to close the facilities without adequate notice, or other unanticipated problems, could result in lengthy interruptions to our platform. All of the aforementioned risks may be exacerbated if our or AWS' business continuity and disaster recovery plans prove to be inadequate.

Additionally, AWS may experience threats or attacks from computer malware, ransomware, viruses, social engineering (including phishing attacks), denial of service or other attacks, employee theft or misuse, and general hacking, which have become more prevalent in our industry. Any of these security incidents could result in unauthorized access to, damage to, disablement or encryption of, use or misuse of, disclosure of, modification of, destruction of, or loss of our data or our partners' data or disrupt our ability to provide our platform or service. Our platform's continuing and uninterrupted performance is critical to our success. Users may become dissatisfied by any system failure that interrupts our ability to provide our platform to them. We may not be able to easily switch our AWS operations to another cloud or other data center provider if there are disruptions or interference with our use of AWS, and, even if we do switch our operations, other cloud and data center providers are subject to the same risks. Sustained or repeated system failures would reduce the attractiveness of our platform to our partners, thereby reducing revenue. Moreover, negative publicity arising from these types of disruptions could damage our reputation and may adversely impact the use of our platform. We may not carry sufficient business interruption insurance to compensate us for losses that may occur as a result of any events that cause interruptions in our service.

AWS does not have an obligation to renew its agreements with us on commercially reasonable terms, or at all. Although alternative data center providers could host our platform on a substantially similar basis to AWS, transitioning the cloud infrastructure currently hosted by AWS to alternative providers could potentially be disruptive and we could incur significant one-time costs as well as increased operating costs. If we are unable to renew our agreement with AWS on commercially reasonable terms, our agreement with AWS is prematurely terminated, or we add additional infrastructure providers, we may experience costs or downtime in connection with the transfer to, or the addition of, new data center providers. If AWS or other infrastructure providers increase the costs of their services, our business, financial condition, operating results, cash flows, and prospects could be materially and adversely affected.

Our proprietary predictive modeling tools and machine learning algorithms may not operate properly or as we expect them to, which could detrimentally impact our buyers' advertising campaigns. Moreover, our proprietary predictive modeling tools and machine learning algorithms may lead to unintentional bias and discrimination.

We use proprietary predictive modeling tools and machine learning algorithms in our product offerings. The data that we gather from interactions with consumers is evaluated and curated by proprietary predictive modeling tools and machine learning algorithms. The continuous development, maintenance, and operation of our data analytics infrastructure is expensive and complex, and may involve unforeseen difficulties, including material performance problems, undetected defects or errors. We may encounter technical obstacles, and it is possible that we may discover additional problems that prevent our proprietary predictive modeling tools and machine learning algorithms from operating properly. If our data analytics do not function reliably, this could negatively impact either the bidding experience for buyers on our platform or our ability to filter bids as part of the bid screening process or accurately predict a consumer's buying behavior. Any of these situations could result in buyers' dissatisfaction with us, which could cause our buyers to stop using our platform or prevent prospective buyers from using our platform. Additionally, our proprietary predictive modeling tools and machine learning algorithms may lead to unintentional bias and discrimination, which could subject us to legal or regulatory liability as well as reputational harm. Any of these eventualities could result in a material and adverse effect on our business, financial condition, operating results, cash flows, and prospects.

If the way cookies are used or shared, or if the use or transfer of cookies is restricted by third parties outside of our control or becomes subject to unfavorable legislation or regulation, our ability to develop and provide certain products or services could be affected.

Small text files (referred to as "cookies") placed on internet browsers by certain websites are used to gather data regarding a user's web browsing activity. For example, cookie data allows us to collect data about the websites and webpages that users may visit or to identify users on other websites who have previously visited our partners' websites. This information helps us to recognize prior users and to gather accurate conversion data from our partners. The availability of cookie data may be limited by numerous potential factors, including general trends among internet users to refuse to accept cookies on their web browsers, web browsers blocking third-party cookies by default or otherwise transitioning away from using cookies, other laws or regulations limiting the transferability or use of information gathered using cookies, or the refusal of providers of such information to provide it to us or to provide it to us on favorable terms. If we are not able to obtain this information on the terms we anticipate, our product offerings may be affected, which may cause a reduction in revenue or a reduction in revenue growth.

Our use of "open source" software could adversely affect our ability to protect our proprietary software and subject us to possible litigation.

Some of our services and technologies incorporate software licensed under so-called "open source" licenses. In addition to risks related to general license requirements, usage of "open source" software can lead to greater risks than use of third-party commercial software, as "open source" licensors generally do not provide warranties or controls on origin of the software or other contractual protections regarding infringement claims or code quality, as it is generally freely accessible, usable, and modifiable, and is made available to the general public on an "as-is" basis under the terms of a non-negotiable license. Additionally, "open source" licenses frequently require that source code subject to the license be made available to the public, and often require that modifications or derivative works to "open source" software continue to be licensed under "open source" licenses. Certain "open source" licenses mandate that proprietary software, when combined in specific ways with "open source" software, become subject to the "open source" license.

From time to time, companies that incorporate open source software into their platforms have faced claims challenging the use of open source software and/or compliance with open source license terms. We could be subject to suits by parties claiming ownership of what we believe to be open source software, or claiming non-compliance with open source licensing terms. Some open source licenses require users who distribute software containing open source to make available source code for modifications or derivative works we create based upon the type of open source software we use, or grant other licenses to our intellectual property, which in some circumstances could include valuable proprietary code of the user. While we monitor our use of open source software and try to ensure that none is used in a manner that would require us to disclose our proprietary source code or that would otherwise breach the terms of an open source agreement, such use could inadvertently occur, in part because open source license terms are often ambiguous. The terms of many open source licenses have not been interpreted by U.S. or foreign courts, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to provide our platform. If we are held to have breached or failed to fully comply with all the terms and conditions of an open source software license, or if an author or other third party that distributes such open source software were to allege that we had not complied with the conditions of one or more of these licenses, we could be required to incur significant legal expenses defending against such allegations, could be subject to significant damages, enjoined from the operation of our platform or other liability, or be required to seek costly licenses from third parties to continue providing our platform on terms that are not economically feasible, to re-engineer our platform, to discontinue or delay the provision of our platform if re-engineering could not be accomplished on a timely basis, or to make generally available, in source code form, our proprietary code, any of which would adversely affect our business, financial condition, operating results, cash flows, and prospects, and could help our competitors develop platforms that are similar to or better than ours.

Risks related to laws and regulation

Our business is subject to a variety of laws and regulations, both in the U.S. and internationally, many of which are evolving.

We are subject to a wide variety of laws and regulations. Laws, regulations, and standards governing issues such as internet communications, advertising, e-commerce, worker classification, employment, payments, worker confidentiality obligations, intellectual property, consumer protection, taxation, privacy, antitrust and data security are often complex and subject to varying interpretations, in many cases due to their lack of specificity and, as a result, their application in practice may change or develop over time through judicial decisions or as new guidance or interpretations are provided by regulatory and governing bodies, such as federal and state administrative agencies. Many of these laws were adopted prior to the advent of the internet, mobile and related technologies and, as a result, do not contemplate or address the unique issues of the internet, mobile and related technologies. Other laws and regulations may be adopted in response to internet, mobile and related technologies. New and existing laws and regulations (or changes in interpretation of existing laws and regulations) may also be adopted, implemented, or interpreted to apply to us and other online platforms. As our platform's scope expands, regulatory agencies or courts may claim that we, or our users, are subject to additional requirements or that we are prohibited from conducting our business in or with certain verticals or jurisdictions. For example, in the FTC Matter, the FTC Staff asserted violations of Section 5(a) of the FTC Act, the TSR and the Impersonation Rule. See "Risk Factors - The FTC Matter could have a material adverse effect on our business." It is also possible that certain provisions in agreements with our buyers, sellers, and service providers may be found to be unenforceable or not compliant with applicable law.

Recent financial, political, and other events may increase the level of regulatory scrutiny on larger companies and technology companies in general. The effects of recently imposed and proposed governmental antitrust actions are uncertain because of the dynamic nature of such actions. Scrutiny and regulation of the technology industry may increase, which could require us to devote significant legal and other resources to addressing such scrutiny and regulation. The growth and development of the technology industry in general may prompt calls for greater enforcement of U.S. and/or state antitrust laws, which may impose additional burdens on companies such as ours. Regulatory agencies may also enact new laws or promulgate new regulations that are adverse to our business, or they may view matters or interpret laws and regulations differently than they have in the past or in a manner adverse to our business. Such regulatory scrutiny or action may create different or conflicting obligations on us from one jurisdiction to another.

Laws and regulations regulating insurance activities are complex and could negatively affect us and/or our Supply and Demand Partners, which could in turn have a material and adverse effect on our business, may reduce our profitability and potentially limit our growth.

The insurance industry in the U.S. is heavily regulated. The insurance regulatory framework addresses, among other things: granting licenses to companies and agents to transact particular business activities; and regulating trade, marketing, compensation, and claims practices. In 2021, we became licensed to sell health insurance policies in all 50 U.S. states and the District of Columbia, which has subjected us to laws and regulations applicable to insurance brokers and to the authority of the insurance regulators in those jurisdictions. In addition, Medicare providers and their brokers and marketing partners are subject to the regulations governing the marketing and sale of Medicare Advantage and Medicare Supplement plans, which are administered by the Centers for Medicare and Medicaid Services ("CMS"), have materially changed the rules regarding how such policies are marketed, and may materially restrict our ability to sell Consumer Referrals to certain buyers in the future.

The cost of compliance with such regulations or any non-compliance could impose material costs on us and our partners and negatively affect our or their business, marketing practices, and budgets, any of which could have a material and adverse effect on our business, financial condition, operating results, cash flows, and prospects.

Furthermore, the laws and regulations governing the sale of insurance may change in ways that adversely impact our business or those of our insurance partners. For example, in recent years CMS has made significant changes in Medicare reimbursement rules and rates, the regulations regarding how Medicare plans may be marketed and sold, the compensation of Medicare brokers and the maximum duration of short-term, limited-duration health insurance plans, and may make additional changes in the future. These or other changes have impacted and could in the future impact the manner in which we or our partners are permitted to conduct business, and/or the profitability of our partners' Medicare businesses, which could negatively affect our and/or their marketing practices, budgets, and overall level of business with us, which could adversely impact our business, financial condition, operating results, cash flows, and prospects.

Changes and developments in the regulation of the healthcare industry could adversely affect our business, financial condition, operating results, cash flows, and prospects.

The U.S. healthcare industry is subject to an evolving regulatory regime at both the federal and state levels. In recent years, there have been multiple reform efforts made within the healthcare industry in an effort to curtail healthcare costs. For example, the Patient Protection and Affordable Care Act of 2010 (the "PPACA") and related regulatory reforms have materially changed the regulation of health insurance. While it is difficult to determine the impact of potential reforms on our future business, it is possible that such changes in industry regulation could result in reduced demand for our platform. Our insurance partners have, and may in the future, react to existing or future reforms, or general regulatory uncertainty, by reducing their reliance on our platform. Developments of this type could materially and adversely affect our business, financial condition, operating results, cash flows, and prospects.

Healthcare laws and regulations are rapidly evolving and may change significantly in the future, impacting the coverage and plan designs that are or will be provided by certain insurance carriers. Health reform efforts and measures may expand the role of government-sponsored coverage, including single payer or "Medicare-for-All" proposals, which could have far-reaching implications for the insurance industry if enacted. We are unable to predict the full impact of healthcare reform initiatives on our operations in light of the uncertainty regarding the terms and timing of any provisions enacted and the impact of any of those provisions on various healthcare and insurance industry participants. In particular, because our platform helps connect consumers to websites and other distribution channels where they can shop for insurance policies from a panel of insurance carriers, the expansion of government-sponsored coverage through "Medicare-for-All" or the implementation of a single payer system may adversely impact our business, financial condition, operating results, cash flows, and prospects.

Changes in laws or regulations relating to privacy, data protection or the protection or transfer of personal data could materially and adversely affect our business, financial condition, operating results, cash flows, and prospects.

We are subject to a variety of federal, state, local, and international laws, directives, and regulations, as well as contractual obligations, relating to privacy and the collection, protection, use, retention, security, disclosure, transfer, and other processing of personal information and other data, including the California Online Privacy Protection Act, the California Consumer Privacy Act (the "CCPA"), the California Privacy Rights Act (the "CPRA") and other state privacy laws, the Personal Information Protection and Electronic Documents Act, the Controlling the Assault of Non-Solicited Pornography and Marketing Act (the "CAN-SPAM Act"), Canada's Anti-Spam Law, the Telephone Consumer Protection Act of 1991 (the "TCPA"), the U.S. Federal Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), Section 5(c) of the Federal Trade Commission Act, the TSR, the EU's General Data Protection Regulation, supplemented by national laws (such as, in the United Kingdom, the Data Protection Act 2018) and further implemented through binding guidance from the European Data Protection Board. These laws, rules and regulations evolve frequently and their scope may continually change, through new, or amendments to existing, legislation or regulations and changes in enforcement, and may be inconsistent from one jurisdiction to another. As a result, implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future. Although we endeavor to comply with our published policies and documentation and ensure their compliance with current laws, rules and regulations, we (and other parties with whom we do business) may at times fail to do so or be alleged to have failed to do so. The publication of our privacy policy and other documentation that provide promises and assurances about privacy and security can subject us to potential state and federal action in the U.S. if they are found to be deceptive, unfair, or misrepresentative of our actual practices. Any failure by us or other parties with whom we do business to comply with this documentation or with federal, state, local or international regulations could result in proceedings against us by governmental entities, private parties or others. For example, in the FTC Matter, the FTC Staff alleged that certain of our conduct and business practices violated Section 5(a) of the FTC Act and the TSR. In many jurisdictions, enforcement actions and consequences for non-compliance are rising.

In the U.S., these include enforcement actions in response to rules and regulations promulgated under the authority of federal agencies and state attorneys general and legislatures and consumer protection agencies. A number of federal and state laws and regulations relating to privacy affect and apply to the insurance industry specifically, including those imposed by the New York Department of Financial Services. In addition, privacy advocates and industry groups have proposed and may propose new and different self-regulatory standards that either legally or contractually apply to us. If we fail to follow these security standards even if no customer information is compromised, we may incur significant fines or experience a significant increase in costs.

Laws relating to data security and privacy are complex and developing rapidly. Many state legislatures have adopted or are currently considering legislation that regulates how businesses operate online, including measures relating to privacy, data security, and data breaches. Laws in all 50 states require businesses to provide notice to consumers whose personally identifiable information has been disclosed as a result of a data breach. The laws are not consistent, and compliance in the event of a widespread data breach is costly. States are also frequently amending existing laws, requiring attention to frequently changing regulatory requirements. For example, the CCPA (as amended by the CPRA), among other things, requires new disclosures to California consumers and affords such consumers new abilities to access and delete their personal information, opt-out of certain sales of personal information and receive detailed information about how their personal information is used. The CCPA provides for fines of up to $7,500 per violation, as well as a private right of action for data breaches that is expected to increase the frequency of data breach litigation. The CCPA has already been amended multiple times, and it is unclear whether this legislation will be further modified or how it will be interpreted. The effects of this legislation potentially are far-reaching, however, and may require us to modify our data processing practices and policies and incur substantial compliance-related costs and expenses. The CCPA, CPRA and other changes in laws or regulations relating to privacy, data protection and information security, particularly any new or modified laws or regulations that require enhanced protection of certain types of data or new obligations with regard to data retention, transfer or disclosure, could greatly increase the cost of providing our offerings, limit our ability to collect and/or use certain types of data or otherwise require significant changes to our operations or even prevent us from providing certain offerings in jurisdictions in which we currently operate and in which we may operate in the future.

Further, as we continue to expand our platform offerings and user base, we may become subject to additional privacy-related laws and regulations. For example, the collection and storage of healthcare data by health insurance carriers subject them to compliance requirements under HIPAA. HIPAA and its implementing regulations contain substantial restrictions and requirements regarding the use, collection, security, storage, and disclosure of individuals' protected health information. In 2009, HIPAA was amended by the HITECH Act to impose certain of HIPAA's privacy and security requirements directly upon business associates of covered entities. Health insurance carriers are covered entities under HIPAA. In the event we are deemed to be a business associate of such carriers, we may be bound by compliance obligations under HIPAA, including security breach notification obligations, and subject to increased liability as a possible liable party. In such instance, if we knowingly breach the HITECH Act's requirements, we could be exposed to criminal liability. A breach of our safeguards and processes could expose us to civil penalties up to $1.5 million for identical incidences and the possibility of civil litigation.

Additionally, we have incurred, and may continue to incur, significant expenses in an effort to comply with privacy, data protection and information security standards and protocols imposed by law, regulation, industry standards or contractual obligations. Despite our efforts to comply with applicable laws, regulations and other obligations relating to privacy, data protection, and information security, it is possible that our practices, offerings or platform could be inconsistent with, or fail or be alleged to fail to meet all requirements of, such laws, regulations or obligations. Our failure, or the failure by our third-party providers or partners, to comply with applicable laws or regulations or any other obligations relating to privacy, data protection or information security, or any compromise of security that results in unauthorized access to, or use or release of personally identifiable information or other data, or the perception that any of the foregoing types of failure or compromise has occurred, could damage our reputation, discourage new and existing partners from using our platform, delay planned uses, and disclosures of data or result in fines or proceedings by governmental agencies and private claims and litigation, any of which could materially and adversely affect our business, financial condition, operating results, cash flows, and prospects. Even if not subject to legal challenge, the perception of privacy concerns, whether or not valid, may harm our reputation and brand and materially and adversely affect our business, financial condition, operating results, cash flows, and prospects.

Our and our partners' communications with potential and existing consumers are subject to laws regulating telephone and email marketing practices.

We and our partners make telephone calls and send emails and text messages to potential and existing consumers, which are subject to various state and federal laws regulating telemarketing communications (including SMS or text messaging), including the TCPA and TSR.

The TCPA prohibits companies from making telemarketing calls using an automated telephone dialing system (ATDS) or artificial or prerecorded voice technology (collectively, "robocalls"), or to numbers listed in the Federal Do-Not-Call Registry, and imposes other obligations and limitations on making phone calls and sending text messages to consumers, in either case without the prior consent of the consumer. The TSR prohibits robocalls unless the caller has obtained prior express written consent directly from the consumer following clear and conspicuous disclosure. The CAN-SPAM Act regulates commercial email messages and specifies penalties for the transmission of commercial email messages that do not comply with certain requirements, such as providing an opt-out mechanism for stopping future emails from senders. Failure of our partners to comply with these and similar laws, rules and regulations may subject us to claims by regulatory authorities and/or private plaintiffs. For example, in connection with the FTC Matter, the FTC Staff alleged that we and certain of our Demand Partners violated the TSR. However, because our Supply Partners may acquire Consumer Referrals from third-party suppliers, and our Demand Partners are independent third parties and may also resell Consumer Referrals to other third-party advertisers with whom we do not have direct contractual relationships, we may not be able to monitor their compliance activity effectively. Our failure to comply with obligations and restrictions related to telephone, text message, and email marketing, or similar failures by our Supply Partners or Demand Partners (or third parties with whom they work), could subject us and them to lawsuits, fines, statutory damages, consent decrees, injunctions, adverse publicity, and other losses that could harm, directly or indirectly, our business, financial condition, operating results, cash flows, and prospects.

The laws and regulations governing the use of emails and telephone calls for marketing purposes continue to evolve, and changes in technology, the industry, regulatory priorities or consumer preferences may lead to the adoption of additional laws or regulations or changes in the manner in which existing laws and regulations are interpreted or enforced, which could have a material adverse effect on our business. For example, in 2023 the FTC took the position (in public statements and enforcement actions) that consent to receive robocalls under the TSR must be received directly from the consumer, rather than through a third party such as a lead generator, and the staff of the FTC continued to assert this position in the FTC Matter. Any such new laws or regulations or changes in regulations could result in a reduction in the volume of leads and calls supplied to our marketplaces, or a reduction in the ability of our owned and operated lead generation websites to generate such leads and calls profitably, or increase the risk of claims made against us or our partners, any of which could harm our business, financial condition, operating results, cash flows, and prospects.

Risks related to being a public company

Our operating results or other operating metrics may fluctuate significantly on a quarterly and annual basis and may not meet expectations of research analysts, which could cause the trading price of our Class A common stock to decline.

Our quarterly operating results and other operating metrics have fluctuated in the past and may in the future fluctuate as a result of a number of factors, many of which are outside of our control and may be difficult to predict. Period to period variability or unpredictability of our results could result in our failure to meet our expectations or those of any analysts that cover us or investors with respect to revenue or other operating results for a particular period. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our Class A common stock could fall substantially, and we could face litigation, including securities class actions.

In addition, if one or more analysts covering our business downgrade their evaluations of our Class A common stock or the stock of other companies in our industry, the price of our Class A common stock could decline. If one or more analysts cease to cover our Class A common stock, we could lose visibility in the market for our Class A common stock, which in turn could cause our stock price to decline.

Our quarterly results, including the levels of our revenue, our operating expenses and other costs, and our operating metrics, may fluctuate significantly in the future, and period-to-period comparisons of our results may not be meaningful. Accordingly, the results of any one period should not be relied upon as an indication of our future performance. In addition, our quarterly results may not fully reflect the underlying performance of our business. Factors that may cause fluctuations in our quarterly results include, but are not limited to:

- the timing of cyclical changes in market conditions in the P&C insurance and health insurance industries, and in the levels of customer acquisition spending by our Demand Partners;
- the mix of Transaction Value in a given period from Open Marketplace and Private Marketplace transactions;
- our ability to attract new Supply and Demand Partners and retain our existing Supply and Demand Partners, and to expand our business with these partners;
- the timing and level of market acceptance of new platform capabilities introduced by us and our competitors;
- the amount and timing of operating expenses and other costs related to the maintenance and expansion of our business, infrastructure and operations;
- the amount and timing of operating expenses and other costs associated with assessing or entering new vertical markets;
- the amount and timing of operating expenses and other costs related to the development or acquisition of businesses, technologies or intellectual property rights;
- the timing and impact of security breaches, service outages or other performance problems with our technology infrastructure and software solutions;
- the timing and costs associated with legal or regulatory actions or compliance with new regulations;
- changes in the competitive dynamics of our industry, including consolidation among competitors, strategic partners or customers;
- loss of our executive officers or other key employees; and
- general economic and market conditions.

In addition to other factors that cause our results of operations to fluctuate, our results are also subject to significant seasonal and cyclical fluctuation. Our P&C insurance vertical is typically characterized by seasonal weakness during our fourth quarter due to lower customer acquisition budgets from buyers and lower supply of Consumer Referrals during the holiday period. During our first quarter, our P&C insurance vertical typically exhibits seasonal strength as customer acquisition budgets from our buyers and Consumer Referral volume from our sellers both increase sequentially. Our health insurance vertical typically experiences seasonal strength during the fourth quarter due to a material increase in Consumer Referrals and a related increase in customer acquisition budgets in connection with the Medicare annual enrollment period, which generally runs from October 15 to December 7 each year, and the under-65 health insurance open enrollment period, which generally runs from November 1 through December 15 in many states, with the last ending on January 31 of the following year. Customer acquisition spending in our health insurance vertical is typically lower during the other quarters of the year because most consumers enroll in these plans during the annual and open enrollment periods.

Fluctuations in quarterly results may negatively impact the value of our Class A common stock, regardless of whether they impact or reflect the overall performance of our business. If our quarterly results fall below the expectations of investors or any securities analysts who follow our stock, or below any guidance we may provide, the price of our common stock could decline substantially.

We are required to make significant estimates and assumptions in the preparation of our financial statements. These estimates and assumptions may not be accurate and are subject to change.

The preparation of our consolidated financial statements in conformity with GAAP requires our management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of our consolidated financial statements, and the reported amounts of income and expense during the reporting periods. If our underlying estimates and assumptions prove to be incorrect or if events occur that require us to revise our previous estimates or assumptions, our business, financial condition, operating results, cash flows, and prospects may be materially and adversely affected.

Risks related to internal control on financial reporting

As a public company, we are required to establish and maintain effective internal control over financial reporting in order to comply with Section 404 of the Sarbanes-Oxley Act. Our internal control over financial reporting may not be determined to be effective, or our independent registered public accountants may issue an adverse opinion on these controls, all of which may adversely affect investor confidence in us and, as a result, the value of our Class A common stock.

On an annual basis, we are required by Section 404 of the Sarbanes-Oxley Act to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting. The process of designing, implementing and maintaining internal controls over financial reporting required to comply with this requirement is time-consuming, costly and complicated. If during the evaluation and testing process we identify one or more material weaknesses in our internal control over financial reporting, or we are unable to remediate any material weakness, our management will be unable to assert that our internal control over financial reporting is effective. In addition, if we fail to establish and maintain the adequacy of our internal control over financial reporting, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act.

Our independent registered public accounting firm is required to formally attest to the effectiveness of our internal control over financial reporting on an annual basis, and may issue a report that is adverse in the event it is not satisfied with the level at which our internal controls over financial reporting are documented, designed, operating or reviewed. Any failure to maintain effective disclosure controls and procedures and internal controls over financial reporting could materially and adversely affect our business, results of operations and financial condition and could cause a decline in the trading price of our common stock.

We cannot be certain as to the timing of completion of our evaluation, testing and any remediation actions or the impact of the same on our operations. If we are not able to implement the requirements of Section 404 of the Sarbanes-Oxley Act in a timely manner or with adequate compliance, our independent registered public accounting firm may issue an adverse opinion due to ineffective internal controls over financial reporting, and we may be subject to sanctions or investigation by regulatory authorities, such as the SEC. As a result, there could be a negative reaction in the financial markets due to a loss of confidence in the reliability of our financial statements. In addition, we may be required to incur costs in improving our internal control over financial reporting, including the hiring of additional personnel. Any such action could negatively affect our results of operations and cash flows.

We may identify material weaknesses in the future or otherwise fail to maintain an effective internal control over financial reporting and may not be able to accurately or timely report our financial condition or results of operations, which may adversely affect our business.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis.

We cannot assure you that the measures we have taken to date, and actions we may take in the future, will be sufficient to avoid potential future material weaknesses. If we identify any material weaknesses in the future and are unable to successfully remediate any future material weaknesses in our internal control over financial reporting, the accuracy and timing of our financial reporting may be adversely affected, we may be unable to maintain compliance with securities law requirements regarding timely filing of periodic reports in addition to applicable stock exchange listing requirements, investors may lose confidence in our financial reporting, and our share price may decline as a result.

Risks related to our Class A common stock

The market price of our Class A common stock may be subject to substantial fluctuations, which may make it difficult for you to sell your shares at the volume, price and times desired.

The market price of our Class A common stock has been highly volatile, which may make it difficult for you to sell your shares at the volume, prices and times desired. Shares of technology companies have historically experienced levels of volatility that can exceed the overall market. Since shares of our Class A common stock were initially sold in the IPO in October 2020 at a price of $19.00 per share, the low and high closing sales prices of our Class A common stock ranged from $5.36 to $64.11 per share, respectively, through December 31, 2025.

Some specific factors that may have a significant effect on the market price of our Class A common stock include:

- actual or anticipated fluctuations in our operating results or those of our competitors;
- actual or anticipated changes in the growth rate of the online insurance/digital advertising market or the growth rate of our businesses or those of companies that investors deem comparable to us;
- changes in economic or business conditions;
- changes in governmental regulation and the outcome of governmental enforcement of such regulation; and
- publication of research reports about us, our competitors or our industry, or changes in, or failure to meet, estimates made by securities analysts or ratings agencies of our financial and operating performance, or lack of research reports by industry analysts or ceasing of analyst coverage.

This volatility may be increased due to the limited trading volume in our Class A common stock. Our Class A common stock is traded on the NYSE, and despite certain increases of trading volume from time to time, there have been periods when our Class A common stock could be considered thinly-traded, meaning that the number of persons interested in purchasing or selling our Class A common stock at or near the current market price at any given time may be relatively small. This increases the potential for increases in the level of buying or selling interest to have a greater impact on the market price of our Class A common stock. In addition, the lack of a robust resale market may require a stockholder who desires to sell a large number of shares of our Class A common stock to sell the shares in increments over time to mitigate any adverse impact of the sales on the market price of our stock.

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

In the future, we may issue additional stock, including as grants of equity awards to employees, directors and consultants under our equity incentive plans, to raise additional capital through equity financings or to acquire or make investments in companies, products or technologies for which we may issue equity securities to pay for such acquisition or investment. Any such issuances of additional capital stock may cause stockholders to experience significant dilution of their ownership interests and the per share value of our Class A common stock to decline.

We do not intend to pay dividends in the foreseeable future.

The declaration and amount of any future dividends to holders of our Class A common stock is at the discretion of our Board of Directors in accordance with applicable law and after taking into account various factors, including our financial condition, operating results, current and anticipated cash needs, cash flows, impact on our effective tax rate, indebtedness, contractual obligations, legal requirements, and other factors that our Board of Directors deems relevant. In addition, the Amended Credit Agreement contains restrictions on our ability to pay dividends, subject to certain exceptions. Accordingly, we do not expect to pay dividends in the foreseeable future. As a result, capital appreciation, if any, of our Class A common stock will be your sole source of gain for the foreseeable future.

Sales of a substantial number of shares of our Class A common stock by our pre-IPO stockholders in the public market, or the perception that such sales may occur, could cause the price of our Class A common stock to fall.

The market price of our Class A common stock could decline as a result of sales of a large number of shares of our Class A common stock by our pre-IPO stockholders, including shares issuable upon the exchange of Class B-1 units (together with an equal number of shares of our Class B common stock). The perception in the public market that our pre-IPO stockholders might sell shares of Class A common stock could also depress our market price.

As of December 31, 2025, 56.2 million Class A-1 units and 8.3 million Class B-1 units were outstanding. Each Class B-1 unit, together with one share of our Class B common stock, is exchangeable for one share of Class A common stock (or, at our election, cash of an equivalent value). Substantially all of such shares may be resold at any time, subject in certain cases to compliance with Rule 144 under the Securities Act. In November 2021, pursuant to a registration rights agreement with certain of our existing investors, including White Mountains and the Senior Executives, we registered certain of the shares of our Class A common stock, including those delivered in exchange for Class B-1 units, for resale, of which approximately 20 million shares remained registered and available for sale as of December 31, 2025. These sales, or the possibility that these sales may occur, may also make it more difficult for us to raise additional capital in the future by selling shares of our Class A common stock or other equity securities at a time and price that we deem appropriate.

Certain provisions in our amended and restated certificate of incorporation, our amended and restated bylaws, our stockholders' agreement and of Delaware law may prevent or delay an acquisition of MediaAlpha, Inc., which could decrease the trading price of our Class A common stock.

Our amended and restated certificate of incorporation, amended and restated bylaws and stockholders' agreement contain, and Delaware law contains, provisions that are intended to deter coercive takeover practices and inadequate takeover bids by making such practices or bids unacceptably expensive to the bidder and to encourage prospective acquirers to negotiate with our Board of Directors rather than to attempt a hostile takeover. Among other things, these provisions:

- divide our Board of Directors into three staggered classes of directors that are each elected to three-year terms;
- provide the Board of Directors with the sole ability to fill a vacancy created by the expansion of the Board of Directors;
- prohibit stockholder action by written consent;
- authorize the issuance of "blank check" preferred stock that could be issued by our Board of Directors to increase the number of outstanding shares of capital stock, making a takeover more difficult and expensive;
- prohibit cumulative voting in the election of directors, which could otherwise allow holders of a lesser number of shares to elect director candidates;
- provide that special meetings of the stockholders may be called only by or at the direction of the Board of Directors, the chairman of our board, the Chief Executive Officer;
- require advance notice to be given by stockholders for any stockholder proposals or director nominees;
- require the affirmative vote of holders of at least 75% of the voting power of our outstanding shares of common stock to amend certain provisions of our amended and restated certificate of incorporation and any provision of our amended and restated bylaws;
- require the affirmative vote of holders of at least 75% of the voting power of our outstanding shares of common stock to remove directors and only for cause;
- provide that each of White Mountains and the Founders are entitled to (i) nominate two directors to the Board of Directors for so long as such stockholder owns at least 12.5% of our issued and outstanding shares of common stock as of the closing of our IPO and (ii) nominate one director to the Board of Directors for so long as such stockholder owns less than 12.5% but at least 5% of our issued and outstanding shares of common stock as of the closing of our IPO; and
- provide that White Mountains and the Founders agree to vote for each other's board nominees pursuant to the terms of the stockholders' agreement.

In addition, Section 203 of the General Corporate Law of the State of Delaware (the "DGCL") may affect the ability of an "interested stockholder" to engage in certain business combinations, for a period of three years following the time that the stockholder becomes an "interested stockholder." We elected in our amended and restated certificate of incorporation not to be subject to Section 203 of the DGCL. Nevertheless, our amended and restated certificate of incorporation contains provisions that have the same effect as Section 203 of the DGCL, except that they provide that each of White Mountains and the Founders and their respective affiliates and transferees are not be deemed to be "interested stockholders," and accordingly will not be subject to such restrictions.

These and other provisions could have the effect of discouraging, delaying or preventing a transaction involving a change in control of our company or could make it more difficult for you and other stockholders to elect directors of your choosing or to cause us to take other corporate actions that you desire.

Our amended and restated certificate of incorporation and stockholders' agreement contain provisions renouncing our interest and expectation to participate in certain corporate governance opportunities identified by or presented to certain of our existing investors.

Each of White Mountains and the Founders and their respective affiliates may engage in activities similar to ours or lines of business or have an interest in the same areas of corporate opportunities as we do. Our amended and restated certificate of incorporation and stockholders' agreement provide that such stockholders and their respective affiliates will not have any duty to refrain from (1) engaging, directly or indirectly, in the same or similar business activities or lines of business as us, including those business activities or lines of business deemed to be competing with us, or (2) doing business with any of our clients, customers or vendors. In the event that White Mountains or the Founders or any of their respective affiliates acquires knowledge of a potential business opportunity which may be a corporate opportunity for us, they will have no duty to communicate or offer such corporate opportunity to us. Our amended and restated certificate of incorporation and stockholders' agreement also provide that, to the fullest extent permitted by law, none of such stockholders or their respective affiliates will be liable to us, for breach of any fiduciary duty or otherwise, by reason of the fact that any such stockholder or any of its affiliates directs such corporate opportunity to another person, or otherwise does not communicate information regarding such corporate opportunity to us, and we will waive and renounce any claim that such business opportunity constituted a corporate opportunity that should have been presented to us. These potential conflicts of interest could have a material and adverse effect on our business, financial condition, operating results, cash flows and prospects if attractive business opportunities are allocated by White Mountains or the Founders to themselves or their respective affiliates instead of to us.

Our amended and restated certificate of incorporation contains exclusive forum provisions that may discourage lawsuits against us and our directors and officers.

Our amended and restated certificate of incorporation provides that unless the Board of Directors otherwise determines, the state courts in the State of Delaware or, if no state court located within the State of Delaware has jurisdiction, the federal court for the District of Delaware, are the sole and exclusive forum for any derivative action or proceeding brought on behalf of us, any action asserting a claim of breach of a fiduciary duty owed by any of our directors or officers to us or our stockholders, any action asserting a claim against us or any of our directors or officers arising pursuant to any provision of the DGCL or our amended and restated certificate of incorporation or amended and restated bylaws, or any action asserting a claim against us or any of our directors or officers governed by the internal affairs doctrine under Delaware law. In addition, our amended and restated certificate of incorporation provides that the federal district courts of the United States are the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act but that the forum selection provision will not apply to claims brought to enforce a duty or liability created by the Securities Exchange Act of 1934, as amended (the "Exchange Act"). While the Delaware Supreme Court has upheld provisions of the certificates of incorporation of other Delaware corporations that are similar to this forum provision, and other state and Federal courts have upheld the enforceability of such forum provisions, a court of another state could decide that such provisions are not enforceable under the laws of that state. These exclusive forum provisions may limit the ability of our stockholders to bring a claim in a judicial forum that such stockholders find favorable for disputes with us or our directors or officers, which may discourage such lawsuits against us and our directors and officers. Alternatively, if a court were to find one or more of these exclusive forum provisions inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings described above, we may incur additional costs associated with resolving such matters in other jurisdictions or forums, which could materially and adversely affect our business, financial condition, operating results, cash flows, and prospects. For example, under the Securities Act, federal courts have concurrent jurisdiction over all suits brought to enforce any duty or liability created by the Securities Act, and investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder. Any person or entity purchasing or otherwise acquiring any interest in our Class A common stock shall be deemed to have notice of and consented to this exclusive forum provision, but will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder.

Different interests among our investors or between our investors and us, including with respect to related party transactions, could prevent us from achieving our business goals.

Certain of our pre-IPO stockholders could have business interests that conflict with those of the other investors, which may make it difficult for us to pursue strategic initiatives that require consensus among our owners.

Our relationship with our pre-IPO stockholders could create conflicts of interest among our investors, or between our investors and us, in a number of areas relating to our past and ongoing relationships. In addition, our pre-IPO stockholders may have different tax positions from us which could influence their decisions regarding whether and when to dispose of assets, whether and when to incur new or refinance existing indebtedness, especially in light of the existence of the tax receivables agreement, and whether and when we should terminate the tax receivables agreement and accelerate our obligations thereunder. In addition, the structuring of future transactions may take into consideration these pre-IPO stockholders' tax or other considerations even where no similar benefit would accrue to us. Except as set forth in the tax receivables agreement and the stockholders' agreement, there are no formal dispute resolution procedures in place to resolve conflicts between us and our pre-IPO stockholders or among our pre-IPO stockholders. We may not be able to resolve any potential conflicts between us and any pre-IPO stockholders and, even if we do, the resolution may be less favorable to us than if we were negotiating with an unaffiliated party. This concentration of ownership and voting power may also delay, defer or even prevent an acquisition by a third party or other change of control of our company which could deprive you of an opportunity to receive a premium for your shares of Class A common stock and may make some transactions more difficult or impossible without the support of such pre-IPO stockholders, even if such events are in the best interests of minority stockholders. Furthermore, this concentration of voting power may have a negative impact on the price of our Class A common stock.

Pursuant to the stockholders' agreement, each of White Mountains and the Founders is entitled to nominate one or two directors to the Board of Directors for so long as such stockholder owns at least 12.5%, in the case of two directors, or less than 12.5% but at least 5%, in the case of one director, of our issued and outstanding shares of common stock as of the closing of our IPO.

Section 203 of the DGCL may affect the ability of an "interested stockholder" to engage in certain business combinations, for a period of three years following the time that the stockholder becomes an "interested stockholder." We elected in our amended and restated certificate of incorporation not to be subject to Section 203 of the DGCL. Nevertheless, our amended and restated certificate of incorporation contains provisions that have the same effect as Section 203 of the DGCL, except that they provide that each of White Mountains and the Founders and their respective affiliates and transferees are not deemed to be "interested stockholders," and accordingly are not subject to such restrictions.

In addition, because the Founders hold their pre-IPO economic interest in our business indirectly through QLH, rather than through MediaAlpha, Inc., these existing owners may have conflicting interests with holders of shares of our Class A common stock.

Risks related to our structure

We are a holding company and our only material asset is our indirect interest in QLH and, accordingly, we are dependent upon distributions from QLH to pay taxes and other expenses.

We are a holding company and have no material assets other than our indirect ownership of Class A-1 units. We have no independent means of generating revenue, all of which is generated by QLH's subsidiary, QuoteLab, LLC. QLH is treated as a partnership for U.S. federal income tax purposes and, as such, is not itself subject to U.S. federal income tax. Instead, its taxable income is allocated to its members, including us. Accordingly, we incur income taxes on our allocable share of any such income. In addition, we will continue to incur expenses related to our operations. We intend (a) to continue to cause QuoteLab, LLC to make cash distributions to its sole member, QLH, and (b) in turn to continue to cause QLH to make pro rata cash distributions, or tax distributions, to its members, including us, to (i) fund our U.S. federal, state and local tax obligations in respect of our allocable share of QLH's taxable income and (ii) cover our obligations under the tax receivables agreement. In certain cases, QLH may also make tax distributions for a fiscal quarter to another member in respect of its pre-exchange allocable share of QLH's taxable income for such fiscal quarter relating to Class B-1 Units (if any) transferred to us by such member (pursuant to the exchange agreement) before the applicable tax distribution date. To the extent that we need funds to pay our tax or other liabilities or to fund our operations, and QLH or QuoteLab, LLC is restricted from making distributions to us under applicable agreements, laws or regulations or does not have sufficient cash to make these distributions, we may have to borrow funds to meet these obligations and operate our business, and our business, financial condition, operating results, cash flows, and prospects could be materially and adversely affected. To the extent that we are unable to make payments under the tax receivables agreement for any reason, such payments will be deferred and will accrue interest until paid.

We are required to pay Insignia, the Senior Executives, and White Mountains for certain tax benefits we may claim in the future.

In connection with the IPO and various secondary offerings and share repurchases, and in our ordinary course of business, we have purchased or exchanged Class B-1 units from certain unitholders. Also, in the future, Class B-1 units may be exchanged, together with an equal number of shares of our Class B common stock, for shares of our Class A common stock (or, at our election, cash of an equivalent value). Our initial purchase of units in the IPO, the Pre-IPO Leveraged Distribution and other actual or deemed distributions by QLH to its members, and the post-IPO exchanges of Class B-1 units may result in increases in our share of the tax basis of the assets of QLH. In connection with the IPO, we entered into the tax receivables agreement with Insignia, the Senior Executives, and White Mountains related to the tax basis step-up of the assets of QLH and certain net operating losses of Intermediate Holdco. Pursuant to the tax receivables agreement, we are required to pay Insignia and the Senior Executives 85% of the amount of the cash savings, if any, in U.S. federal, state and local income tax that we realize (or are deemed to realize) as a result of these possible increases in tax basis as well as certain other tax benefits attributable to payments under the tax receivables agreement itself. The tax receivables agreement also requires us to pay White Mountains 85% of the amount of the cash savings, if any, in U.S. federal, state and local income tax that we realize (or are deemed to realize) as a result of the utilization of the net operating losses of Intermediate Holdco attributable to periods prior to our IPO and the deduction of any imputed interest attributable to our payment obligations under the tax receivables agreement. We currently estimate that the amount of any such net operating losses is immaterial.

The payments that we may make under the tax receivables agreement could be substantial. Assuming no material changes in relevant tax law and based on our current operating plan and other assumptions, if all of the Class B-1 units were acquired by us in taxable transactions at December 31, 2025 for a price of $12.95 (which is the last reported sale price of our Class A common stock as of December 31, 2025 on the NYSE) per Class B-1 unit, we estimate that the amount that we would be required to pay under the tax receivables agreement could be approximately $163 million. The actual amount we will be required to pay under the tax receivables agreement may be materially greater than this hypothetical amount as potential future payments will vary depending on a number of factors, including the timing of the exchanges, the price of our Class A common stock at the time of the exchanges, the amount, character, and timing of our income and the tax rates then applicable. Payments under the tax receivables agreement are not conditioned on Insignia's, the Senior Executives', or White Mountains' continued ownership of any of our equity.

We will not be reimbursed for any payments made to Insignia, the Senior Executives, or White Mountains under the tax receivables agreement in the event that any tax benefits are disallowed. As a result, we could make payments under the tax receivables agreement in excess of our cash tax savings that we ultimately realize. We might not determine whether we have effectively made such excess cash payments for a number of years following the time of such payments.

We may not be able to realize all or a portion of the tax benefits that are currently expected to result from our purchase (through Intermediate Holdco) of Class B-1 units from certain unitholders in connection with the IPO, the Pre-IPO Leveraged Distribution and other actual or deemed distributions by QLH to its members, post-IPO exchanges of Class B-1 units, the utilization of pre-IPO net operating losses of Intermediate Holdco, and payments made under the tax receivables agreement.

Our ability to realize the tax benefits that we currently expect to be available as a result of (i) the increases in tax basis created by our purchase (through Intermediate Holdco) of Class B-1 units from certain unitholders in connection with the IPO, or by any post-IPO exchanges of Class B-1 units, in each case, together with an equal number of shares of our Class B common stock, for shares of our

Class A common stock (or, at our election, cash of an equivalent value), (ii) the Pre-IPO Leveraged Distribution and other actual or deemed distributions by QLH to its members that result in tax basis adjustments to the assets of QLH, (iii) payments made pursuant to the tax receivables agreement, (iv) our ability to utilize the pre-IPO net operating losses of Intermediate Holdco, and (v) our ability to utilize the interest deductions imputed under the tax receivables agreement all depend on a number of assumptions, including that we earn sufficient taxable income each year during the period over which the deductions arising from such basis increases and payments are available and that there are no adverse changes in applicable law or regulations. If our actual taxable income is insufficient or there are adverse changes in applicable law or regulations, we may be unable to realize all or a portion of these expected benefits and our cash flows and stockholders' equity could be negatively affected.

In certain cases, payments by us under the tax receivables agreement may be accelerated or significantly exceed the tax benefits we realize in respect of the tax attributes subject to the tax receivables agreement.

The tax receivables agreement provides that upon certain changes of control, or if, at any time, we elect an early termination of the tax receivables agreement or are in material breach of our obligations under the tax receivables agreement, we will be required to make immediate payments to the tax receivables agreement's counterparties equal to the present value of the anticipated future tax benefits. Such payments would be based on certain valuation assumptions and deemed events set forth in the tax receivables agreement, including the assumption that we have sufficient taxable income to fully use such tax benefits. The benefits would be payable even though, in certain circumstances, no Class B-1 units have actually been exchanged and no net operating losses are actually used at the time of the accelerated payments. Accordingly, payments under the tax receivables agreement may be made years in advance of the actual realization, if any, of the anticipated tax benefits and may be significantly greater than the benefits we eventually realize. In these situations, our obligations under the tax receivables agreement could have a substantial negative impact on our liquidity.

We may not be able to finance our obligations under the tax receivables agreement and any indebtedness we incur may limit our subsidiaries' ability to make distributions to us to pay these obligations. In addition, our obligations under the tax receivables agreement could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control that could be in the best interests of holders of our Class A common stock.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity.

Risk management and strategy

Our technology platform and other information systems are subject to various cybersecurity risks that could adversely affect our business, financial condition, and results of operations, including intellectual property theft, fraud, extortion, harm to employees or customers, violation of privacy laws and other litigation and legal risk, and reputational risk. We have implemented a risk-based approach to identify and assess the cybersecurity threats that could affect our business and information systems. Our cybersecurity program is aligned with industry standards and best practices. We maintain SOC 2 Type 2 compliance, and are working to achieve alignment with the National Institute of Standards and Technology ("NIST") 800-171 Cybersecurity Framework.

We have strategically integrated cybersecurity risk management into our broader Enterprise Risk Management Plan to promote a company-wide culture of cybersecurity risk management. An analysis of the potential threat facing the organization tempered with the level of vulnerability to that threat is used to determine the likelihood of risk.

We use various tools and methodologies to manage cybersecurity risk that are tested on a regular cadence and at least annually. We also monitor and evaluate our cybersecurity posture and performance on an ongoing basis through regular vulnerability scans, penetration tests, and threat intelligence feeds. We generally require third-party service providers with access to personal, confidential or proprietary information to implement and maintain comprehensive cybersecurity practices consistent with applicable legal standards and industry best practices.

We use third-party service providers to assist us from time to time to identify and monitor material risks from cybersecurity threats, including legal counsel and other professional services firms, threat intelligence services, and cybersecurity consultants.

We are not aware of any material risks from cybersecurity threats that have materially affected or are reasonably likely to materially affect the Company, including our business strategy, results of operations, or financial condition.

Governance

The Board of Directors are acutely aware of the critical nature of managing risks associated with cybersecurity threats. The Audit Committee of the Board has the primary responsibility to oversee effective governance in managing risks associated with cybersecurity threats. Our Audit Committee is composed of members with diverse expertise, including risk management, technology, and finance, equipping them to oversee cybersecurity risks effectively.

Our cybersecurity program is managed by a dedicated Chief Information Security Officer ("CISO") with over 30 years of experience, who has held leadership roles during his career managing cybersecurity, information compliance and governance, privacy programs, and risk remediation. The CISO holds several certifications in cybersecurity-related areas, including Certified Information Systems Security Professional (CISSP), Certified in Risk and Information Systems Control (CRISC) and Certified Information Systems Auditor (CISA). The CISO, General Counsel, and the Chief Financial Officer ("CFO") play a critical role in informing the Audit Committee on cybersecurity risks. They provide comprehensive briefings to the Audit Committee, generally on a quarterly basis but at least annually, which encompass a broad range of topics, including:

- Current cybersecurity landscape and emerging threats;
- Status of ongoing cybersecurity initiatives and strategies;
- Incident reports and learnings from any cybersecurity events; and
- Compliance with regulatory requirements and industry standards.

The Audit Committee also conducts an annual review of the Company's cybersecurity posture and the effectiveness of its risk management strategies.

In the event of a cybersecurity incident, including aggregation of a series of related incidents, management is equipped with a well-defined cyber crisis response plan. This plan includes assigning of the roles and duties of the crisis management team, immediate actions to mitigate the impact of the incident, and long-term strategies for remediation and prevention of future incidents.

All relevant and critical incidents are reported to the Security Steering Committee, and events that may result in a material loss are additionally reported to the Audit Committee and evaluated for public disclosure as well as disclosure to the appropriate authorities. The Audit Committee oversees management's remediation actions relating to such events, and approves management's assessment of the materiality of the event to the Company.

Item 2. Properties.

Our principal executive office is located in Los Angeles, California. In addition to our Los Angeles office, we operate from three other offices located in Bellevue, Washington; Tempe, Arizona; and Taipei, Taiwan. We lease each of our offices. We believe that our current facilities are adequate to meet our immediate needs.

Item 3. Legal Proceedings.

From time to time we are a party to various litigation matters incidental to the conduct of our business.

For more information regarding material lawsuits and proceedings (including those known to be contemplated by governmental authorities), see Part II, Item 8 "Financial Statements and Supplementary Data—Note 7 to the Consolidated Financial Statements—Commitments and contingencies - Litigation and other matters" of this Annual Report on Form 10-K, which is hereby incorporated by reference in its entirety in this Item 3.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information for Our Class A Common Stock

Our Class A common stock began trading on The New York Stock Exchange (NYSE) under the symbol "MAX" on October 28, 2020. Our Class B common stock is not listed or traded on any stock exchange.

Holders of Record

As of January 30, 2026, there were 9 holders of record of our Class A common stock and 7 holders of record of our Class B common stock. We believe there are a significantly larger number of beneficial owners of our common stock because many shares are held by brokers and other institutions on behalf of stockholders.

Dividend policy

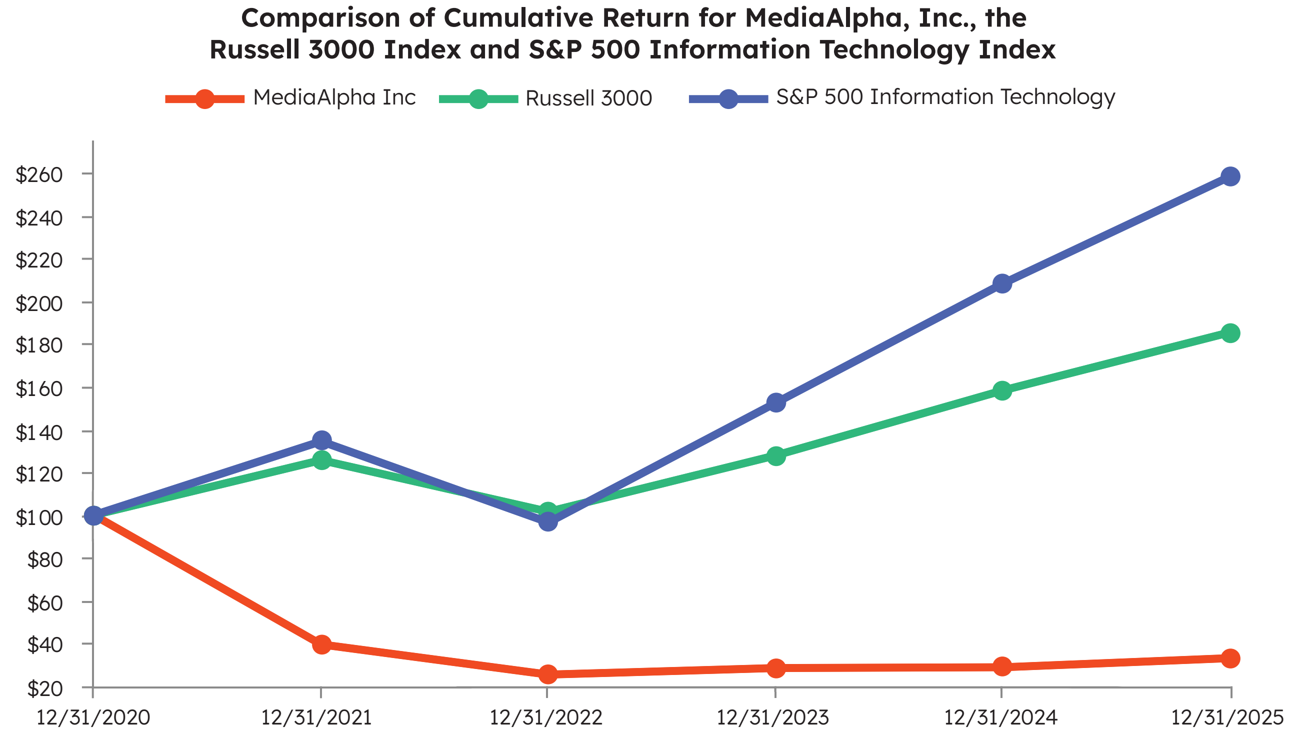
We do not anticipate declaring or paying any cash dividends on our Class A common stock in the foreseeable future. Any future determination to declare and pay cash dividends, if any, will be made at the discretion of our Board of Directors and will depend on a variety of factors, including applicable laws, our financial condition, results of operations, contractual restrictions, capital requirements, business prospects, general business or financial market conditions, and other factors our Board of Directors may deem relevant. In addition, the 2021 Credit Agreement contains covenants that restrict QuoteLab, LLC's and, in turn, our ability to pay cash dividends, subject to certain exceptions. Investors should not purchase our Class A common stock with the expectation of receiving cash dividends.

Our Class B common stock is not entitled to any dividend payments.

Securities authorized for issuance under equity compensation plans

The information required by this item will be included in our Proxy Statement for the 2026 Annual Meeting of Stockholders, which will be filed with the SEC within 120 days of the fiscal year ended December 31, 2025 and is incorporated herein by reference.

Performance Graph



The performance graph and related information shall not be deemed to be "soliciting material" or "filed" for purposes of Section 18 of the Exchange Act nor shall such information be incorporated by reference into any filing of MediaAlpha, Inc. under the Exchange Act or the Securities Act, except to the extent we specifically incorporate it by reference in such filing.

The graph set forth above compares the cumulative total return to stockholders on our Class A common stock relative to the cumulative total returns of the Russell 3000 Index and the S&P 500 Information Technology Index between December 31, 2020 through December 31, 2025. All values assume a $100 initial investment and data for the Russell 3000 and the S&P 500 Information Technology Index assume reinvestment of dividends. The comparisons are based on historical data and are not indicative of, nor intended to forecast, the future performance of our Class A common stock.

Issuer Purchases of Equity Securities

The following table provides information about our share repurchase activity for the quarter ended December 31, 2025:

2025	Total Number of Shares Purchased (1)(2)	Average Price Paid per Share (3)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(1)
October 1 through October 31	—	$—	—	$50,000,000
November 1 through November 30	948,237	$12.66	847,351	$39,246,749
December 1 through December 31	270,013	$13.37	270,013	$35,637,893
Total	1,218,250		1,117,364	

(1) On October 28, 2025, our Board of Directors authorized a new Share Repurchase Program to repurchase up to $50.0 million of shares of Class A common stock, and on February 18, 2026 our Board authorized an increase in such program to up to $100.0 million. We may repurchase such shares through open market transactions, privately negotiated transactions, preset trading plans, block trades or any combination of such methods.

(2) For November 2025, 100,886 shares of Class A Common Stock were withheld to satisfy tax withholding obligations in connection with the vesting of restricted stock units issued to employees of the Company. We withheld these shares at their fair market values based upon the closing prices of our Class A Common Shares as reported by the NYSE on the day preceding the vesting dates.

(3) Includes commissions paid, but excludes any estimated excise taxes payable on share repurchases.

Item 6. Reserved.

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

You should read the following discussion and analysis of our financial condition and results of operations together with our audited consolidated financial statements and related notes included in "Financial Statements and Supplementary Data." Some of the information contained in this discussion and analysis, including information with respect to our plans and strategy for our business, includes forward-looking statements involving significant risks and uncertainties. As a result of many factors, such as those set forth in "Risk Factors," our actual results may differ materially from the results described in, or implied by, these forward-looking statements.

We have omitted discussion of 2023 results where it would be redundant to the discussion previously included in Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations," of our Annual Report on Form 10-K for the year ended December 31, 2024, as filed with the Securities and Exchange Commission and is incorporated by reference, and should be referred to for information regarding this period.

Overview

Our mission is to help insurance carriers and distributors target and acquire consumers more efficiently and at greater scale through technology and data science. Our technology platform brings together leading insurance carriers and high-intent consumers through a real-time, programmatic, transparent, and results-driven ecosystem. We believe we are the leading customer acquisition infrastructure for insurance carriers, supporting $2.2 billion in Transaction Value across our platform from our core verticals of property & casualty ("P&C") insurance, health insurance, and life insurance in the year ended December 31, 2025.

We have multi-faceted relationships with top-tier insurance carriers and distributors. A buyer or a Demand Partner within our ecosystem is generally an insurance carrier or distributor seeking to reach high-intent insurance consumers. A seller or a Supply Partner is typically an insurance carrier looking to maximize the value of non-converting or low expected LTV consumers, or an insurance-focused research destination or other financial website looking to monetize high-intent users on their websites. During the year ended December 31, 2025, consumers shopping for insurance products through the websites of our diversified group of Supply Partners and our proprietary websites drove an average of 11.8 million Consumer Referrals on our platform each month.

We generate revenue by earning a fee for each Consumer Referral sold on our platform. A transaction becomes payable upon a qualifying consumer action, such as a click, call or lead, and is generally not contingent on the sale of a product to the consumer.

We believe our technology is a key differentiator and a powerful driver of our performance. We maintain deep, custom integrations with partners representing the majority of our Transaction Value, which enable automated, data-driven processes that optimize our partners' customer acquisition spend and revenue. Through our platform, our P&C insurance carrier partners can target and price across over 35 separate consumer attributes to manage customized acquisition strategies.

Executive Summary

Highlights

(in millions, except percentages)	Year ended December 31, 2025	$	%	Year ended December 31, 2024
Revenue	$1,113.6	248.9	*28.8%*	$864.7
Transaction Value[1]	$2,156.2	664.3	*44.5%*	$1,491.9
Contribution[1]	$176.3	21.9	*14.2%*	$154.4
Net Income	$26.8	4.7	*21.0%*	$22.1
Adjusted EBITDA[1]	$113.7	17.6	*18.3%*	$96.1

1. Transaction Value is an operating metric not presented in accordance with GAAP. Adjusted EBITDA, Contribution, and Contribution Margin are non-GAAP financial measures. See "Management's discussion and analysis of financial condition and results of operations-Key business and operating metrics." for additional information regarding the Company's operating metrics and Non-GAAP metrics.

For the year ended December 31, 2025, we generated $1.1 billion of revenue and $2.2 billion of Transaction Value, representing increases of 28.8% and 44.5%, respectively, compared with the year ended December 31, 2024, driven primarily by significant increases in customer acquisition spending by P&C Demand Partners as they continued to focus on growth and increasing market share in response to improving underwriting profitability, offset in part by a decline in revenue from our Health insurance vertical, in both under-65 health and Medicare, due primarily to our decision to scale back the under-65 health sub-vertical and the ongoing industry-wide headwinds within Medicare due to high carrier loss ratios.

Contribution, which generally represents revenue less revenue share payments and online advertising costs, was $176.3 million for the year ended December 31, 2025, a year-over-year increase of 14.2%, driven primarily by the higher revenue, offset in part by lower margins due to reductions in Transaction Value from our Health vertical and a higher mix of Private Marketplace transactions in our P&C vertical. Contribution Margin was 15.8% for the year ended December 31, 2025, compared with 17.9% for the year ended December 31, 2024.

Net income for the year ended December 31, 2025 was $26.8 million, compared with net income of $22.1 million for the year ended December 31, 2024, due primarily to higher income tax benefit consisting primarily of reduction of the valuation allowance against our deferred tax asset, and to the higher gross profit, offset in part by an increase in our non-current liability pursuant to the Tax Receivables Agreement ("TRA"), a charge of $38.0 million to increase our reserve related to FTC Matter, and a write-off of $13.4 million of certain acquired intangible assets.

Adjusted EBITDA for the year ended December 31, 2025 was $113.7 million, a year-over-year increase of 18.3%, due primarily to higher gross profit.

Key factors affecting our business

Revenue

We believe that our future performance will depend on many factors, including those described below and in the section titled Part I, Item 1A "Risk factors" included in this Annual Report on Form 10-K.

Secular trends in the insurance industry

Our technology platform was created to serve and grow with our core insurance end markets. We believe secular trends in the insurance industry are critical drivers of our revenue and will continue to provide strong tailwinds for our business over the long term. Customer acquisition spending by insurance carriers is growing over time, and as more consumers shop for insurance online, direct-to-consumer marketing, which fuels our revenue, has become the fastest growing insurance distribution channel. As mass-market customer acquisition becomes more costly, insurance carriers and distributors are increasingly focusing on optimizing customer acquisition spend, which is at the core of the service we deliver on our platform. As long as these secular trends persist, we expect digital insurance customer acquisition spending to continue to grow over time, and we believe we are well-positioned to benefit from this growth. In the P&C industry advertising spend increased at a 7% CAGR for the period from 2006-2024 and according to William Blair, advertising spend by P&C insurance carriers in the U.S. is expected to reach approximately $14 billion in 2026, growing at a 10% CAGR from 2024 levels.

In our health vertical, we aim to drive deeper adoption and integration of our platform within the Medicare Advantage ecosystem. The Medicare Advantage market represents a substantial opportunity with approximately over $423 billion in annual premiums, capitation payments, and rebates. Further, Medicare Advantage enrollment now exceeds 50% of eligible beneficiaries and continues to grow and outpace original Medicare products, supported by a growing and increasingly online savvy population aging into Medicare. However, this market is facing challenges, driven by fluctuating carrier loss ratios and variable CMS reimbursement rate increases. These underlying market pressures have created a difficult environment for customer acquisition, with carriers pulling back or reallocating marketing spend in response to volatile plan economics.

Transaction Value

We define "Transaction Value" as the total gross dollars transacted by our partners on our platform. Transaction Value is an operating metric not presented in accordance with GAAP, and is a driver of revenue based on the economic relationships we have with our partners. Transaction Value from Open Marketplace transactions is a direct driver of our revenue, while Transaction Value from Private Marketplace transactions is an indirect driver of our revenue (see "Key business and operating metrics" below). Transaction Value on our platform increased to $2.2 billion for the year ended December 31, 2025 from $1.5 billion for the year ended December 31, 2024, due primarily to an increase in customer acquisition spending by P&C insurance carriers in response to improvements in their underwriting profitability. We have developed multi-faceted, deeply integrated partnerships with insurance carriers and distributors, who may be both Demand Partners and Supply Partners on our platform. We believe the versatility and breadth of our offerings, coupled with our focus on high-quality products, provide significant value to insurance carriers and distributors, leading many of them to use our platform as their central hub for broadly managing digital customer acquisition and monetization, resulting in strong retention rates. For the year ended December 31, 2025, 99% of total insurance Transaction Value executed on our platform came from Demand Partner relationships in existence during 2024.

Our Demand and Supply Partners

Our success depends on our ability to retain and grow the number of high-quality Demand Partners and Supply Partners on our platform. The aggregate number of Demand Partners and Supply Partners active on our platform, in addition to our agent partners, was approximately 1,160 and 1,230 for the years ended December 31, 2025 and 2024, respectively. We retain and attract Demand Partners in part by finding high-quality sources of Consumer Referrals to make available to our Demand Partners. We obtain these Consumer Referrals from our diverse network of Supply Partners as well as from our proprietary properties. We seek to develop, acquire and retain relationships with high-quality Supply Partners by developing flexible platforms to enable our Supply Partners to maximize their revenue, manage their demand side relationships in scalable and flexible ways and focus on long-term sustainable economics with respect to revenue share. Our relationships with our partners are deep and long standing and involve most of the top-tier insurance carriers in the industry. In terms of Demand Partners, during the year ended December 31, 2025, 16 of the 20 largest auto insurance carriers by customer acquisition spend in 2024 were active on our platform.

Consumer Referrals

Our results depend in large part on the number of Consumer Referrals purchased on our platform and the pricing of such Consumer Referrals. The aggregate number of consumer clicks, calls, and leads purchased by Demand Partners on our platform increased to 141.5 million for the year ended December 31, 2025 from 118.8 million for the year ended December 31, 2024. We seek to increase the number and scale of our supply relationships and drive consumers to our proprietary properties through a variety of paid traffic acquisition sources. We continuously look to diversify our paid media sources to extend beyond search engine marketing, which has historically represented the bulk of our paid media spend. In the future, we expect artificial intelligence (AI) based platforms, including large language models, to become significant traffic acquisition sources for us and our Supply Partners.

Seasonality

Our results are subject to fluctuations as a result of seasonality. In particular, our P&C insurance vertical is typically characterized by seasonal strength in our quarters ending March 31 due to a greater supply of Consumer Referrals and higher customer acquisition budgets during the start of the year, and by seasonal weakness in our quarters ending December 31 due to a lower supply of Consumer Referrals available on a cost-effective basis and lower customer acquisition budgets from some buyers during those quarters. Our health insurance vertical is typically characterized by seasonal strength in our quarters ending December 31 due to open enrollment periods for health insurance and annual enrollment for Medicare during those quarters, with a material increase in consumer search volume for health products and a related increase in buyer customer acquisition budgets.

Other factors affecting our partners' businesses include macro factors such as credit availability in the market, the strength of the economy and employment levels.

Cyclicality

Our results are also subject to fluctuations as a result of business cycles experienced by companies in the P&C insurance industry. These cycles in the P&C insurance industry are characterized by periods of “soft” market conditions, when carriers are profitable and are focused on increasing capacity and building market share, and “hard” market conditions, when carriers are experiencing lower or even negative underwriting profits and are seeking to increase their premium rates to improve their profitability. As our Demand Partners in the P&C insurance industry go through these market cycles, they often increase their customer acquisition spending during soft markets and reduce it during hard markets, causing their relative demand for Consumer Referrals from our platform to increase and decrease accordingly. For example, beginning in the second half of 2021, the P&C insurance industry entered a “hard” market, with many carriers experiencing lower than expected underwriting profitability due to higher than expected inflation in automobile claims costs, causing them to significantly reduce their customer acquisition spending on our platform. In late 2023, P&C insurance industry profitability began to improve as premium increases began to outpace loss cost inflation, causing them to begin to resume their marketing investments. This recovery gained significant momentum during 2024 and 2025 as the industry re-entered a soft market and multiple carriers meaningfully increased their spending in our marketplaces.

Regulation

Our revenue and earnings may fluctuate from time to time as a result of federal, state, international and industry-based laws, directives and regulations and developing standards with respect to the enforcement of those regulations. Our business is affected directly because we operate websites, conduct telemarketing and email marketing and collect, process, store, share, disclose, transfer and use consumer information and other data. Our business is affected indirectly as our clients adjust their operations as a result of regulatory changes and enforcement activity within their industries. For example, the FTC has recently started taking a new position (in recent public statements and enforcement actions) regarding the consent rules under the Telemarketing Sales Rule ("TSR"). These changes have required, and may in the future require, both us and our Partners to adjust their telemarketing activities. While it is unclear how some of these changes may ultimately be interpreted, they may have a significant impact on the market for leads, and may require us and our

Partners to modify our telemarketing practices and policies. In addition, the California Consumer Privacy Act ("CCPA") became effective on January 1, 2020 and has been amended by the California Privacy Rights Act ("CPRA"), which became effective January 1, 2023, and more than 20 other states have enacted or are considering similar laws, all of which may affect our business. While it is unclear how this new legislation may be modified or how certain provisions will be interpreted, the effects of this legislation are potentially significant, and may require us to modify our data processing practices and policies and incur substantial compliance-related costs and expenses. In addition, we are licensed as a health insurance broker in all 50 states and the District of Columbia, making us subject to certain insurance laws and regulations. Our Medicare business is also subject to federal rules governing the marketing of such policies. For a description of laws and regulations to which we are generally subject, see Item 1 “Business” and Item 1A “Risk Factors.”

In addition, we are impacted by the regulation of the insurance carriers with whom we do business. In most states, insurance carriers are required to obtain approval of their premium rates from the regulatory authority in such states. The timing of such approval process, as well as the willingness of insurance regulators to approve rate increases, can impact the profitability of new policies and the level of customer acquisition spending by carriers in a given period, which in turn can cause fluctuations in our revenue and earnings.

Key components of our results of operations

Revenue

We operate primarily in the P&C insurance, health insurance, and life insurance verticals and generate revenue through the purchase and sale of Consumer Referrals.

The price and amount of Consumer Referrals purchased and sold on our platform vary based on a number of market conditions and consumer attributes, including (i) geographic location of consumers, (ii) demographic attributes of consumers, (iii) the source of Consumer Referrals and quality of conversion by source, (iv) the volume of Consumer Referrals provided by our Supply Partners, (v) Demand Partner bid levels and (vi) Demand Partner demand and budgets.

In our Open Marketplace transactions, we generate revenue by delivering qualified clicks, calls, and leads and have control over these Consumer Referrals that are sold to our customers (Demand Partners) on our technology platform. In these arrangements, we have separate agreements with our suppliers (Supply Partners) and Demand Partners. Supply Partners are not a party to the contractual arrangements with our Demand Partners, nor are the Supply Partners the beneficiaries of our Demand Partner agreements. We separately pay (i) a revenue share to Supply Partners or (ii) a fee to internet search companies to drive consumers to our proprietary websites. We are the principal in Open Marketplace transactions. As a result, the price paid by the Demand Partners for Consumer Referrals sold is recognized as revenue and the price paid to the Supply Partner is included in cost of revenue.

In our Private Marketplace transactions, Supply Partners and Demand Partners contract with one another directly. In these transactions, we act as an agent, facilitating the sale of Consumer Referrals between these Supply and Demand Partners, by providing access to our platform to the Supply Partner for their use as a tracking, reporting, optimization, and analytics tool in transacting with the Demand Partner, and we generate revenue by charging the Supply Partner a platform fee on the Consumer Referrals transacted, which is a negotiated percentage of the Transaction Value of such transactions. We do not make any payments to Supply Partners in our Private Marketplace transactions.

We recognize revenue derived from Consumer Referrals when we transfer these Consumer Referrals to our Demand Partners in an amount that reflects the consideration to which we are entitled. We recognize revenue pursuant to the framework contained in Accounting Standards Codification (“ASC”) 606, Revenue from Contracts with Customers (“ASC 606"), as issued by the Financial Accounting Standards Board (“FASB”): (i) identify the contract with a client; (ii) identify the performance obligations in the contract, including whether they are distinct in the context of the contract; (iii) determine the transaction price, including the constraint on variable consideration; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when we satisfy the performance obligations.

Generally, our contracts with Demand Partners and Supply Partners specify a period of time covered and a budget governing spend limits. While contracts can specify a term, most of our contracts can be terminated at any time without penalty upon 30- or 60-days’ notice. As a result, the transaction price for the delivery of each Consumer Referral is determined and recorded in real time and no estimation of variable consideration or future consideration is required. We satisfy our performance obligations as services are provided. We do not promise to provide any other significant goods or services to our partners after delivery and generally do not offer a right of return.

Costs and operating expenses

Costs and operating expenses consist primarily of cost of revenue, sales and marketing expenses, product expenses and general and administrative expenses.

Cost of revenue

Our cost of revenue is comprised primarily of revenue share payments to Supply Partners and traffic acquisition costs paid to search engines and social media platforms, as well as telephony infrastructure costs, internet and hosting costs, and merchant fees, and includes salaries, wages, equity-based compensation, the cost of health and other employee benefits for employees engaged in media buying, and other expenses including an allocated portion of rent and facilities expenses.

Sales and marketing

Sales and marketing expenses consist primarily of an allocation of personnel expenses for employees engaged in demand side and supply side business development and marketing, and include salaries, wages, equity-based compensation, and the cost of health and other employee benefits. Sales and marketing expenses also include costs related to attracting partners to our platform, including marketing and promotions, tradeshows and related travel and entertainment expenses. Sales and marketing expenses also include an allocated portion of rent and facilities expenses and depreciation and amortization expense.

Product development

Product development expenses consist primarily of an allocation of personnel expenses for employees engaged in technology, engineering and product development and include salaries, wages, equity-based compensation, and the cost of health and other employee benefits. Product development expenses also include an allocated portion of rent and facilities expenses and depreciation and amortization expense.

General and administrative

General and administrative expenses consist primarily of an allocation of personnel expenses for executive, finance, legal, people operations, and business analytics employees, and include salaries, wages, equity-based compensation, and the cost of health and other employee benefits. General and administrative expenses also include professional services, an allocated portion of rent and facilities expenses and depreciation and amortization expense.

Other expense (income), net

Other expense (income), net consists primarily of expenses and income not incurred by us in our ordinary course of business and that are not included in any of the categories listed above.

Interest expense

Interest expense consists primarily of interest expense associated with outstanding borrowings under our 2021 Credit Facilities and the amortization of deferred financing costs associated with these arrangements. See “Liquidity and capital resources-Financing activities” below.

Income tax expense (benefit)

MediaAlpha, Inc. is taxed as a corporation and pays corporate federal, state and local taxes on income allocated to it from QLH based upon MediaAlpha, Inc.’s economic interest held in QLH. QLH is treated as a pass-through partnership for income tax reporting purposes and is not subject to federal income tax. Instead, QLH’s taxable income or loss is passed through to its members, including MediaAlpha, Inc., pro-rata to their ownership interest in QLH. Accordingly, as our ownership interest in QLH increases, our share of the taxable income (loss) of QLH also increases. As of December 31, 2025, our ownership interest in QLH was 87.1%.

Net income (loss) attributable to non-controlling interest

Net income (loss) is attributed to non-controlling interests in accordance with QLH’s limited liability company agreement. We allocate a share of the pre-tax income (loss) of the QLH incurred subsequent to the Reorganization Transactions to the non-controlling interest holders pro-rata to their ownership interest in QLH.

Results of operations

The following table sets forth our operating results in absolute dollars and as a percentage of revenue for the years ended December 31, 2025 and 2024:

	Year Ended December 31,			
	2025		2024	
(in thousands)				
Revenue	$1,113,600	100.0%	$864,704	100.0%
Costs and operating expenses				
Cost of revenue	946,057	85.0%	721,131	83.4%
Sales and marketing	21,055	1.9%	24,725	2.9%
Product development	21,396	1.9%	19,764	2.3%
General and administrative	89,556	8.0%	56,359	6.5%
Write-off of intangible assets	13,416	1.2%	—	0.0%
Total costs and operating expenses	1,091,480	98.0%	821,979	95.1%
Income from operations	22,120	2.0%	42,725	4.9%
Other expense, net	121,938	10.9%	4,872	0.6%
Interest expense	11,243	1.0%	14,351	1.7%
Total other expense, net	133,181	12.0%	19,223	2.2%
(Loss) income before income taxes	(111,061)	(10.0)%	23,502	2.7%
Income tax (benefit) expense	(137,822)	(12.4)%	1,384	0.2%
Net income	$26,761	2.4%	$22,118	2.6%
Net income attributable to non-controlling interest	1,138	0.1%	5,489	0.6%
Net income attributable to MediaAlpha, Inc.	$25,623	2.3%	$16,629	1.9%
Net income attributable to MediaAlpha, Inc. per share of Class A common stock				
-Basic	$0.46		$0.31	
-Diluted	$0.39		$0.31	
Weighted average shares of Class A common stock outstanding				
-Basic	56,244,357		53,043,576	
-Diluted	66,786,155		53,043,576	

Revenue

The following table presents our revenue, disaggregated by vertical, for the years ended December 31, 2025 and 2024, and the dollar and percentage changes between the periods:

(in thousands)	**Year ended December 31, 2025**	**$**	**%**	**Year ended December 31, 2024**
Property & casualty insurance	$1,003,038	344,841	52.4%	$658,197
Percentage of revenue	90.1%			76.1%
Health insurance	85,696	(87,835)	(50.6)%	173,531
Percentage of revenue	7.7%			20.1%
Life insurance	21,700	(2,674)	(11.0)%	24,374
Percentage of revenue	1.9%			2.8%
Other	3,166	(5,436)	(63.2)%	8,602
Percentage of revenue	0.3%			1.0%
Revenue	$1,113,600	248,896	28.8%	$864,704

The increase in P&C insurance revenue for the year ended December 31, 2025, compared with the year ended December 31, 2024, was due to a sustained increase in customer acquisition spending by P&C insurance Demand Partners driven by significant year-over-year increases in underwriting profitability and marketing budgets, and an increased supply of Consumer Referrals due to the addition of new Supply Partners.

The decrease in health insurance revenue for the year ended December 31, 2025, compared with the year ended December 31, 2024, was driven primarily by our actions to scale back the under-65 health sub-vertical and implement additional compliance measures to address concerns raised by the FTC. Additionally, revenue from the Medicare sub-vertical declined due to lower demand from carriers and brokers driven by increases in the Medical Loss Ratios (MLR) for carriers and changes to the enrollment programs. Revenue from under-65 health declined from $128.9 million for the year ended December 31, 2024 to $56.1 million for the year ended December 31, 2025.

The decrease in life insurance revenue for the year ended December 31, 2025, compared with the year ended December 31, 2024, was driven primarily by a decrease in the supply of Consumer Referrals from our owned and operated sites.

The decrease in other revenue for the year ended December 31, 2025, compared with the year ended December 31, 2024, was driven primarily by lower revenue from our travel vertical. We fully exited the vertical during the second quarter of 2025. Revenue from the Travel vertical was $1.8 million and $6.7 million during the years ended December 31, 2025 and 2024, respectively, and was not considered material.

Cost of revenue

The following table presents our cost of revenue for the years ended December 31, 2025 and 2024 and the dollar and percentage changes between the periods:

(in thousands)	Year ended December 31, 2025	$	%	Year ended December 31, 2024
Cost of revenue	$946,057	224,926	31.2%	$721,131
Percentage of revenue	*85.0%*			*83.4%*

The increase in cost of revenue for the year ended December 31, 2025, compared with the year ended December 31, 2024, was driven primarily by higher revenue share payments to suppliers due to the overall increase in revenue and lower take rates in our Open Marketplace, driven primarily by the reduction in revenue from our under 65 health insurance subvertical, offset in part by a higher proportion of transactions in our Private Marketplaces, which have a lower impact on cost of revenue.

Sales and marketing

The following table presents our sales and marketing expenses for the years ended December 31, 2025 and 2024 and the dollar and percentage changes between the periods:

(in thousands)	Year ended December 31, 2025	$	%	Year ended December 31, 2024
Sales and marketing	$21,055	(3,670)	(14.8)%	$24,725
Percentage of revenue	*1.9%*			*2.9%*

The decrease in sales and marketing expenses for the year ended December 31, 2025, compared with the year ended December 31, 2024, was driven primarily by a decrease in amortization expense of $2.8 million and a decrease in equity-based compensation expense of $1.9 million, as discussed further below, offset in part by an increase in personnel-related costs of $0.8 million.

Product development

The following table presents our product development expenses for the years ended December 31, 2025 and 2024, and the dollar and percentage changes between the periods:

(in thousands)	Year ended December 31, 2025	$	%	Year ended December 31, 2024
Product development	$21,396	1,632	8.3%	$19,764
Percentage of revenue	*1.9%*			*2.3%*

The increase in product development expenses for the year ended December 31, 2025, compared with the year ended December 31, 2024, was driven primarily by an increase in personnel-related costs of $2.4 million due to planned headcount increase, offset in part by a decrease in equity-based compensation expense of $1.0 million as discussed further below.

General and administrative

The following table presents our general and administrative expenses for the years ended December 31, 2025 and 2024, and the dollar and percentage changes between the periods:

(in thousands)	Year ended December 31, 2025	$	%	Year ended December 31, 2024
General and administrative	$89,556	33,197	58.9%	$56,359
Percentage of revenue	*8.0%*			*6.5%*

The increase in general and administrative expenses for the year ended December 31, 2025, compared with the year ended December 31, 2024, was driven primarily by a $30.7 million increase in legal costs, driven by charges of $38.0 million to increase the loss reserve relating to the FTC Matter that was settled during 2025, an increase in personnel-related costs of $2.9 million due to annual salary adjustments and higher headcount, and an increase in equity-based compensation expense of $1.2 million, offset in part by a decrease in amortization expense of $0.6 million.

Write-off of intangible assets

The following table presents our write-off of intangible assets for the years ended December 31, 2025 and 2024, and the dollar and percentage changes between the periods:

(in thousands)	Year ended December 31, 2025	$	%	Year ended December 31, 2024
Write-off of intangible assets	$13,416	13,416	100.0%	$—
Percentage of revenue	*1.2%*			*0.0%*

During the year ended December 31, 2025, intangible assets acquired as part of the Customer Helper Team, LLC acquisition, including customer relationships and trademarks, trade names, and domain names, which had a net book value of $13.4 million, were written off as no future cash inflows were expected from these assets.

Equity-based compensation

The following table presents our equity-based compensation expense that was included in costs and operating expenses for the years ended December 31, 2025 and 2024, and the dollar and percentage changes between the periods:

(in thousands)	Year ended December 31, 2025	$	%	Year ended December 31, 2024
Cost of revenue	$1,030	(1,996)	(66.0)%	$3,026
Sales and marketing	5,345	(1,920)	(26.4)%	7,265
Product development	5,441	(1,012)	(15.7)%	6,453
General and administrative	18,515	1,176	6.8%	17,339
Total	$30,331	(3,752)	(11.0)%	$34,083

The decrease in equity-based compensation expense for the year ended December 31, 2025, compared with the year ended December 31, 2024, was due primarily to higher-than-normal Restricted Stock Units ("RSUs") awards made to employees in 2021 becoming fully vested during the year ended December 31, 2024, and due to acceleration of the vesting of certain RSUs held by employees in connection with the termination of their employment during the three months ended March 31, 2024, offset in part by higher expenses related to annual awards of RSUs granted to employees due to higher employee headcount.

Amortization

The following table presents our amortization of intangible asset expense that was included in operating expenses for the years ended December 31, 2025 and 2024, and the dollar and percentage changes between the periods:

(in thousands)	Year ended December 31, 2025	$	%	Year ended December 31, 2024
Sales and marketing	$2,751	(2,829)	(50.7)%	$5,580
General and administrative	228	(622)	(73.2)%	850
Total	$2,979	(3,451)	(53.7)%	$6,430

The decrease in amortization expense for the year ended December 31, 2025, compared with the year ended December 31, 2024, was due primarily to the write-off of intangible assets acquired as part of the Customer Helper Team, LLC acquisition.

Other expense, net

The following table presents our other expense, net for the years ended December 31, 2025 and 2024, and the dollar and percentage changes between the periods:

(in thousands)	Year ended December 31, 2025	$	%	Year ended December 31, 2024
Other expense, net	$121,938	117,066	*n/m*	$4,872
Percentage of revenue	*10.9%*			*0.6%*

n/m - Not meaningful

The increase in other expense, net for the year ended December 31, 2025, compared with the year ended December 31, 2024, was driven primarily by a $124.1 million charge for the year ended December 31, 2025 to increase the TRA liability and a one-time contract termination fee of $1.7 million received from one of our Supply Partners in the Health and Life insurance verticals that ceased operations during the year ended December 31, 2024, offset in part by higher interest income of $1.5 million earned during 2025 due to the higher cash balances maintained during the year.

Interest expense

The following table presents our interest expense for the years ended December 31, 2025 and 2024, and the dollar and percentage changes between the periods:

(in thousands)	Year ended December 31, 2025	$	%	Year ended December 31, 2024
Interest expense	$11,243	(3,108)	(21.7)%	$14,351
Percentage of revenue	*1.0%*			*1.7%*

The decrease in interest expense for the year ended December 31, 2025, compared with the year ended December 31, 2024, was driven by the impact of lower interest rates as well as lower outstanding debt balances in the current year period.

Income tax (benefit) expense

The following table presents our income tax (benefit) expense for the years ended December 31, 2025 and 2024, and the dollar and percentage changes between the periods:

(in thousands)	Year ended December 31, 2025	$	%	Year ended December 31, 2024
Income tax (benefit) expense	$(137,822)	(139,206)	n/m	$1,384
Percentage of revenue	*(12.4)%*			*0.2%*

n/m - Not meaningful

For the year ended December 31, 2025, our income tax benefit of $137.8 million consisted primarily of the tax impacts of changes in our deferred tax assets and related valuation allowance. Such benefit was due primarily to the release of substantially all of the valuation allowance that was recorded against our deferred tax assets, as there was sufficient objective positive evidence based on our continued profitability and improved operating trends to support projections of future taxable income and continued profitability. For the year ended December 31, 2024, our income tax expense of $1.4 million consisted primarily of the tax impacts of changes in our valuation allowance and uncertain tax positions.

Key business and operating metrics

In addition to traditional financial metrics, we rely upon certain business and operating metrics that are not presented in accordance with GAAP to estimate the volume of spending on our platform, estimate and recognize revenue, evaluate our business performance and facilitate our operations. Such business and operating metrics should not be considered in isolation from, or as an alternative to, measures presented in accordance with GAAP and should be considered together with other operating and financial performance measures presented in accordance with GAAP. Also, such business and operating metrics may not necessarily be comparable to similarly titled measures presented by other companies.

Adjusted EBITDA

We define “Adjusted EBITDA” as net income (loss) excluding interest expense, income tax expense (benefit), depreciation expense on property and equipment, amortization of intangible assets, as well as equity-based compensation expense and certain other adjustments as listed in the table below. Adjusted EBITDA is a non-GAAP financial measure that we present to supplement the financial information we present on a GAAP basis. We monitor and present Adjusted EBITDA because it is a key measure used by our management to understand and evaluate our operating performance, to establish budgets and to develop operational goals for managing our business. We believe that Adjusted EBITDA helps identify underlying trends in our business that could otherwise be masked by the effect of the expenses that we exclude in the calculations of Adjusted EBITDA. Accordingly, we believe that Adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results, enhancing the overall understanding of our past performance and future prospects. In addition, presenting Adjusted EBITDA provides investors with a metric to evaluate the capital efficiency of our business.

Adjusted EBITDA is not presented in accordance with GAAP and should not be considered in isolation of, or as an alternative to, measures presented in accordance with GAAP. There are a number of limitations related to the use of Adjusted EBITDA rather than net income, which is the most directly comparable financial measure calculated and presented in accordance with GAAP. These limitations include the fact that Adjusted EBITDA excludes interest expense on debt, income tax expense (benefit), equity-based compensation expense, depreciation and amortization, and certain other adjustments that we consider to be useful to investors and others in understanding and evaluating our operating results. In addition, other companies may use other measures to evaluate their performance, including different definitions of “Adjusted EBITDA,” which could reduce the usefulness of our Adjusted EBITDA as a tool for comparison.

The following table reconciles Adjusted EBITDA with net income, the most directly comparable financial measure calculated and presented in accordance with GAAP, for the years ended December 31, 2025 and 2024.

	Year Ended December 31,	
(in thousands)	**2025**	**2024**
Net income	$26,761	$22,118
Equity-based compensation expense	30,331	34,083
Interest expense	11,243	14,351
Income tax (benefit) expense	(137,822)	1,384
Depreciation expense on property and equipment	273	252
Amortization of intangible assets	2,979	6,430
Transaction expenses(1)	303	1,172
Write-off of intangible assets(2)	13,416	—
Contract Settlement(3)	—	(1,725)
Changes in TRA related liability(4)	124,089	7,006
Changes in Tax Indemnification Receivable	(216)	(52)
Legal expenses(5)	42,378	11,092
Adjusted EBITDA	$113,735	$96,111

(1) Transaction expenses for the year ended December 31, 2025 consist of legal and accounting fees incurred by us in connection with an amendment to the 2021 Credit Facilities. Transaction expenses for the year ended December 31, 2024 consist of legal and accounting fees incurred by us in connection with resale registration statements filed with the SEC.

(2) Write-off of intangible assets for the year ended December 31, 2025 consist of a charge related to the write-off of intangible assets, consisting of customer relationships and trademarks, trade names, and domain names, acquired as part of the acquisition of Customer Helper Team, LLC.

(3) Contract settlement consists of income recorded for the year ended December 31, 2024 in connection with a one-time contract termination fee received from one of our partners in the Health insurance vertical that ceased operations during such year.

(4) Changes in TRA related liability consist of charges to increase the TRA liability to reflect probable future payments under the agreement.

(5) Legal expenses for the year ended December 31, 2025, consist of an increase of $38.0 million to the loss reserve established in connection with the FTC Matter and legal fees and costs incurred in connection with such matter. Legal expenses for the year ended December 31, 2024, consist of a $7.0 million loss reserve established in connection with the FTC Matter and legal fees and costs incurred in connection with such matter.

Contribution and Contribution Margin

We define “Contribution” as revenue less revenue share payments and online advertising costs, or, as reported in our consolidated statements of operations, revenue less cost of revenue (i.e., gross profit), as adjusted to exclude the following items from cost of revenue: equity-based compensation; salaries, wages, and related costs; internet and hosting costs; amortization; depreciation; other services;

and merchant-related fees. We define "Contribution Margin" as Contribution expressed as a percentage of revenue for the same period. Contribution and Contribution Margin are non-GAAP financial measures that we present to supplement the financial information we present on a GAAP basis. We use Contribution and Contribution Margin to measure the return on our relationships with our Supply Partners (excluding certain fixed costs), the financial return on and efficacy of our online advertising costs to drive consumers to our proprietary websites, and our operating leverage. We do not use Contribution and Contribution Margin as measures of overall profitability. We present Contribution and Contribution Margin because they are used by our management and board of directors to manage our operating performance, including evaluating our operational performance against budget and assessing our overall operating efficiency and operating leverage. For example, if Contribution increases and our headcount costs and other operating expenses remain steady, our Adjusted EBITDA and operating leverage increase. If Contribution Margin decreases, we may choose to re-evaluate and re-negotiate our revenue share agreements with our Supply Partners, to make optimization and pricing changes with respect to our bids for keywords from primary traffic acquisition sources, or to change our overall cost structure with respect to headcount, fixed costs and other costs. Other companies may calculate Contribution and Contribution Margin differently than we do. Contribution and Contribution Margin have their limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our results presented in accordance with GAAP.

The following table reconciles Contribution with gross profit, the most directly comparable financial measure calculated and presented in accordance with GAAP, for the years ended December 31, 2025 and 2024.

	Year Ended December 31,	
(in thousands)	**2025**	**2024**
Revenue	$1,113,600	$864,704
Less cost of revenue	(946,057)	(721,131)
Gross profit	$167,543	$143,573
Adjusted to exclude the following (as related to cost of revenue):		
Equity-based compensation	1,030	3,026
Salaries, wages, and related	2,753	3,387
Internet and hosting	831	570
Depreciation	21	21
Other expenses	793	796
Other services	2,556	2,737
Merchant-related fees	785	306
Contribution	$176,312	$154,416
Gross Margin	15.0%	16.6%
Contribution Margin	15.8%	17.9%

Transaction Value

We define "Transaction Value" as the total gross dollars transacted by our partners on our platform. Transaction Value is an operating metric not presented in accordance with GAAP, and is a driver of revenue based on the economic relationships we have with our partners. Our partners use our platform to transact via Open and Private Marketplace transactions. In our Open Marketplace model, revenue recognized represents the fees paid by our Demand Partners for Consumer Referrals sold and is equal to the Transaction Value and revenue share payments to our Supply Partners represent costs of revenue. In our Private Marketplace model, revenue recognized represents a platform fee billed to the Demand Partner or Supply Partner based on an agreed-upon percentage of the Transaction Value for the Consumer Referrals transacted, and accordingly there are no associated costs of revenue. We utilize Transaction Value to assess the overall level of transaction activity through our platform. We believe it is useful to investors to assess the overall level of activity on our platform and to better understand the sources of our revenue across our different transaction models and verticals.

The following table presents Transaction Value by platform model for the years ended December 31, 2025 and 2024.

	Year Ended December 31,	
(in thousands)	2025	2024
Open Marketplace transactions	$1,087,422	$841,604
Percentage of total Transaction Value	50.4%	56.4%
Private Marketplace transactions	1,068,733	650,256
Percentage of total Transaction Value	49.6%	43.6%
Total Transaction Value	$2,156,155	$1,491,860

The following table presents Transaction Value by vertical for the years ended December 31, 2025 and 2024.

	Year Ended December 31,	
	2025	2024
(in thousands)		
Property & Casualty insurance	$1,942,013	$1,178,497
Percentage of total Transaction Value	90.1%	79.0%
Health insurance	182,860	270,285
Percentage of total Transaction Value	8.5%	18.1%
Life insurance	27,948	30,662
Percentage of total Transaction Value	1.3%	2.1%
Other	3,334	12,416
Percentage of total Transaction Value	0.1%	0.8%
Total Transaction Value	$2,156,155	$1,491,860

Consumer Referrals

We define "Consumer Referral" as any consumer click, call or lead purchased by a buyer on our platform. Click revenue is recognized on a pay-per-click basis and revenue is earned and recognized when a consumer clicks on a listed buyer's advertisement that is presented subsequent to the consumer's search (e.g., auto insurance quote search or health insurance quote search). Call revenue is earned and recognized when a consumer transfers to a buyer and remains engaged for a requisite duration of time, as specified by each buyer. Lead revenue is recognized when we deliver data leads to buyers. Data leads are generated either through insurance carriers, insurance-focused research destination websites or other financial websites that make the data leads available for purchase through our platform, or when consumers complete a full quote request on our proprietary websites. Delivery occurs at the time of lead transfer. The data we generate from each Consumer Referral feeds into our analytics model to generate conversion probabilities for each unique consumer, enabling discovery of predicted return and cost per sale across the platform and helping us to improve our platform technology. We monitor the number of Consumer Referrals on our platform in order to measure Transaction Value, revenue and overall business performance across our verticals and platform models.

The following table presents the percentages of total Transaction Value generated from clicks, calls and leads for the years ended December 31, 2025 and 2024:

	Year Ended December 31,	
	2025	2024
Clicks	90.1%	84.1%
Calls	4.2%	9.4%
Leads	5.7%	6.5%

Number of Demand and Supply Partners

The aggregate number of Demand and Supply Partners on our platform determines in part the level of Consumer Referral demand and supply on our platform. We use the number of Demand and Supply Partners on our platform to evaluate our current business performance and future business prospects.

Liquidity and capital resources

Overview

Our principal sources of liquidity are our cash flows generated from operations and cash and funds available under the 2021 Revolving Credit Facility. Our principal uses of cash include funding of our operations, interest payments, share repurchases, and mandatory principal payments on our long-term debt. As of December 31, 2025 and December 31, 2024, our cash and cash equivalents totaled $46.9 million and $43.3 million, respectively. As of December 31, 2025, the aggregate principal amount outstanding under the 2021 Term Loan Facility was $149.0 million and our borrowing capacity available under the 2021 Revolving Credit Facility was $45.0 million. On August 4, 2025 ("Effective Date"), we agreed with lenders representing $138.1 million of the principal amount outstanding as of the Effective Date under the 2021 Term Loan Facility to extend the maturity date of their portion of the 2021 Term Loan Facility by one year, to July 29, 2027. The remaining lenders, representing $13.3 million of the principal amount outstanding as of the Effective Date under the 2021 Term Loan Facility, did not agree to extend the maturity date of their loans, and so such amounts are considered to be current liabilities as their maturity falls within twelve months from December 31, 2025. In addition, the lenders representing $45.6 million in aggregate amount of revolving commitments and related loans under the 2021 Revolver Credit Facility ($4.6 million in aggregate principal amount of which are drawn as of the Effective Date) agreed to extend the maturity by one year to July 29, 2027. The remaining $4.4 million in aggregate amount of revolving commitments and related loans under the 2021 Revolver Credit Facility ($0.4 million in aggregate principal amount of which are drawn as of the Effective Date) will mature on July 29, 2026.

Our business is seasonal and cyclical in nature and these trends, if continued for a long period of time, could impact our cash flows generated from operations, requiring us to draw on our available borrowing capacity under the 2021 Revolving Credit Facility or raise additional funds in the short term.

On February 21, 2023, we received a civil investigative demand from the Federal Trade Commission (the “FTC”) regarding compliance with the FTC Act and the TSR, as they relate to the advertising, marketing, promotion, offering for sale, or sale of healthcare-related products, the collection, sale, transfer or provision to third parties of consumer data, telemarketing practices, and/or consumer privacy or data security. On October 30, 2024, we received an initial settlement demand from the staff of the FTC (the “FTC Staff”) stating that the FTC Staff was prepared to recommend that the FTC approve the filing of a complaint against the Company for violations of Section 5(a) of the FTC Act, the TSR and the Government and Business Impersonation Rule (the “Impersonation Rule”). On July 3, 2025, we reached agreement with the FTC Staff on the terms of a Consent Order that fully resolved the FTC’s claims, which was entered by the Court on October 16, 2025. Under the terms of the Consent Order, which includes no admission or denial of wrongdoing or to the FTC’s allegations, we agreed to pay $45.0 million as monetary relief, of which $33.5 million was paid on October 21, 2025, and the remaining $11.5 million was paid on January 12, 2026. In addition, we agreed to certain other provisions, primarily implementing additional compliance procedures to further strengthen the existing safeguards in the under-65 Health vertical.

On September 3, 2025, a special committee of our Board of Directors, comprised solely of independent and disinterested directors not affiliated with Insignia, pursuant to authority delegated to it by our Board of Directors, authorized us to enter into a Share Repurchase Agreement with Insignia to repurchase 3,234,894 shares of Class A common stock at a price of $10.17 per share, for an aggregate purchase price of $32.9 million. As part of the transaction, Insignia exchanged all of its remaining 3,234,894 Class B-1 units, together with an equal number of shares of Class B common stock, for shares of Class A common stock on a one-for-one basis.

On October 28, 2025, our Board of Directors authorized a new Share Repurchase Program to repurchase shares of our Class A common stock having an aggregate purchase price of up to $50.0 million ("Repurchase Program"). During the quarter ended December 31, 2025, we repurchased and retired 1,117,364 shares of Class A common stock under the Repurchase Program for aggregate consideration of $14.4 million. Subsequently, on February 18, 2026, our Board of Directors authorized an increase in the Repurchase Program by $50.0 million, to a total of up to $100.0 million. We may repurchase such shares through open market transactions, privately negotiated transactions, preset trading plans, block trades or any combination of such methods. The timing and amount of any share repurchases will be determined by us in our discretion based on the ongoing evaluation of market and economic conditions, the trading price and volume of the our Class A common stock, our capital needs and investment opportunities, and other factors. We expect to complete the vast majority of the Repurchase Program by the end of 2026, but it may be suspended or discontinued at any time, and does not obligate the Company to acquire any amount of Class A common stock. Shares repurchased under the Repurchase Program are accounted for as of the trade date with a corresponding liability, and the shares repurchased are immediately retired and returned to the status of authorized but unissued shares of Class A common stock. The excess between the repurchase price and the par value of the shares of Class A common stock repurchased is recorded as an adjustment to additional-paid-in capital.

We believe that our expected near-term revenue, cash on hand and availability to access cash available under the 2021 Credit Facilities will be sufficient to meet our projected operating and debt service requirements, and we expect that we will continue to comply with our financial covenants under the 2021 Credit Facilities, for at least the next twelve months. To the extent that our current liquidity is insufficient to fund future activities, or our financial results are below our expectations, or we are unable to refinance the 2021 Credit Facilities prior to their maturity, or we do not remain in compliance with our financial covenants under the 2021 Credit Facilities, we may need to take additional actions to reduce operating costs, negotiate amendments to or waivers of the terms of such credit facilities, or raise additional capital. We have historically not used funds available under our credit facilities to fund our operations or to make payments required under our credit facilities.

We may in the future engage in merger and acquisition or other activities, including share repurchases, that could require us to draw on our existing credit facilities or raise additional capital through the sale of equity securities or through debt financing arrangements. If we raise additional funds by issuing equity securities, the ownership of our existing stockholders will be diluted. The incurrence of additional debt financing would result in debt service obligations, and any future instruments governing such debt could provide for operating and financing covenants that could restrict our operations. Our material cash requirements include our long-term debt, operating lease obligations, and any payments under the TRA.

Cash flows

The following table presents a summary of our cash flows for the years ended December 31, 2025 and 2024, and the dollar and percentage changes between the periods:

(in thousands)	Year ended December 31, 2025	$	%	Year ended December 31, 2024
Net cash provided by operating activities	$65,598	19,726	43.0%	$45,872
Net cash (used in) investing activities	$(340)	314	(48.0)%	$(654)
Net cash (used in) financing activities	$(61,648)	(42,425)	220.7%	$(19,223)

Operating activities

Cash flows provided by operating activities were $65.6 million for the year ended December 31, 2025, compared with $45.9 million for the year ended December 31, 2024. The increase was driven primarily by an increase in net working capital resulting from an increase in accounts receivable due to higher revenues and timing of payments, offset in part by a decrease in accounts payable due to the timing of payments and payments made in connection with the FTC Matter.

Investing activities

Cash flows used in investing activities were $0.3 million for the year ended December 31, 2025, compared with $0.7 million for the year ended December 31, 2024. The decrease resulted primarily from the purchase of certain intangible assets during the year ended December 31, 2024.

Financing activities

Cash flows used in financing activities were $61.6 million for the year ended December 31, 2025, compared with $19.2 million for the year ended December 31, 2024. The increase was due primarily to payments made for share repurchases of $47.3 million, offset in part by a required Excess Cash Flow principal payment on the 2021 Term Loan Facility and higher tax payments made for shares withheld for taxes on vesting of RSUs during the year ended December 31, 2024.

Senior secured credit facilities

2021 Credit Facilities

On July 29, 2021, QuoteLab, LLC and QLH entered into an amendment (the “First Amendment”) to the 2020 Credit Agreement (as amended by the First Amendment, the "Existing Credit Agreement"). The Existing Credit Agreement provides for a new senior secured term loan facility in an aggregate principal amount of $190.0 million (the “2021 Term Loan Facility”), the proceeds of which were used to refinance all of the $186.4 million outstanding under the existing 2020 Term Loan Facility and the unpaid interest thereon as of the date of the First Amendment, to pay fees related to these transactions, and to provide cash for general corporate purposes, and a new senior secured revolving credit facility with commitments in an aggregate amount of $50.0 million (the “2021 Revolving Credit Facility” and, together with the 2021 Term Loan Facility, the "2021 Credit Facilities"), which replaced the 2020 Revolving Credit Facility. Our obligations under the 2021 Credit Facilities are guaranteed by QLH and secured by substantially all assets of QLH and QuoteLab, LLC.

On June 8, 2023, QuoteLab, LLC and QLH entered into a Second Amendment (the “Second Amendment”) to the Existing Credit Agreement, (as amended by the Second Amendment, the “Amended Credit Agreement”). The Second Amendment amended the Existing Credit Agreement, effective on the amendment date, to, among other things, replace the London Interbank Offered Rate (“LIBOR”) applicable to the 2021 Credit Facilities with the Secured Overnight Financing Rate (“SOFR”), with a credit spread adjustment of 0.10% per annum, as the interest rate benchmark.

On August 4, 2025 ("Effective Date"), QuoteLab, LLC and QLH entered into a Third Amendment (the "Third Amendment") to the Amended Credit Agreement, pursuant to which lenders representing $138.1 million in aggregate principal amount of term loans outstanding under the 2021 Term Loan Facility as of the Effective Date, agreed to extend the maturity date by one year, to July 29, 2027 ("Extended Term Loans"). The remaining $13.3 million in aggregate principal amount of term loans outstanding under the 2021 Term Loan Facility, as of the Effective Date (the "Non-Extended Term Loans" and, together with the Extended Term Loans, the "Term Loans") will mature on July 29, 2026. The Term Loans amortize quarterly, beginning with December 31, 2021 and ending with (a) June 30, 2026, in the case of the Non-Extended Term Loans, and (b) June 30, 2027, in the case of the Extended Term Loans, by an amount equal to 1.25% of the aggregate principal amount of the Term Loans initially made on July 29, 2021. Also, as of the Effective Date, the lenders representing $45.6 million in aggregate amount of revolving commitments and related loans under the 2021 Revolver Credit Facility ($4.6 million in aggregate principal amount of which are drawn as of the Effective Date) agreed to extend the maturity date by one year, to July 29, 2027. The remaining $4.4 million in aggregate amount of revolving commitments and related loans under the 2021 Revolver Credit Facility ($0.4 million in aggregate principal amount of which are drawn as of the Effective Date) will mature on July 29, 2026. We are currently negotiating a refinancing of these credit facilities, which we expect to complete by the end of the first quarter of 2026.

Borrowings under the 2021 Credit Facilities bear interest at a rate equal to, at our option, the Term SOFR or Daily Simple SOFR, plus an applicable margin, with a floor of 0.00%, or a base rate plus an applicable margin. The applicable margins will be based on our consolidated total net leverage ratio as calculated under the terms of the Amended Credit Agreement (the "Leverage Ratio") for the prior fiscal quarter and range from 2.00% to 2.75% with respect to the Term SOFR or Daily Simple SOFR and from 1.00% to 1.75% with respect to the base rate.

The 2021 Term Loan Facility also requires mandatory prepayments of principal in the amount of any Excess Cash Flow (as defined in the Amended Credit Agreement) on an annual basis. We generated Excess Cash Flow for the year ended December 31, 2023, and prepaid approximately $3.0 million of the principal under the 2021 Term Loan Facility during the year ended December 31, 2024. For the years ended December 31, 2025 and 2024, we did not generate any Excess Cash Flows.

As of December 31, 2025, we had $148.4 million of outstanding borrowings, net of deferred debt issuance costs of $0.5 million, under the 2021 Term Loan Facility, and $5.0 million of borrowings outstanding under the 2021 Revolving Credit Facility.

Contractual and Other Obligations

Our material cash requirements include the principal and interest payments under the 2021 Credit Facilities and payments under the Tax Receivables Agreement, which are discussed in more detail below.

Tax Receivables Agreement

Our purchases (through Intermediate Holdco) of Class B-1 units from certain unitholders in connection with the IPO, as well as exchanges of Class B-1 units subsequent to the IPO (together with an equal number of shares of our Class B common stock) for shares of our Class A common stock (or, at our election, cash of an equivalent value) ("Exchange"), and the Pre-IPO Leveraged Distribution and other actual or deemed distributions by QLH to its members pursuant to the Exchange Agreement (See Part II, Item 8 "Financial Statements and Supplementary Data - Note 1 to the Consolidated Financial Statements - Organization and Background" of this Annual Report on Form 10-K) have resulted and are expected to continue to result in increases in our allocable tax basis in the assets of QLH. These increases in tax basis are expected to increase (for tax purposes) depreciation and amortization deductions allocable to us and, therefore, reduce the amount of tax that we otherwise would be required to pay in the future. This increase in tax basis may also decrease gain (or increase loss) on future dispositions of certain assets to the extent tax basis is allocated to those assets.

In connection with the IPO, we entered into the Tax Receivables Agreement ("TRA"), as amended, with Insignia, the Senior Executives, and White Mountains related to the tax basis step-up of the assets of QLH and certain net operating losses of Intermediate Holdco. The agreement requires us to pay Insignia and the Senior Executives or any assignees 85% of the cash savings, if any, in U.S. federal, state and local income tax we realize (or are deemed to realize) as a result of (i) any increases in tax basis of assets of QLH resulting from any Exchange, and (ii) certain other tax benefits related to making our payments under the TRA. The TRA also requires us to pay White Mountains 85% of the amount of the cash savings, if any, in U.S. federal, state and local income tax that we realize (or are deemed to realize) as a result of the utilization of the net operating losses of Intermediate Holdco attributable to periods prior to the IPO and the deduction of any imputed interest attributable to our payment obligations under the TRA. We amended the TRA on October 1, 2023 to, among other things, provide for use of a blended state tax rate and replace the LIBOR with the SOFR as the interest rate benchmark.

In addition to tax expenses, we may also make payments under the TRA, which could be significant. We account for the income tax effects and corresponding TRA effects resulting from any Exchange by recognizing an increase in our deferred tax assets, based on enacted tax rates at the date of the Exchange. We evaluate the likelihood that we will realize the benefit represented by the deferred tax asset and, to the extent that we estimate that it is more likely than not that we will not realize the benefit, we will reduce the carrying amount of the deferred tax asset with a valuation allowance. The amounts to be recorded for both the deferred tax assets and the liability for our obligations under the TRA are estimated at the time of any purchase or exchange as a reduction to stockholders' equity, and subsequent changes to the measurement of liability due to the effects of changes in any of our estimates after this date are recognized within other expense, net in the consolidated statement of operations. Similarly, the effect of subsequent changes in the enacted tax rates will be included in net income (loss). Judgment is required in assessing the future tax consequences of events that have been recognized in our consolidated financial statements. A change in our assessment of such consequences, such as realization of deferred tax assets, changes in our assessment of probability of making payments under the TRA, changes in blended tax rates, changes in tax laws or interpretations thereof could materially impact our results. Based on the significant improvement in our pre-tax income for the years ended December 31, 2025 and 2024, and the current forecasts, we determined that as of December 31, 2025 payments under the TRA are probable and we recorded a $131.1 million liability related to the TRA, of which $6.9 million is considered current and recorded within accrued expenses and the remaining amount is recorded within liabilities under tax receivables agreement, net of current portion on the consolidated balance sheets. Since we generated taxable income during 2024, as of December 31, 2024 we had recorded a liability under the TRA of $7.0 million within accrued expenses on the consolidated balance sheets, as these payments were probable and will be paid in the first quarter of 2026.

Recent accounting pronouncements

For a discussion of new accounting pronouncements recently adopted and not yet adopted, see Part II, Item 8 “Financial Statements and Supplementary Data - Note 2 to the Consolidated Financial Statements - Summary of significant accounting policies” of this Annual Report on Form 10-K.

Critical accounting estimates

We prepare our consolidated financial statements in accordance with GAAP, and in doing so, we have to make estimates, assumptions and judgments affecting the reported amounts of assets, liabilities, revenues and expenses, as well as the related disclosure of contingent assets and liabilities. We base our estimates, assumptions and judgments on historical experience and on various other factors we believe to be reasonable under the circumstances. Different assumptions and judgments would change the estimates used in the preparation of our condensed consolidated financial statements, which, in turn, could change our results from those reported. We evaluate our critical accounting estimates, assumptions and judgments on an ongoing basis.

An accounting policy is considered to be critical if the nature of the estimates or assumptions is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change, and the effect of the estimates and assumptions on financial condition or operating performance. The accounting policies we believe to reflect our more significant estimates, judgments and assumptions that are most critical to understanding and evaluating our reported financial results are: business combination, goodwill and intangible assets, impairment of long-lived assets, equity-based compensation, income taxes, and liabilities related to the TRA.

Also, See Part II, Item 8 “Financial Statements and Supplementary Data - Note 2 to the Consolidated Financial Statements - Summary of significant accounting policies” of this Annual Report on Form 10-K.

Impairment of long-lived assets

Long-lived assets such as property and equipment and finite lived intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. Factors that we consider in deciding when to perform an impairment review include significant underperformance of our business in relation to expectations, significant negative industry or economic trends and significant changes or planned changes in the use of our assets. An impairment loss is recognized on long-lived assets in the consolidated statements of operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amount of the assets. In such cases, the carrying value of these assets are adjusted to their estimated fair values and assets held for sale are adjusted to their estimated fair values less selling expenses.

For the year ended December 31, 2025, we recognized a charge of $13.4 million related to the write-off of customer relationships and trademarks, trade names, and domain names acquired as part of the acquisition of Customer Helper Team, LLC as we did not intend to use or expect any future economic benefits from these intangible assets. For the year ended December 31, 2024, there were no impairments recognized for long-lived assets.

Income taxes

We are subject to U.S. federal, state and foreign income taxes with respect to our allocable share of any taxable income or loss of QLH, as well as any stand-alone income or loss we generate. Significant judgment is required in determining our provision or benefit for income taxes and in evaluating uncertain tax positions.

We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events included in our consolidated financial statements. Under this method, we determine deferred tax assets and liabilities on the basis of the differences between the consolidated financial statements and tax bases of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized on our consolidated statements of operations in the period in which the enactment date occurs.

We record valuation allowances against our deferred tax assets when we determine that they are more likely than not to be realized. Evaluating the need for and the amount of a valuation allowance for deferred tax assets often requires significant judgment and extensive analysis of all available evidence. In making such a determination, we consider all available positive and negative evidence and the weight of that evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent results of operations. The weight given to the potential effect of negative and positive evidence is commensurate with the extent to which it can be objectively verified.

We recognize tax benefits from uncertain tax positions only if it is more likely than not the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized from such positions are measured based on the largest benefit having a greater than 50% likelihood of being realized.

Liabilities related to the tax receivables agreement

As described in Part II, Item 8 “Financial Statements and Supplementary Data - Note 1 to the Consolidated Financial Statements - Organization and Background” of this Annual Report on Form 10-K, we are a party to the TRA, under which we are contractually obligated to pay the non-controlling interest holders in QLH 85% of the amount of any tax benefits that we actually realize, or in some cases are deemed to realize as a result of certain transactions. Amounts payable under the TRA are contingent upon, among other things, (i) the generation of future taxable income, to support realization and (ii) the tax laws and rates, including state apportionment, applicable at the time of each Exchange.

We recognize obligations under the TRA after concluding if it is probable that we would have sufficient future taxable income in aggregate over the term of the TRA to utilize the related tax benefits. The projection of future taxable income is inherently uncertain and involves judgment. In projecting taxable income, the Company considers certain assumptions, including revenue growth and operating margins among others. Actual taxable income may differ from our estimates, which could impact the timing or obligation to make payments under the TRA. The TRA liability is calculated by (i) determining the tax attributes subject to the TRA, (ii) applying a blended tax rate to the tax attributes, and (iii) calculating the iterative impact. The blended tax rate consists of the U.S. federal statutory corporate income tax rate and an assumed combined state and local income tax rate driven by future estimated apportionment factors and statutory corporate income tax rates applicable to each state. To the extent our estimate of future state apportionment changes and/or there are changes in tax law, this could significantly impact the amounts required to be paid under the TRA. A 100 basis point decrease/increase in the blended tax rate used would decrease/increase the TRA liability recorded at December 31, 2025 by approximately $5.9 million. If we are not be able to fully utilize all or part of the related tax benefits, we reduce the portion of the liability related to the tax benefits not expected to be utilized and record the offsetting benefit on our consolidated statements of operations. We involve a third party specialist to calculate the liability under the TRA using a complex model.

Additionally, we recognize the amount of TRA Payments expected to be paid within the next 12 months and classify this amount as current and included within accrued expense on our consolidated balance sheets. This determination is based on our estimate of taxable income for the next fiscal year. The Company may elect to completely terminate the TRA early only with the written approval of each of a majority of its independent directors, although it has no plans to do so at this time. In such event, the Company would be required to make an immediate cash payment equal to the present value of the anticipated future tax benefits that are the subject of the TRA.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

In the normal course of business, we are subject to market risks. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates.

Interest rate risk

The 2021 Credit Facilities bear interest at a variable rate. As a result, we may be exposed to fluctuations in interest rates to the extent of our outstanding borrowings under the 2021 Credit Facilities. A hypothetical 1.0% increase or decrease in the interest rate associated with the 2021 Credit Facilities would have resulted in a $1.6 million impact on interest expense for the year ended December 31, 2025.

Concentrations of credit risk and of significant Demand and Supply Partners

Financial instruments that potentially expose us to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. We maintain cash balances that can, at times, exceed amounts insured by the Federal Deposit Insurance Corporation. We have not experienced any losses in these accounts and believe we are not exposed to unusual risk beyond the normal credit risk in this area based on the financial strength of the institutions with which we maintain our deposits.

Our accounts receivable, which are unsecured, may expose us to credit risk based on their collectability. We control credit risk by investigating the creditworthiness of all customers prior to establishing relationships with them, performing periodic reviews of the credit activities of those customers during the course of the business relationship, regularly analyzing the collectability of accounts receivable, and recording allowances for credit losses.

Customer concentrations consisted of the below:

	2025			2024		
	Number of customers exceeding 10%	Aggregate Value (in millions)	% of Total	Number of customers exceeding 10%	Aggregate Value (in millions)	% of Total
Revenue	2	$540	49%	2	$358	41%
Accounts receivable	3	$59	49%	2	$66	46%

Our supplier concentration can also expose us to business risks. Supplier concentrations consisted of the below:

	2025			2024		
	Number of suppliers exceeding 10%	Aggregate Value (in millions)	% of Total	Number of suppliers exceeding 10%	Aggregate Value (in millions)	% of Total
Purchases	2	$236	25%	1	$75	11%
Accounts payable	1	$25	27%	4	$56	53%

Item 8. Financial Statements and Supplementary Data

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)). The Company's management evaluated the effectiveness of the Company's internal control over financial reporting using the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2025. The effectiveness of the Company's internal control over financial reporting as of December 31, 2025 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of MediaAlpha, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of MediaAlpha, Inc. and its subsidiaries (the "Company") as of December 31, 2025 and 2024, and the related consolidated statements of operations, of stockholders' deficit and of cash flows for each of the three years in the period ended December 31, 2025, including the related notes and financial statement schedule listed in the index appearing under Item 15(a)(2) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters 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 matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue Recognition

As described in Note 2 to the consolidated financial statements, the Company's revenue was $1,113.6 million for the year ended December 31, 2025. The Company conducts business in two distinct business models - Open Marketplace transactions and Private Marketplace transactions. In Open Marketplace transactions, the Company is the principal and generates revenue by delivering qualified calls, leads and click transactions ("Consumer Referrals") to its customers ("Demand Partners") on its technology platform. In Private Marketplace transactions, the Company acts as an agent facilitating the sale of Consumer Referrals by others, providing access to its platform to the customer (the "Supply Partner") as a tracking, reporting, optimization, and analytics tool for their use in transacting with the Demand Partner, and generates revenue by charging the Supply Partner a platform fee on the Consumer Referrals transacted. The Company recognizes revenue when the Consumer Referrals are transferred to the Demand Partners in an amount that reflects the consideration to which the Company is entitled. Management has assessed the services promised in the Company's contracts with customers and has identified one performance obligation in each transaction model. In Open Marketplace transactions, the Company's performance obligation is the delivery of Consumer Referrals that meet its Demand Partners' specifications, and in Private Marketplace transactions the Company's performance obligation is to provide access to its technology platform for use in delivering Consumer Referral transactions between its Supply Partner and the Demand Partner. The transaction price for the delivery of each Consumer Referral is determined and recorded in real time and no estimation of variable consideration or future consideration is required.

The principal consideration for our determination that performing procedures relating to revenue recognition is a critical audit matter is a high degree of auditor effort in performing procedures related to the Company's revenue recognition.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process. These procedures also included, among others (i) testing revenue recognized for a sample of revenue transactions by obtaining and inspecting source documents, such as executed agreements, invoices, evidence of performance, and subsequent cash receipts; (ii) confirming a sample of outstanding customer invoice balances as of December 31, 2025 and, for confirmations not returned, obtaining and inspecting source documents, such as invoices and subsequent cash receipts; and (iii) testing when the performance obligation was delivered to the customer for a sample of revenue transactions before and subsequent to December 31, 2025 by obtaining and inspecting source documents, such as executed agreements, invoices, and evidence of performance.

Tax Receivables Agreement ("TRA")

As described in Notes 1, 2 and 12 to the consolidated financial statements, in connection with the reorganization transactions and the initial public offering, the Company entered into a TRA related to the tax basis step-up of the assets of QL Holdings LLC ("QLH") and certain net operating losses of Guilford Holdings, Inc. ("Intermediate Holdco"). The TRA provides for the payment by the Company of 85% of the amount of any tax benefits the Company actually realizes, or in some cases is deemed to realize, as a result of (i) increases in the Company's share of the tax basis in the net assets of QLH resulting from any redemptions or exchanges of Class B-1 units of QLH; (ii) tax basis increases attributable to payments made under the TRA; and (iii) deductions attributable to imputed interest pursuant to the TRA. The TRA liability is calculated by (i) determining the tax attributes subject to the TRA; (ii) applying a blended tax rate to the tax attributes; and (iii) calculating the iterative impact. Amounts payable under the TRA are contingent upon, among other things, (i) the generation of future taxable income to support realization and (ii) the tax laws and rates, including state apportionment, applicable at the time of each exchange. The Company recognizes obligations under the TRA after concluding that it is probable that the Company would have sufficient future taxable income in aggregate over the term of the TRA to utilize the related tax benefits. The Company recorded a liability under the TRA of $131.1 million, of which $6.9 million was classified as current within accrued expenses as of December 31, 2025.

The principal considerations for our determination that performing procedures relating to the TRA is a critical audit matter are (i) the significant judgment by management in determining the liability under the TRA ; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumption related to the generation of future taxable income as well as management's interpretation of the tax laws and determination of the tax rates applicable at the time of each exchange; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the liability under the TRA. These procedures also included, among others (i) reading the TRA; (ii) evaluating the appropriateness of the methodology used for determining the liability under the TRA; (iii) testing the completeness and accuracy of underlying data used in the determination of the liability under the TRA; (iv) evaluating the reasonableness of the significant assumption used by management related to the generation of future taxable income; and (v) evaluating management's interpretation of the tax laws and determination of the tax rates applicable at the time of each exchange. Evaluating management’s assumption related to the generation of future taxable income involved evaluating whether the assumption used by management was reasonable considering (i) the current and past performance of the Company; (ii) the consistency with external market and industry data; and (iii) whether the assumption was consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in (i) evaluating the appropriateness of the methodology used for determining the liability under the TRA; (ii) developing an independent estimate of the liability under the TRA, including the application of the relevant tax laws and rates applicable at the time of each exchange; and (iii) comparing the independent estimate to management’s estimate to evaluate the reasonableness of management’s estimate.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
February 23, 2026
We have served as the Company’s auditor since 2017.

MediaAlpha, Inc.

Consolidated Balance Sheets

(In thousands, except share data and per share amounts)

	As of December 31,	
	2025	**2024**
Assets		
Current assets		
Cash and cash equivalents	$46,876	$43,266
Accounts receivable, net of allowance for credit losses of $717 and $1,005, respectively	123,019	142,932
Prepaid expenses and other current assets	4,477	3,711
Total current assets	$174,372	$189,909
Intangible assets, net	3,590	19,985
Goodwill	47,739	47,739
Deferred tax assets	149,734	—
Other assets	8,396	4,814
Total assets	**$383,831**	**$262,447**
Liabilities and stockholders' deficit		
Current liabilities		
Accounts payable	91,094	105,563
Accrued expenses	34,746	18,542
Current portion of long-term debt	21,807	8,849
Total current liabilities	$147,647	$132,954
Long-term debt, net of current portion	131,602	153,596
Liabilities under tax receivables agreement, net of current portion	124,212	7,006
Other long-term liabilities	9,564	15,123
Total liabilities	$413,025	$308,679
Commitments and contingencies (Note 7)		
Stockholders’ deficit		
Class A common stock, $0.01 par value - 1.0 billion shares authorized; 56.2 million and 55.5 million shares issued and outstanding as of December 31, 2025 and December 31, 2024, respectively	562	555
Class B common stock, $0.01 par value - 100 million shares authorized; 8.3 million and 11.6 million shares issued and outstanding as of December 31, 2025 and December 31, 2024, respectively	83	116
Preferred stock, $0.01 par value - 50 million shares authorized; 0 shares issued and outstanding as of December 31, 2025 and December 31, 2024	—	—
Additional paid-in capital	483,825	507,640
Accumulated deficit	(480,310)	(505,933)
Total stockholders’ equity attributable to MediaAlpha, Inc.	$4,160	$2,378
Non-controlling interests	(33,354)	(48,610)
Total stockholders' deficit	$(29,194)	$(46,232)
Total liabilities and stockholders’ deficit	**$383,831**	**$262,447**

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

MediaAlpha, Inc.

Consolidated Statements of Operations

(In thousands, except share data and per share amounts)

	Year ended December 31,		
	2025	2024	2023
Revenue	$1,113,600	$864,704	$388,149
Costs and operating expenses			
Cost of revenue	946,057	721,131	321,437
Sales and marketing	21,055	24,725	25,432
Product development	21,396	19,764	18,458
General and administrative	89,556	56,359	62,746
Write-off of intangible assets	13,416	—	—
Total costs and operating expenses	1,091,480	821,979	428,073
Income (loss) from operations	22,120	42,725	(39,924)
Other expense, net	121,938	4,872	1,779
Interest expense	11,243	14,351	15,315
Total other expense, net	133,181	19,223	17,094
(Loss) income before income taxes	(111,061)	23,502	(57,018)
Income tax (benefit) expense	(137,822)	1,384	(463)
Net income (loss)	$26,761	$22,118	$(56,555)
Net income (loss) attributable to non-controlling interests	1,138	5,489	(16,135)
Net income (loss) attributable to MediaAlpha, Inc.	$25,623	$16,629	$(40,420)
Net income (loss) attributable to MediaAlpha, Inc. per share of Class A common stock			
-Basic	$0.46	$0.31	$(0.89)
-Diluted	$0.39	$0.31	$(0.89)
Weighted average shares of Class A common stock outstanding			
-Basic	56,244,357	53,043,576	45,573,416
-Diluted	66,786,155	53,043,576	45,573,416

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

MediaAlpha, Inc.

Consolidated Statements of Stockholders’ Deficit

(In thousands, except share data)

	Class A common stock		Class B common stock					
	Units	Amount	Units	Amount	Additional Paid-In Capital Amount	Accumulated Deficit Amount	Non-Controlling Interest Amount	Total Stockholders’ Deficit Amount
Balance at December 31, 2022	**43,650,634**	**$437**	**18,895,493**	**$189**	**$465,523**	**$(482,142)**	**$(70,091)**	**$(86,084)**
Exchange of non-controlling interest for Class A common stock	824,664	8	(824,664)	(8)	(3,394)	—	3,394	—
Vesting of restricted stock units	2,885,156	29	—	—	(29)	—	—	—
Equity- based compensation	—	—	—	—	53,234	—	87	53,321
Shares withheld on tax withholding on vesting of restricted stock units	—	—	—	—	(3,721)	—	—	(3,721)
Contributions from QLH’s members	—	—	—	—	—	—	1,464	1,464
Distributions to non-controlling interests	—	—	—	—	—	—	(2,850)	(2,850)
Net (loss)	—	—	—	—	—	(40,420)	(16,135)	(56,555)
Balance at December 31, 2023	**47,360,454**	**$474**	**18,070,829**	**$181**	**$511,613**	**$(522,562)**	**$(84,131)**	**$(94,425)**
Exchange of non-controlling interest for Class A common stock	6,496,800	65	(6,496,800)	(65)	(30,384)	—	30,384	—
Vesting of restricted stock units	1,598,850	16	—	—	(16)	—	—	—
Equity- based compensation	—	—	—	—	32,735	—	16	32,751
Shares withheld on tax withholding on vesting of restricted stock units	—	—	—	—	(6,308)	—	—	(6,308)
Contributions from QLH’s members	—	—	—	—	—	—	854	854
Distributions to non-controlling interests	—	—	—	—	—	—	(1,222)	(1,222)
Net income	—	—	—	—	—	16,629	5,489	22,118
Balance at December 31, 2024	**55,456,104**	**$555**	**11,574,029**	**$116**	**$507,640**	**$(505,933)**	**$(48,610)**	**$(46,232)**
Exchange of non-controlling interest for Class A common stock	3,285,762	33	(3,285,762)	(33)	(14,499)	—	14,499	—
Establishment of liabilities under tax receivables agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	10,787	—	—	10,787
Vesting of restricted stock units	1,677,802	16	—	—	(16)	—	—	—
Vesting of performance-based restricted stock units	139,998	1	—	—	1,648	—	—	1,649
Equity- based compensation	—	—	—	—	30,014	—	—	30,014
Shares withheld on tax withholding on vesting of restricted stock units	—	—	—	—	(4,214)	—	—	(4,214)
Contributions from QLH’s members	—	—	—	—	—	—	869	869
Distributions to non-controlling interests	—	—	—	—	—	—	(1,250)	(1,250)
Repurchases of Class A common stock	(4,352,258)	(43)	—	—	(47,535)	—	—	(47,578)
Net income	—	—	—	—	—	25,623	1,138	26,761
Balance at December 31, 2025	**56,207,408**	**$562**	**8,288,267**	**$83**	**$483,825**	**$(480,310)**	**$(33,354)**	**$(29,194)**

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

MediaAlpha, Inc.

Consolidated Statements of Cash Flows

(In thousands)

	Year ended December 31,		
	2025	2024	2023
Cash Flows from operating activities			
Net income (loss)	$26,761	$22,118	$(56,555)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Equity-based compensation expense	30,331	34,083	53,321
Non-cash lease expense	938	803	695
Depreciation expense on property and equipment	273	252	353
Amortization of intangible assets	2,979	6,430	6,917
Amortization of deferred debt issuance costs	654	755	793
Write-off of intangible assets	13,416	—	—
Impairment of cost method investment	—	—	1,406
Credit losses	(173)	497	5
Deferred taxes	(138,894)	—	—
Tax receivables agreement	124,089	7,006	6
Changes in operating assets and liabilities:			
Accounts receivable	20,086	(89,656)	6,220
Prepaid expenses and other current assets	(672)	(244)	2,287
Other assets	(3,915)	500	500
Accounts payable	(14,469)	49,284	2,287
Accrued expenses	4,194	14,044	1,996
Net cash provided by operating activities	$65,598	$45,872	$20,231
Cash flows from investing activities			
Purchases of property and equipment	(340)	(254)	(73)
Acquisition of intangible assets	—	(400)	—
Net cash (used in) investing activities	$(340)	$(654)	$(73)
Cash flows from financing activities			
Repayments on long-term debt	(9,500)	(12,547)	(9,500)
Debt issuance costs	(284)	—	—
Payments pursuant to tax receivables agreement	—	—	(2,822)
Shares withheld for taxes on vesting of restricted stock units	(4,214)	(6,308)	(3,721)
Repurchases of Class A common stock	(47,269)	—	—
Contributions from QLH’s members	869	854	1,464
Distributions to non-controlling interests	(1,250)	(1,222)	(2,850)
Net cash (used in) financing activities	$(61,648)	$(19,223)	$(17,429)
Net increase in cash and cash equivalents	3,610	25,995	2,729
Cash and cash equivalents, beginning of period	43,266	17,271	14,542
Cash and cash equivalents, end of period	$46,876	$43,266	$17,271
Supplemental disclosures of cash flow information			
Cash paid during the period for:			
Interest	$10,788	$13,940	$13,773
Income taxes paid, net of refunds	$1,014	$228	$(257)
Non-cash Investing and Financing Activities:			
Changes of tax indemnification receivable	$(216)	$(52)	$644
Changes of deferred tax assets related to increase in tax basis	$(10,840)	$—	$—
Right-of-use assets obtained in exchange of lease obligations	$322	$465	$133
Vesting of performance-based restricted stock units	$1,649	$—	$—
Accrued excise tax on repurchases of Class A common stock at end of period	$309	$—	$—

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

1. Organization and Background

Nature of business

MediaAlpha specializes in end customer acquisition for insurance carriers, agents, and distributors primarily in property & casualty insurance, health insurance and life insurance verticals. The Company's technology platform brings together leading insurance carriers, agents, and high-intent consumers through a real-time, programmatic, transparent, and results-driven ecosystem. The corporate headquarters is located in Los Angeles, California, with additional offices located in Tempe, Arizona; Taipei, Taiwan; and Bellevue, Washington.

Organization

MediaAlpha, Inc. was incorporated as a Delaware corporation on July 9, 2020 in contemplation of an initial public offering ("IPO"). Following a series of reorganization transactions, MediaAlpha, Inc. serves as the ultimate holding company, by and through its wholly owned subsidiary Guilford Holdings, Inc. ("Intermediate Holdco"), of QL Holdings LLC ("QLH") and its subsidiaries. QLH was formed on March 7, 2014 as a Delaware limited liability company.

Exchange agreement

On October 27, 2020, the Company entered into an exchange agreement with Insignia and the Senior Executives, each of which held shares of Class B common stock. Pursuant to and subject to the terms of the exchange agreement and the fourth amended and restated limited liability company agreement of QLH, holders of shares of Class B common stock, from time to time, may exchange one share of Class B common stock, together with a corresponding Class B-1 unit, for one share of the Company's Class A common stock (or, at the Company's election, cash of an equivalent value) ("Exchange").

As of December 31, 2025, the Company has reserved for issuance 8,288,267 shares of Class A common stock for potential exchange in the future for Class B-1 units, which equals the aggregate number of shares of Class B common stock outstanding. Exchange of the Class B-1 units and Class B common stock is at the unit holder's discretion and the exchange does not have fixed or determinable dates or prices.

Tax receivables agreement

On October 27, 2020, the Company entered into a tax receivables agreement ("TRA"), as amended, with Insignia, the Senior Executives, and White Mountains related to the tax basis step-up of the assets of QLH and certain net operating losses of Intermediate Holdco. The agreement requires the Company to pay Insignia and the Senior Executives or any assignees 85% of the cash savings, if any, in U.S. federal, state and local income tax the Company realizes (or is deemed to realize) as a result of (i) any increases in tax basis of assets of QLH resulting from any Exchange, and (ii) certain other tax benefits related to making our payments under the TRA.

The TRA also requires the Company to pay White Mountains 85% of the amount of the cash savings, if any, in U.S. federal, state and local income tax that the Company realizes (or is deemed to realize) as a result of the utilization of the net operating losses of Intermediate Holdco attributable to periods prior to the IPO and the deduction of any imputed interest attributable to the payment obligations under the TRA. The Company amended the TRA on October 1, 2023 to, among other things, provide for use of a blended state tax rate and replace the LIBOR with the Secured Overnight Financing Rate ("SOFR") as the interest rate benchmark.

2. Summary of significant accounting policies

Basis of presentation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission. The consolidated financial statements include the accounts of MediaAlpha, Inc. and its consolidated subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

MediaAlpha, Inc., through Intermediate Holdco, is the sole managing member of QLH and consolidates the financial results of QLH and its subsidiaries and reports a non-controlling interest related to the portion of Class B-1 Units not owned by MediaAlpha, Inc., which reduces net income attributable to holders of MediaAlpha Inc.'s shares of Class A common stock.

Use of estimates

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities, certain disclosures at the date of the consolidated financial statements, as well as the reported amounts of revenue and expenses during the reporting period.

Significant estimates and assumptions reflected in these consolidated financial statements include, but are not limited to, determining the fair value of assets and liabilities assumed in business combinations, valuation of goodwill and long-lived assets for impairment, estimates of deferred tax assets related to the step-up in basis under the TRA, recognition of the valuation allowance on the deferred tax assets, and the related liability under the TRA. Significant estimates affecting the consolidated financial statements have been prepared on the basis of the most current and best available information, including historical experience, known trends and other market-specific or other relevant factors that the Company believes to be reasonable. Changes in estimates are recorded in periods which they become known. Actual results may differ from these estimates.

Revenue recognition

The Company conducts business in two distinct business models - Open Marketplace transactions and Private Marketplace transactions. In Open Marketplace transactions, the Company is the principal and generates revenue by delivering qualified calls, leads, and click transactions (“Consumer Referrals”) to its customers (“Demand Partners”) on its technology platform. In Private Marketplace transactions, the Company acts as an agent facilitating the sale of Consumer Referrals by others, providing access to its platform to the customer (“Supply Partners”) as a tracking, reporting, optimization, and analytics tool for their use in transacting with the Demand Partner, and generates revenue by charging the Supply Partner a platform fee on the Consumer Referrals transacted.

The Company recognizes revenue when the Consumer Referrals are transferred to the Demand Partners in an amount that reflects the consideration to which the Company is entitled. The Company recognizes revenue pursuant to the framework contained in Accounting Standards Codification (“ASC”) 606, Revenue from Contracts with Customers (“ASC 606”), as issued by the Financial Accounting Standards Board (“FASB”): (i) identify the contract with a customer; (ii) identify the performance obligations in the contract, including whether they are distinct in the context of the contract; (iii) determine the transaction price, including the constraint on variable consideration; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when the Company satisfies the performance obligations.

The Company’s executed agreements create a valid and enforceable contract with its customers for the delivery of Consumer Referrals to the Demand Partner (in Open Marketplace transaction) or valid and an enforceable service contract with its Supply Partners for the use of its platform (in Private Marketplace transactions), as applicable. The Company’s contracts with Demand Partners generally specify a period of time covered and a budget governing spend limits. Many of the Company’s agreements with its Supply Partners have no fixed term and are cancellable upon 30 or 60 days’ notice without penalty. As a result, the transaction price for the delivery of each Consumer Referral is determined and recorded in real time and no estimation of variable consideration or future consideration is required.

The Company has assessed the services promised in its contracts with customers and has identified one performance obligation in each transaction model. In Open Marketplace transactions, the Company's performance obligation is the delivery of Consumer Referrals that meet its customers’ (the Demand Partners) specifications, and in Private Marketplace transactions the Company's performance obligation is to provide access to its technology platform for use in delivering Consumer Referral transactions between its customer (the Supply Partner) and the Demand Partner.

Consumer Referral transactions are summarized as follows:

- Click revenue is recognized on a pay-per-click basis and revenue is earned and recognized when a consumer clicks on a listed Demand Partner's advertisement, presented subsequent to a consumer search (e.g., auto insurance quote search or health insurance quote search).
- Call revenue is earned and recognized when a consumer transfers to a call Demand Partner and remains engaged for a requisite duration of time, as specified by each buyer.
- Lead revenue is recognized when the Company delivers data leads to a Demand Partner. Data leads are generated through insurance carriers or insurance-focused research destination websites who make the data leads available to buy through the Company’s platform or when users complete a full quote request on the Company’s proprietary websites. Delivery occurs at the time of lead transfer.

The Company satisfies its performance obligation as services are provided. The Company does not promise to provide any other significant goods or services to its customers after delivery. The Company generally does not offer a right of return.

The Company bills customers monthly in arrears for Consumer Referrals delivered for Open Marketplace transactions or platform fees for Private Marketplace transactions during the preceding month. The Company's standard payment terms are typically 30-60 days. Consequently, the Company does not have significant financing components in its arrangements.

In the Company's Open Marketplace transactions, the Company has control over the Consumer Referrals that are sold to Demand Partner. In these arrangements, the Company has separate agreements with its suppliers (the Supply Partner) and its customers (the Demand Partner). Supply Partners are not party to the contractual arrangements with the Company's Demand Partners, nor are the Supply Partners the beneficiaries of the Company's customer agreements. The Company earns revenue from its Demand Partner and separately pays (i) a revenue share to Supply Partners or (ii) a fee to internet search companies to drive consumers to the Company's proprietary websites. The Company is the principal in the Open Marketplace transactions. As a result, the price paid by the Demand Partners for Consumer Referrals sold is recognized as revenue and the price paid to the Supply Partner is included in cost of revenue.

In the Company's Private Marketplace transactions, Supply Partners and Demand Partners contract with one another directly and leverage the Company's platform to facilitate transparent, real-time transactions utilizing the reporting and analytical tools available to them through the Company's platform. The Company charges the Supply Partner a platform fee on the Consumer Referrals transacted. The Company acts as an agent in the Private Marketplace transactions and recognizes revenue for the platform fee received. The Company recognizes revenue concurrent with Consumer Referral transactions that are facilitated by the platform. There are no separate payments made by the Company to Supply Partners in the Company's Private Marketplace transactions. The Company has elected to exclude sales tax from revenue as permitted by ASC 606-10.

Cash and cash equivalents

Cash and cash equivalents consist entirely of cash deposits.

Accounts receivable

The Company provides credit to customers in the ordinary course of business and believes its credit policies are prudent and reflect industry practices and business risk. Accounts receivable are stated at amounts due from customers. The Company reviews accounts receivable on a periodic basis and determines an allowance for credit losses based on collection history and management's assessment of the current economic trends, business environment, customers' financial condition, accounts receivable aging and any customer disputes that may impact the level of future credit losses. The Company writes off outstanding accounts receivable against the allowance when the Company has exhausted all collection efforts and the potential recovery is considered remote. Payments subsequently received on such receivables are credited to the allowance for credit losses.

The Company maintained an allowance for credit losses of $0.7 million and $1.0 million as of December 31, 2025 and 2024, respectively.

Concentrations of credit risk and of significant Demand Partners and Supply Partners

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains cash balances that can, at times, exceed amounts insured by the Federal Deposit Insurance Corporation. The Company has not experienced any losses in these accounts and believes it is not exposed to unusual risk beyond the normal credit risk in this area based on the financial strength of the institutions with which the Company maintains its deposits.

The Company's accounts receivable, which are unsecured, may expose it to credit risk based on their collectability. The Company controls credit risk by investigating the creditworthiness of all customers prior to establishing relationships with them, performing periodic reviews of the credit activities of those customers during the course of the business relationship, regularly analyzing the collectability of accounts receivable, and recording allowances for credit losses.

Customer concentrations consisted of the below:

	2025			2024		
	Number of customers exceeding 10%	Aggregate Value (in millions)	% of Total	Number of customers exceeding 10%	Aggregate Value (in millions)	% of Total
Revenue	2	$540	49%	2	$358	41%
Accounts receivable	3	$59	49%	2	$66	46%

The Company's supplier concentration can also expose it to business risks. Supplier concentrations consisted of the below:

	2025			2024		
	Number of suppliers exceeding 10%	Aggregate Value (in millions)	% of Total	Number of suppliers exceeding 10%	Aggregate Value (in millions)	% of Total
Purchases	2	$236	25%	1	$75	11%
Accounts payable	1	$25	27%	4	$56	53%

Property and equipment

Property and equipment are stated at cost, net of accumulated depreciation and amortization. Depreciation and amortization expense is calculated using the straight-line method over the estimated useful lives of each asset as follows:

	Estimated useful life
Leasehold improvements	The shorter of their lease term or the estimated useful life of the improvements
Computer	3 years
Furniture and fixtures	3 years

Betterments, renewals, and extraordinary repairs that materially extend the useful lives of assets are capitalized; other repairs and maintenance charges are expensed as incurred. The cost and related accumulated depreciation and amortization applicable to assets retired are removed from the accounts, and the gain or loss on disposition is recognized in the consolidated statements of operations for the period.

Internal-use software development and cloud computing arrangement implementation costs

The Company capitalizes qualifying costs incurred in connection with developing internal use software. These costs include personnel and related employee benefits expenses for employees who are directly associated with and who devote time to software development projects, and external direct costs of materials and services consumed in developing or obtaining the software. Costs incurred in the application and development phases, including significant enhancements and upgrades, are capitalized. Capitalization ends once a project is substantially complete, and the software is ready for its intended purpose. Software development costs that do not qualify for capitalization are expensed as incurred and recorded in product development expenses in the consolidated statements of operations. Amortization expense for capitalized internal-use software development costs is calculated using the straight-line method over the estimated useful life of the software, which is approximately three years.

The Company also capitalizes qualifying implementation costs under cloud computing arrangements ("CCA"), such as software as a service and other hosting arrangements, are evaluated for capitalized implementation costs in a similar manner as capitalized software development cost. The Company amortizes capitalized implementation costs in a CCA over the life of the service contract on a straight-line basis.

The Company did not capitalize any costs during the year ended December 31, 2025 and 2024, as costs incurred on development of new features and functionality and any implementation costs under CCA were insignificant.

Leases

The Company enters into operating lease arrangements for real estate assets related to office space. The Company determines if an arrangement contains a lease at its inception by assessing whether there is an identified asset and whether the arrangement conveys the right to control the use of the identified asset in exchange for consideration. Right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. ROU assets are included within other assets and operating lease liabilities are included within accrued expenses and other long-term liabilities on the Company's consolidated balance sheets.

The Company also elected the practical expedient to not separate lease and non-lease components for all leases. Lease payments consist of the fixed payments under the arrangements. Variable costs, such as maintenance, utilities, insurance, real estate taxes or other costs based on actual usage, are not included in the measurement of ROU assets and lease liabilities, but are expensed when the event determining the amount of variable consideration to be paid occurs. As the implicit rate of the Company's leases is not determinable, the Company uses an incremental borrowing rate based on the information available at the lease commencement date in determining the present value of lease payments. Lease expense is recognized on a straight-line basis over the lease term.

The Company generally uses the non-cancellable lease term when recognizing the ROU assets and lease liabilities unless it is reasonably certain that a renewal option or termination option will be exercised. The Company accounts for lease components and non-lease components as a single lease component. Lease modifications primarily consist of extensions of existing lease terms and are accounted for as remeasurements of the lease liability and corresponding ROU asset when the modification is effective.

The Company elected to not recognize ROU assets and lease liabilities that arise from short-term leases. Leases with a term of twelve months or less are considered as short-term leases. The Company recognizes lease expense for these leases on a straight-line basis over the term of the lease.

Goodwill and intangible assets

Goodwill is calculated as the excess of the purchase consideration paid in a business combination over the fair value of the assets acquired less liabilities assumed. Goodwill is not amortized, but rather is evaluated for impairment on an annual basis, or whenever indications of potential impairment exist. In the absence of any indications of potential impairment, the evaluation of goodwill is performed during the fourth quarter of each year. For the purposes of goodwill impairment testing, the Company has one reporting unit.

Goodwill impairment is the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. When testing goodwill for impairment, the Company may first perform a qualitative assessment to determine whether it is necessary to perform a goodwill impairment test or bypass the qualitative assessment in any period and proceed directly to the goodwill impairment test. If the Company performs a qualitative assessment it is required to perform a goodwill impairment test only if it concludes that it is more likely than not that the reporting unit's fair value is less than the carrying value of its assets. Should this be the case or if the Company decides to proceed directly to the goodwill impairment test, the Company identifies whether a potential impairment exists by comparing the estimated fair value of the reporting unit with the carrying value, including goodwill. If the estimated fair value of the reporting unit exceeds the carrying value, goodwill is not considered to be impaired, and no additional steps are necessary. If, however, the fair value of the reporting unit is less than its carrying value, then the amount of the impairment loss is the amount by which the reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The Company completed its annual goodwill impairment test as of October 1, 2025 by electing to bypass the qualitative assessment and proceeding directly to the goodwill impairment test and no impairment was recorded.

Finite-lived intangible assets include customer relationships, non-compete agreements, and trademarks, trade names, and domain names are stated net of accumulated amortization or impairment charges. These assets are amortized over their estimated useful lives based on methods that approximate the pattern in which the economic benefits are expected to be realized. The amortization periods range from 5 years to 10 years. For further information on impairments refer to Note 4 - *Goodwill and intangible assets*.

Impairment of long-lived assets

Long-lived assets such as property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Factors that the Company considers in deciding when to perform an impairment review include significant underperformance of the business in relation to expectations, significant negative industry or economic trends, and significant changes or planned changes in the use of the assets. An impairment loss is recognized on long-lived assets in the consolidated statements of operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amount of the assets. In such cases, the carrying value of these assets are adjusted to their estimated fair values and assets held for sale are adjusted to their estimated fair values less selling expenses.

For the years ended December 31, 2025 and 2024, there were no impairments recognized for long-lived assets.

Accounts payable

Accounts payable are obligations to pay for goods or services that have been acquired in the ordinary course of business. Accounts payable are recognized initially at their settlement value and are classified as current liabilities if payment is due within one year or less. Accounts payable as of December 31, 2025 and 2024 consist of payments to suppliers and costs to acquire traffic from search engines.

Deferred debt issuance costs

Costs incurred that are directly associated with obtaining access to capital under credit facilities are capitalized and amortized to interest expense over the terms of the applicable debt agreements using the effective interest method. Unamortized deferred costs are presented as a direct deduction from the carrying amount of the related long-term debt on the accompanying consolidated balance sheets.

Equity-based compensation

The Company incurs equity-based compensation expense related to restricted stock units ("RSUs") and the unvested Restricted Class A shares and QLH Restricted Class B-1 units that are more fully described in Note 9 - Equity based compensation. Equity-classified awards to employees are measured and recognized in the consolidated financial statements based on the fair value of the award on the grant date and are not subsequently remeasured unless modified. Liability-classified awards are measured at fair value on the grant date and remeasured at each reporting period until the award is settled. For awards subject to service conditions only, the fair value of the award on the grant date is expensed on a straight-line basis over the requisite service period of the award. The recognition period for these expenses begins at either the applicable service inception date or grant date and continues throughout the requisite service period. Compensation expense for RSUs granted with a performance condition is recognized on a graded vesting basis over the requisite service period. The amount of compensation expense at each reporting period related to performance based restricted stock units ("PRSUs") is determined based on the Company's assessment of the probability of achieving the requisite performance criteria. The grant date fair value of RSUs is determined using the market closing price of Class A common stock on the date of grant. The Company accounts for forfeitures as they occur.

The Company classifies equity-based compensation expense in its consolidated statements of operations in the same manner in which the recipient's payroll costs are classified or in which the recipient's service payments are classified.

Segment information

The Company operates primarily in the United States and in a single operating segment. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker ("CODM"), or decision-making group, in deciding how to allocate resources and in assessing performance. The Company's CODM is its chief executive officer who reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance.

The CODM primarily uses Revenue and Transaction Value to allocate resources and assess performance. The CODM also uses consolidated net income to measure segment profit or loss for decision-making purposes. Further, the CODM reviews and utilizes functional expenses (cost of revenue, sales and marketing, product development, and general and administrative) at the consolidated level to manage the Company's operations. Other segment items included in consolidated net income are interest income, other expense (income), net and income tax expense (benefit), which are reflected in the consolidated statements of operations. No expense or operating income is evaluated at a segment level. Since the Company operates in one operating segment and reportable segment, all required financial segment information is available in the consolidated financial statements.

Related party transactions

The Company considers (i) any person that holds 10% or more of the Company's securities and their immediate families, (ii) the Company's executive officers as determined by its Board of Directors, (iii) someone that directly or indirectly controls, is controlled by or is under common control with the Company or (iv) anyone who can significantly influence the financial and operating decisions of the Company as related parties.

In connection with the IPO and the Reorganization Transactions, certain of the Company's executive officers and Insignia were issued shares of Class B common stock and Class B-1 units and accordingly certain transactions recorded in members' equity and non-controlling interest, respectively, in the consolidated statements of stockholders' equity (deficit) are considered related party transactions. As discussed in detail in Note 8 — Stockholders' Equity (Deficit) during the year ended December 31, 2025 the Company repurchased all of Insignia's outstanding shares of Class B common stock and Class B-1 units.

The Company is also party to the TRA, under which it is contractually obligated to pay certain holders of Class B-1 units 85% of the amount of any tax benefits that the Company actually realizes, or in some cases are deemed to realize as a result of certain transactions. As of December 31, 2025, the Company recorded a liability of $124.2 million as liabilities under tax receivables agreement, net of current portion and $6.9 million as current liabilities under tax receivables agreement within accrued expenses. As of December 31, 2024, the Company recorded $7.0 million within accrued expenses on the consolidated balance sheets for estimated payments related to the 2024 tax year under the TRA. No payments were made pursuant to the TRA during the years ended December 31, 2025 and 2024.

Fair value measurements

The Company accounts for the fair value of its financial instruments in accordance with FASB ASC Topic 820, *Fair Value Measurements and Disclosures* ("ASC 820"). Non-recurring, non-financial assets and liabilities are also accounted for under the provisions of ASC 820.

Fair value is defined 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 an asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three levels of the fair value hierarchy, of which the first two are considered observable and the last unobservable:

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

Level 2 Observable inputs (other than Level 1 quoted prices), such as quoted prices in active markets for similar assets or liabilities, quoted prices in markets that are not active for identical or similar assets or liabilities, or other inputs that are observable or can be corroborated by observable market data.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to determining the fair value of the assets or liabilities, including pricing models, discounted cash flow methodologies and similar techniques.

The carrying values of the Company's accounts receivable, accounts payable, accrued expenses, and other current liabilities approximate their fair values due to the short-term nature of these assets and liabilities.

Sales taxes

ASC 606-10 provides that the presentation of taxes assessed by a governmental authority, which are directly imposed on revenue-producing transactions (i.e., sales, use, and excise taxes) between a seller and a customer, on a gross basis (included in revenue and costs), or on a net basis (excluded from revenue), is a management decision on accounting policies that should be disclosed. In addition, for any such taxes that are reported on a gross basis, the amounts of those taxes should be disclosed in the consolidated financial statements for each period for which a consolidated statements of operations is presented, if those amounts are significant. The Company has elected to exclude sales taxes from revenue.

Cost of revenue

The Company's cost of revenue is comprised primarily of revenue share payments to Supply Partners and traffic acquisition costs paid to search engines and social media platforms, as well as telephony infrastructure costs, internet and hosting costs, merchant fees, includes salaries, wages, equity-based compensation, the cost of health and other employee benefits for employees engaged in media buying, and other expenses including an allocated portion of rent and facilities expenses.

Income taxes

The Company is taxed as a corporation and pays corporate federal, state and local taxes on income allocated to it from QLH, subsequent to the Reorganization Transactions, based upon MediaAlpha, Inc.'s economic interest held in QLH. QLH is treated as a pass-through partnership for income tax reporting purposes and is not subject to federal income tax. Accordingly, the Company is not liable for income taxes on the portion of QLH's earnings not allocated to it.

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events included in the consolidated financial statements. Under this method, the Company determines deferred tax assets and liabilities on the basis of the differences between the consolidated financial statements and tax bases of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in the consolidated statements of operations in the period in which the enactment date occurs. The Company evaluates the realizability of its deferred tax assets on a quarterly basis and establishes valuation allowances when it is more likely than not that all or a portion of a deferred tax asset may not be realized. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent results of operations. Significant judgment is required by the Company in assessing the positive and negative evidence when determining the realizability of its deferred tax asset.

The Company recognizes interest and penalties related to the liability for unrecognized tax benefits, if any, as a component of the income tax expense line in the accompanying consolidated statements of operations.

The Company records uncertain tax positions based on a two-step process: (1) determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

In accordance with the guidance released by FASB on the accounting for tax on the global intangible low-taxed income ("GILTI") provisions of the Act, the Company accounts for GILTI using the period cost method.

Tax receivables agreement

The Company accounts for amounts payable under the TRA in accordance with ASC Topic 450, *Contingencies*. Amounts payable under the TRA are contingent upon, among other things, (i) the generation of future taxable income, to support realization and (ii) the tax laws and rates, including state apportionment, applicable at the time of each Exchange. The Company recognizes obligations under the TRA after concluding that it is probable that the Company would have sufficient future taxable income in aggregate over the term of the TRA to utilize the related tax benefits. The projection of future taxable income is inherently uncertain and involves judgment. In projecting taxable income, the Company considers certain assumptions including revenue growth and operating margins among others. Actual taxable income may differ from its estimates, which could impact the timing or the Company's obligation to make payments under the TRA. The TRA liability is calculated by (i) determining the tax attributes subject to the TRA, (ii) applying a blended tax rate to the tax attributes, and (iii) calculating the iterative impact. The blended tax rate consists of the U.S. federal statutory corporate income tax rate and an assumed combined state and local income tax rate driven by future estimated apportionment factors and statutory corporate income tax rates applicable to each state.

The TRA will remain in effect until all such tax benefits have been utilized or expired unless the Company exercises its right to terminate the TRA. The TRA will also terminate if the Company breaches its obligations under the TRA or upon certain mergers, asset sales or other forms of business combinations, or other changes of control. If the Company exercises its right to terminate the TRA, or if the TRA is terminated early in accordance with its terms, the Company's payment obligations would be accelerated based upon certain assumptions, including the assumption that it would have sufficient future taxable income to utilize such tax benefits, and may substantially exceed the actual benefits, if any, the Company realizes in respect of the tax attributes subject to the TRA.

If the Company determines in the future that it will not be able to fully utilize all or part of the related tax benefits, the Company would reduce the portion of the liability related to the tax benefits not expected to be utilized and record the offsetting benefit in the consolidated statements of operations. Subsequent changes to the measurement of the TRA liability are recognized within other (income) expense, net in the consolidated statements of operations. TRA Payments expected to be paid within the next 12 months are classified as current and included within accrued expense on the Consolidated Balance Sheets.

Non-controlling interest

The Company through Intermediate Holdco is the sole managing member of QLH and as a result consolidates the results of operations of QLH. QLH has two classes of equity securities, Class A-1 units, which have all voting rights in QLH, and Class B-1 units, which have no voting or control rights. Intermediate Holdco directly owns Class A-1 units and the holders of Class B-1 units represent the non-controlling interests. Pursuant to QLH's limited liability company agreement, the Company allocates the share of pre-tax income (loss) of QLH to the holders of non-controlling interests pro-rata to their ownership interest in QLH at a point in time. Changes in the Company's ownership interest in QLH, due to redemptions or Exchanges, while retaining a controlling interest are accounted for as equity transactions and accounted for as a reduction in the amount recorded as non-controlling interest and increase in additional paid-in capital.

Earnings (Loss) per share

Basic earnings (loss) per share is computed by dividing net income (loss) attributable to MediaAlpha, Inc. by the weighted-average number of shares of Class A common stock outstanding during the period. The Company's Class B common stock is excluded as it represents the voting rights of the legacy QLH holders and such shares have no economic rights in MediaAlpha, Inc. Diluted earnings (loss) per share is computed giving effect to all potential weighted-average dilutive shares for the period following the Reorganization Transactions including Class B-1 units and Class A restricted shares that are convertible into shares of Class A common stock, RSUs, and PRSUs. The dilutive effect of outstanding awards, if any, is reflected in diluted earnings per share by application of the treasury stock method or if-converted method, as applicable. The adjustments to net income/(loss) for dilutive securities using the if-converted method are based upon additional income /(loss) that would be allocated to MediaAlpha, Inc for the change in its ownership percentage due to the dilutive securities and adjusted for the incremental income tax expense/(benefit) related to the additional allocated income.

Comprehensive income

For the year ended December 31, 2025, 2024, and 2023, the Company did not have any differences between its net income and comprehensive income.

New Accounting Pronouncements

Recently adopted accounting pronouncements

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, Income Taxes (Topic 740): *Improvements to Income Tax Disclosures*, that requires disclosure of disaggregated income taxes paid, prescribes standard categories for the components of the effective tax rate reconciliation, and modifies other income tax-related disclosure. The amendment in the ASU is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments are effective for annual periods beginning after December 15, 2024. The amendments in this ASU should be applied on a prospective basis but retrospective application is permitted. The Company adopted this standard effective January 1, 2025 using a retrospective method. For further information, refer to Note 12 - Income Taxes.

Recently issued not yet adopted accounting pronouncements

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements. This ASU provides clarifications intended to improve the consistency and usability of interim disclosure requirements, including a comprehensive listing of required interim disclosures. The standard introduces a new disclosure principle for interim reporting to help entities determine whether disclosures not specified in Topic 270 should be provided in interim periods. ASU 2025-11 is effective for fiscal years beginning after December 15, 2027, and interim periods within those annual reporting periods. Early adoption is permitted. The Company is currently evaluating the impact of adopting ASU 2025-11 on its consolidated financial statements and related disclosures.

In September 2025, the FASB issued ASU No. 2025-06, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software which amends the guidance in ASC 350-40, Intangibles-Goodwill and Other-Internal-Use Software. The amendments modernize the recognition and disclosure framework for internal-use software costs, removing the previous “development stage” model and introducing a more judgment-based approach. ASU No. 2025-06 is effective for annual reporting periods beginning after December 15, 2027, and for interim reporting periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the impact of the ASU on its consolidated financial statements.

In November 2024, the FASB issued ASU No. 2024-03, “Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses,” which is intended to improve disclosures about a public business entity’s expenses by requiring disaggregated disclosure, in the notes to the consolidated financial statements, of prescribed categories of expenses within relevant income statement captions. ASU No. 2024-03 is effective for annual periods beginning after December 15, 2026 and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The new standard may be applied either on a prospective or retrospective basis. The Company is currently evaluating the impact of the ASU on its disclosures in the consolidated financial statements.

3. Disaggregation of revenue

The following table shows the Company's revenue disaggregated by transaction model:

	Year Ended December 31,		
(in thousands)	**2025**	**2024**	**2023**
Open Marketplace transactions	$1,087,422	$841,604	$378,730
Private Marketplace transactions	26,178	23,100	9,419
Revenue	$1,113,600	$864,704	$388,149

The following table shows the Company's revenue disaggregated by product vertical:

	Year Ended December 31,		
(in thousands)	**2025**	**2024**	**2023**
Property & casualty insurance	$1,003,038	$658,197	$164,234
Health insurance	85,696	173,531	186,275
Life insurance	21,700	24,374	24,287
Other	3,166	8,602	13,353
Revenue	$1,113,600	$864,704	$388,149

4. Goodwill and intangible assets

Goodwill and intangible assets consisted of:

	December 31, 2025				December 31, 2024		
(in thousands)	**Useful life (months)**	**Gross carrying amount**	**Accumulated amortization**	**Net carrying amount**	**Gross carrying amount**	**Accumulated amortization**	**Net carrying amount**
Customer relationships	84 - 120	$25,040	$(21,830)	$3,210	$43,500	$(29,503)	$13,997
Non-compete agreements	60	303	(303)	—	303	(303)	—
Trademarks, trade names, and domain names	60 - 120	1,624	(1,244)	380	9,284	(3,296)	5,988
Intangible assets		$26,967	$(23,377)	$3,590	$53,087	$(33,102)	$19,985
Goodwill	Indefinite	$47,739	$—	$47,739	$47,739	$—	$47,739

The following table presents the changes in goodwill and intangible assets:

	December 31, 2025		December 31, 2024	
(in thousands)	**Goodwill**	**Intangible assets**	**Goodwill**	**Intangible assets**
Beginning balance at January 1,	$47,739	$19,985	$47,739	$26,015
Additions to goodwill and intangible assets	—	—	—	400
Amortization	—	(2,979)	—	(6,430)
Write-off of intangible assets	—	(13,416)	—	—
Ending balance	$47,739	$3,590	$47,739	$19,985

Amortization expense related to intangible assets amounted to $3.0 million, $6.4 million, and $6.9 million for the years ended December 31, 2025, 2024, and 2023, respectively. During the year ended December 31, 2025, the Company recognized a charge of $13.4 million related to the write-off of customer relationships and trademarks, trade names, and domain names acquired as part of the acquisition of Customer Helper Team, LLC as the Company did not intend to use or expect any future economic benefits from these intangible assets. During the year ended December 31, 2024, there were no impairments recognized for intangible assets. The Company has no accumulated impairment of goodwill.

As of December 31, 2025, future amortization expense relating to identifiable intangible assets with estimable useful lives over the next five years was as follows:

(in thousands)	**Amortization expense**
2026	$1,911
2027	1,364
2028	37
2029	40
2030	43
Thereafter	195
	$3,590

5. Accrued expenses

Accrued expenses include the following:

	As of	
(in thousands)	**December 31, 2025**	**December 31, 2024**
Accrued legal fees	$11,805	$765
Accrued payroll and related expenses	$7,921	$8,855

6. Long-term debt

On July 29, 2021, QuoteLab, LLC (“Borrower”) and QLH entered into an amendment (the “First Amendment”) to the 2020 Credit Agreement dated as of September 23, 2020, with the lenders that are party thereto and JPMorgan Chase Bank, N.A., as administrative agent (as amended by the First Amendment, the “Credit Agreement”). The Credit Agreement provided for a new senior secured term loan facility in an aggregate principal amount of $190.0 million (the "2021 Term Loan Facility"), the proceeds of which were used to refinance all $186.4 million of the existing term loans outstanding and the unpaid interest thereon as of the date of the First Amendment, to pay fees related to these transactions, and to provide cash for general corporate purposes, and a new senior secured revolving credit facility with commitments in an aggregate amount of $50.0 million (the “2021 Revolving Credit Facility” and, together with the 2021 Term Loan Facility, the “2021 Credit Facilities”), which replaced the existing revolving credit facility under the 2020 Credit Agreement. The obligations under the 2021 Credit Facilities are guaranteed by QLH and secured by substantially all assets of QLH and Borrower. Borrowings under the Credit Agreement bore interest at a rate equal to, at the option of the Borrower, the LIBOR plus an applicable margin, with a floor of 0.00%, or base rate plus an applicable margin. The applicable margins were based on the Borrower’s consolidated total net leverage ratio as calculated under the terms of the Credit Agreement (the “Leverage Ratio”) for the prior fiscal quarter and range from 2.00% to 2.75% with respect to the London interbank offered rate and from 1.00% to 1.75% with respect to the base rate.

On June 8, 2023, the Borrower and QLH entered into a Second Amendment (the “Second Amendment”) to the Credit Agreement, (as amended by the Second Amendment, the “Existing Credit Agreement”). The Second Amendment amended the Credit Agreement, effective on the amendment date, to, among other things, replace the existing LIBOR based rate applicable to the 2021 Credit Facilities with a SOFR with a credit spread adjustment of 0.10% per annum and a floor of 0.00%, effective on the amendment date, as the interest rate benchmark. Borrowings under the Existing Credit Agreement will continue to bear interest at a rate equal to, at the option of the Borrower, the Term SOFR or Daily Simple SOFR (each as defined in the Existing Credit Agreement), plus an applicable margin, with a floor of 0.00%, or the base rate plus an applicable margin. The applicable margins will be based on the Company’s consolidated total net leverage ratio as calculated under the terms of the Existing Credit Agreement for the prior fiscal quarter and range from 2.00% to 2.75% with respect to the Term SOFR or Daily Simple SOFR and from 1.00% to 1.75% with respect to the base rate. As of December 31, 2025, the Company’s interest rates on the outstanding borrowings under the 2021 Term Loan Facility and 2021 Revolving Credit Facility were 6.08%.

The Second Amendment did not impact the Company's outstanding debt or related debt covenants. The Second Amendment did not result in any additional cash proceeds or changes in commitment amounts. The Second Amendment has been accounted for as a continuation of the existing agreement in accordance with ASC 848 — *Reference Rate Reforms* and any third-party costs were expensed as incurred and included in general and administrative expenses in the consolidated statements of operations.

On August 4, 2025 ("Effective Date"), the Borrower and QLH entered into a Third Amendment (the “Third Amendment”) to the Existing Credit Agreement (as amended by the Third Amendment, the “Amended Credit Agreement”), pursuant to which lenders representing $138.1 million in aggregate principal amount of term loans outstanding under the 2021 Term Loan Facility as of the Effective Date agreed to extend the maturity date by one year, to July 29, 2027 ("Extended Term Loans"). The remaining $13.3 million in aggregate principal amount of term loans outstanding under the 2021 Term Loan Facility, as of the Effective Date (the “Non-Extended Term Loans” and, together with the Extended Term Loans, the “Term Loans”) will mature on July 29, 2026. Also, as of the Effective Date, the lenders representing $45.6 million in aggregate amount of revolving commitments and related loans under the 2021 Revolving Credit Facility ($4.6 million in aggregate principal amount of which are drawn as of the Effective Date) agreed to extend the maturity date by one year, to July 29, 2027. The remaining $4.4 million in aggregate amount of revolving commitments and related loans under the 2021 Revolver Credit Facility ($0.4 million in aggregate principal amount of which are drawn as of the Effective Date) will mature on July 29, 2026.

The Third Amendment was treated as a debt modification and the costs associated with the modification were not material to the consolidated financial statements. The Third Amendment did not impact the covenants or other terms and conditions under the Existing Credit Agreement and did not result in any additional cash proceeds to the Company. The Company is currently negotiating a refinancing of these credit facilities, and expects to complete by the end of the first quarter of 2026.

The 2021 Credit Facilities are collateralized by substantially all of the Company's assets and contain certain financial and non-financial covenants. The financial covenants include a minimum Fixed Charge Coverage Ratio of 1.15:1 and a maximum Total Net Leverage Ratio of 4.0:1, which may be increased subject to certain conditions (in each case, as defined in the Amended Credit Agreement). Non-financial covenants include restrictions on investments, dividends, asset sales, and the incurrence of additional debt and liens. The Amended Credit Agreement contains customary affirmative and negative covenants and default provisions. As of December 31, 2025, the Company was in compliance with all covenants under the 2021 Credit Facilities.

The Term Loans amortize quarterly, beginning with December 31, 2021 and ending with (a) June 30, 2026, in the case of the Non-Extended Term Loans, and (b) June 30, 2027, in the case of the Extended Term Loans, by an amount equal to 1.25% of the aggregate principal amount of the Term Loans initially made on July 29, 2021. The 2021 Revolving Credit Facility does not amortize and will mature on July 29, 2026 with respect to the Non-Extended revolving commitments and July 29, 2027 with respect to the Extended revolving commitments. Accordingly, the amount of mandatory quarterly principal payable amount under the 2021 Term Loan due and revolving commitments drawn that mature within the next twelve months has been classified within the current portion of long-term debt and the remaining balance as long-term debt, net of current portion on the consolidated balance sheets.

The 2021 Term Loan Facility also requires mandatory prepayments of principal in the amount of any Excess Cash Flow (as defined in the 2021 Credit Facilities) on an annual basis. The Company generated Excess Cash Flow for the year ended December 31, 2023, and prepaid approximately $3.0 million of the principal under the 2021 Term Loan Facility during the year ended December 31, 2024. For the year ended December 31, 2025 and 2024, the Company did not generate any Excess Cash Flows.

The First Amendment to the 2021 Term Loan Facility was treated as a debt modification and the Company capitalized $0.6 million of deferred financing costs classified within the current portion of long-term debt and long-term debt, net of current portion, on the consolidated balance sheets, which costs will be amortized over the term of the 2021 Term Loan Facility. Third-party costs allocated to the 2021 Term Loan facility were recorded as other (income) expense, net in the consolidated statements of operations. Third-party costs and fees paid to lender allocated to the 2021 Revolving Credit Facility of $0.2 million were capitalized and classified within prepaid expenses and other current assets on the consolidated balance sheets and are amortized over the term of the 2021 Revolving Credit Facility.

Long-term debt consisted of the following:

	As of	
(in thousands)	**December 31, 2025**	**December 31, 2024**
2021 Term Loan Facility	$148,953	$158,453
2021 Revolving Credit Facility	5,000	5,000
Unamortized debt issuance costs	(544)	(1,008)
Total debt	$153,409	$162,445
Less: current portion, net of debt issuance cost of $357 and $651, respectively	(21,807)	(8,849)
Total long-term debt	$131,602	$153,596

The expected future principal payments for all borrowings as of December 31, 2025 were as follows:

(in thousands)	**Contractual maturity**
2026	$22,164
2027	131,789
	153,953
Unamortized debt issuance costs	(544)
Total debt	$153,409

The Company incurred interest expense on the 2021 Term Loan Facility of $10.4 million, $13.3 million, and $14.6 million for the years ended December 31, 2025, 2024, and 2023, respectively. Interest expense included amortization of debt issuance costs on the 2021 Credit Facilities of $0.7 million, $0.8 million, and $0.8 million for the years ended December 31, 2025, 2024, and 2023, respectively. As of December 31, 2025 and 2024, unamortized deferred debt issuance costs amounted to $0.5 million and $1.0 million, respectively.

As of December 31, 2025, the Company's borrowing capacity available under the 2021 Revolving Credit Facility was $45.0 million, which carries a commitment fee that is based on the Company's consolidated total net leverage ratio and ranges from 0.25% to 0.50%. The commitment fee on the unused portion of the 2021 Revolving Credit Facility was 0.25% as of December 31, 2025. The

Company incurred interest expense on the 2021 Revolving Credit Facility of $0.5 million, $0.6 million, and $0.7 million for the years ended December 31, 2025, 2024, and 2023, respectively.

Accrued interest as of December 31, 2025 and 2024 was $2.4 million and $2.9 million, respectively, and is included within accrued expenses on the consolidated balance sheets.

7. Commitments and contingencies

Litigation and other matters

The Company is subject to certain legal proceedings and claims that arise in the normal course of business. In the opinion of management, the Company does not believe that the amount of liability, if any, as a result of these proceedings and claims will have a material adverse effect on the Company's consolidated financial position, results of operations, or cash flows.

FTC Matter

On February 21, 2023, the Company received a civil investigative demand from the FTC regarding compliance with the FTC Act and the Telemarketing Sales Rule, as they relate to the advertising, marketing, promotion, offering for sale, or sale of healthcare-related products, the collection, sale, transfer or provision to third parties of consumer data, telemarketing practices, and/or consumer privacy or data security. On October 30, 2024, the Company received a letter from the staff of the FTC (the "FTC Staff") stating that the FTC Staff was prepared to recommend the filing of a complaint against the Company for violations of Section 5(a) of the FTC Act, the Telemarketing Sales Rule ("TSR") and the Government and Business Impersonation Rule (the "Impersonation Rule").

The FTC Staff alleged that, in connection with the Company's lead generation and telemarketing activities, the Company represented itself as affiliated with government entities, made misleading claims (in particular regarding health insurance products and the Company's use of consumers' personal information) and utilized deceptive advertising, in violation of Section 5(a) of the FTC Act. The FTC Staff further alleged that the Company violated the Impersonation Rule in representing itself to be affiliated with government entities and the TSR in connection with its telemarketing activities, and assisted and facilitated violations of the TSR by its Demand Partners in the under-65 health vertical.

On July 3, 2025, the Company reached an agreement with the FTC Staff on the terms of a Consent Order that the Staff was prepared to recommend to the Commissioners of the FTC to fully resolve the FTC's claims. On August 6, 2025, the complaint and Consent Order were filed with the Court, and on October 16, 2025, the Court entered the Consent Order. Under the terms of the Consent Order, which includes no admission or denial of wrongdoing to the FTC's allegations, the Company agreed to pay $45.0 million as monetary relief. The Company paid the initial payment of $33.5 million on October 21, 2025, within seven days of entry of the Consent Order by the court, and the remaining $11.5 million on January 12, 2026, within 90 days following entry of the Consent Order. Under the Consent Order, the Company has also agreed to, among other things, implement processes to review its advertising and marketing materials relating to under-65 health plans for compliance; include certain disclosures on its lead generation websites relating to under-65 health plans; implement processes to oversee the compliance of its under-65 health Demand Partners, Supply Partners and affiliates; comply with the TSR and not make any misrepresentations in connection with lead generation or the advertising, marketing, or promotion of any good or service; not collect, transfer or disclose consumer information without express informed consent; transfer certain inactive under-65 health website domains owned by the Company; and comply with certain data deletion, recordkeeping and cooperation provisions.

As of December 31, 2025 and December 31, 2024, the Company had recorded a reserve of $11.5 million and $7.0 million, respectively, within accrued expenses and other long-term liabilities, respectively, on the consolidated balance sheets.

During the years ended December 31, 2025 and 2024, the Company incurred expense related to recording a loss reserve of $38.0 million and $7.0 million, respectively, and legal fees in connection with the FTC Matter of $4.4 million and $3.9 million, respectively, which are included within general and administrative expenses on the consolidated statement of operations.

Other matters

On February 26, 2024, the Company received an assessment from the City of Los Angeles related to its examination of the Company's Business Tax filings for tax years 2018 through 2023. Such assessment was affirmed by the Appeals Review Officer at an initial hearing in July 2024, and by the Board of Review of the Office of Finance on July 23, 2025. The Company has remitted the assessed amount to avoid interest and penalties, and has initiated litigation challenging the assessment and the City's classification and methodology in applying the Business Tax to the Company. Payment of such amount does not constitute an admission that the Company is subject to such taxes, and if the Company prevails in the litigation the City would be required to repay such amounts or credit them against taxes payable in the future, potentially with interest. As of December 31, 2025, the Company has assessed its probable loss related to this matter and has accrued a reserve, which is not material.

As of December 31, 2025, and 2024, the Company did not have any other material contingency reserves established for litigation liabilities.

8. Stockholders' Equity (Deficit)

Amendment and Restatement of Certificate of Incorporation

The Company's amended and restated certificate of incorporation, among other things, provide for the (i) authorization of 1,000,000,000 shares of Class A common stock with a par value of $0.01 per share; (ii) authorization of 100,000,000 shares of Class B common stock with a par value of $0.01 per share; and (iii) authorization of 50,000,000 shares of preferred stock par value $0.01 per share. Holders of shares of Class A and Class B common stock are entitled to one vote per share on all matters to be voted upon by the stockholders. Holders of shares of Class A common stock and Class B common stock will vote together as a single class on all matters (including the election of directors) submitted to a vote of stockholders, unless otherwise required by law.

Holders of shares of Class B common stock are not entitled to receive dividends and will not be entitled to receive any distributions upon the liquidation, dissolution or winding up of the Company. Shares of Class B common stock are issuable only in connection with the corresponding issuance of an equal number of Class B-1 units. Shares of Class B common stock may only be issued to the extent necessary to maintain the one-to-one ratio between the Class B-1 unit and the number of shares of Class B common stock held by the non-controlling interest holders. Shares of Class B common stock are transferable only together with an equal number of Class B-1 units. Each share of Class B common stock will be redeemed and canceled by the Company if the holder exchanges one Class B-1 unit, together with the corresponding share of Class B common stock, for one share of Class A common stock (or, at the Company's election, cash of an equivalent value).

The Company must, at all times, maintain a one-to-one ratio between the number of outstanding shares of Class A common stock and the number of Class A-1 units owned by the Company (subject to certain exceptions for treasury shares and shares underlying certain convertible or exchangeable securities).

Share Repurchase Program

On September 3, 2025, a special committee of the Company's Board of Directors comprised solely of independent and disinterested directors not affiliated with Insignia, pursuant to authority delegated to it by the Board of Directors, authorized the Company to enter into a Share Repurchase Agreement with Insignia to repurchase 3,234,894 shares of the Company's Class A common stock at a price of $10.17 per share, for an aggregate purchase price of $32.9 million. As part of the transaction, Insignia exchanged all of its remaining 3,234,894 Class B-1 units, together with an equal number of shares of Class B common stock, for shares of Class A common stock on a one-for-one basis. The repurchase price represented a discount of approximately 5.5% to the closing price of the Company's Class A common stock on September 2, 2025. The transaction was completed on September 4, 2025.

On October 28, 2025, the Company's Board of Directors authorized a Share Repurchase Program to repurchase up to $50.0 million of shares of Class A common stock ("Repurchase Program"). During the quarter ended December 31, 2025, the Company repurchased and retired 1,117,364 shares of Class A common stock under the Repurchase Program for aggregate consideration of $14.4 million. Subsequently, on February 18, 2026, the Company's Board of Directors authorized an increase in the Repurchase Program by $50.0 million, to a total of up to $100.0 million. The shares repurchased were immediately retired and returned to the status of authorized but unissued shares of Class A common stock. The excess between the repurchase price and the par value of the shares of Class A common stock repurchased was recorded as an adjustment to additional-paid-in capital, including excise tax and fees of $0.3 million.

The Company may repurchase such shares through open market transactions, privately negotiated transactions, preset trading plans, block trades or any combination of such methods. The timing and amount of any share repurchases will be determined by the Company's management in its discretion based on their ongoing evaluation of market and economic conditions, the trading price and volume of the Company's Class A common stock, the Company's capital needs and investment opportunities, and other factors. The Company expects to complete the vast majority of the Repurchase Program by the end of 2026, but it may be suspended or discontinued at any time, and does not obligate the Company to acquire any amount of Class A common stock. The Repurchase Program does not obligate the Company to repurchase a fixed number of shares and any repurchases were accounted for as of the trade date with a corresponding liability.

9. Equity-based compensation plans

Equity-based compensation cost recognized for equity-based awards outstanding during the year ended December 31, 2025, 2024, and 2023 was as follows:

	Year ended December 31,		
(in thousands)	**2025**	**2024**	**2023**
Restricted stock units	$30,014	$32,463	$52,646
Performance-based restricted stock units	317	1,332	—
QLH Restricted Class B-1 units	—	16	87
Restricted Class A shares	—	272	588
Total equity-based compensation	$30,331	$34,083	$53,321
Total income tax benefit recognized related to equity-based compensation (a)	$8,660	$—	$—

a. For the year ended December 31, 2024 and 2023, there was no income tax benefit related to RSUs as future tax benefits related to these awards were fully offset by a valuation allowance.

Equity-based compensation cost was included in the following expense categories in the consolidated statements of operations during the year ended December 31, 2025, 2024 and 2023:

	Year ended December 31,		
(in thousands)	**2025**	**2024**	**2023**
Cost of revenue	$1,030	$3,026	$3,875
Sales and marketing	5,345	7,265	8,654
Product development	5,441	6,453	7,719
General and administrative	18,515	17,339	33,073
Total equity-based compensation	$30,331	$34,083	$53,321

No compensation cost was capitalized during the year ended December 31, 2025, 2024, and 2023.

Restricted Stock Units

In October 2020, the Company adopted the 2020 Omnibus Incentive Plan (the “Omnibus Plan”) under which the Company may grant restricted stock units and other equity-based awards to employees, directors, officers, and consultants of the Company. A total of 12,506,550 shares was initially reserved for issuance under the Omnibus Plan, and such pool is automatically increased each January 1 during the term of the Omnibus Plan by a number of shares equal to 5% of the total number of shares of Class A common stock issued and outstanding on December 31 of the calendar year immediately preceding the date of such increase, or such lesser amount as may be determined by the Board of Directors. As of December 31, 2025, 6,457,213 Class A shares were available for future grant under the Omnibus Plan.

Each RSU represents the right to receive one share of Class A common stock upon vesting. The RSUs granted generally vest quarterly over four years. However, the Company may also grant RSUs with shorter vesting periods, or which vest immediately, without any future service requirement. The RSUs are equity-classified share-based payments, and the related cost is recognized utilizing the straight-line method. Upon vesting of the restricted stock units, the Company generally issues new shares of Class A common stock to the participants, net of shares withheld in satisfaction of withholding taxes, except for certain executives and non-employee directors who receive gross share settlement.

The fair value of the restricted stock units is determined based on the closing market price of the Company’s Class A shares on the date of grant. Modifications occasionally occur in which RSUs are immediately vested for terminated employees, resulting in an adjustment to the fair value as of modification date and the related cost associated with those vested RSUs, which are generally immaterial to the Company’s total equity-based compensation expense and unit activity.

A summary of unvested restricted stock unit activity for 2023, 2024, and 2025 is as follows:

	Number of Units	Weighted - average grant-date fair value
RSUs		
Unvested and outstanding as of December 31, 2022	4,894,121	$17.79
Granted	2,439,257	13.32
Vested	(3,290,092)	17.78
Forfeited	(410,853)	15.23
Settled or canceled	—	—
Unvested and outstanding as of December 31, 2023	3,632,433	$15.07
Granted	1,769,150	19.65
Vested	(1,996,916)	16.46
Forfeited	(198,510)	13.81
Settled or canceled	—	—
Unvested and outstanding as of December 31, 2024	3,206,157	$16.76
Granted	3,583,550	9.42
Vested	(2,050,523)	14.31
Forfeited	(228,788)	13.21
Settled or canceled	—	—
Unvested and outstanding as of December 31, 2025	4,510,396	$12.21

As of December 31, 2025, total unrecognized compensation cost related to unvested RSUs was $50.6 million, which is expected to be recognized over a weighted average period of 2.53 years. The total fair value of Company RSUs that vested during the year ended December 31, 2025, 2024, and 2023 was $23.1 million, $32.1 million, and $31.1 million, respectively.

Performance-Based Restricted Stock Units

During 2023 and 2024, the Company granted PRSUs to certain officers or employees under the 2020 Omnibus Incentive Plan. Each such PRSU represented the right to receive one share of Class A common stock upon vesting. The PRSUs granted represented the target amount divided by the average closing price of the Company’s Class A common stock for the 20 trading day period ended as of the Friday preceding the grant date. Such PRSUs vested based on the achievement of the performance measures set by the Compensation Committee of the Company's Board of Directors (“Compensation Committee”), and the resulting value earned, which amount would be divided by the average closing price of the Company’s Class A common stock for the 20 trading day period ended as of the Friday preceding the Compensation Committee’s determination of the achievement of such performance measures to determine the number of PRSUs to be vested. Any difference between the number of PRSUs granted and vested due to change in the average closing price of the Company’s Class A common stock for the 20 trading day period as of the grant date and vesting date, respectively is accounted for as a settlement adjustment. The expected vesting period of the PRSUs granted in 2023 and 2024 was approximately one year.

The PRSUs are liability-classified awards, as they are based on a fixed dollar amount to be settled in a variable number of shares. At each reporting period, the Company recognizes any related expense based on the estimated probability of the achievement of these performance measures and the portion of the requisite service period completed. The amount of expense recognized in any period can vary based on changes in the expected achievement of the specified performance measures. If such performance measures are determined to be not likely to be met, or are ultimately not met, no further expense is recognized and any previously recognized expense is reversed. Upon vesting of the PRSUs, the Company will issue the resulting number of shares of Class A common stock.

As of December 31, 2023, the Company did not meet the performance measures as determined by the Compensation Committee and accordingly the PRSUs granted during the year ended December 31, 2023 were canceled as of that date. As of December 31, 2024, the Company met the maximum levels for both performance measures approved by the Compensation Committee for the PRSUs granted during the year ended December 31, 2024, and accordingly such PRSUs vested at the maximum payout level during the first quarter of 2025.

A summary of unvested performance-based restricted stock unit activity for 2023, 2024, and 2025 is as follows:

	Number of Units	Weighted - average grant-date fair value
PRSUs		
Unvested and outstanding as of December 31, 2022	—	$—
Granted	74,700	14.98
Vested	—	—
Forfeited	(74,700)	14.98
Settled or canceled	—	—
Unvested and outstanding as of December 31, 2023	—	$—
Granted	147,500	11.29
Vested	—	—
Forfeited	—	—
Settled or canceled	—	—
Unvested and outstanding as of December 31, 2024	147,500	$11.29
Granted	—	—
Settlement adjustment*	(7,502)	—
Vested	(139,998)	11.78
Forfeited	—	—
Settled or canceled	—	—
Unvested and outstanding as of December 31, 2025	—	$—

* Settlement adjustment reflects differences between expected and actual shares vested due to the closing price of the Company's share of Class A common stock and is not performance-related.

As of December 31, 2025, all Company PRSUs were vested and all compensation cost was recognized. The total fair value of Company PRSUs that vested during the year ended December 31, 2025, 2024, and 2023 was $1.3 million. $0, and $0, respectively.

QLH Restricted Class B-1 Units

Upon the IPO, Senior Executives and one other employee that held legacy QLH Class B units received Class B-1 units, which have a substantially equivalent value and which together with shares of Class B common stock can be exchanged for shares of Class A common stock when vested. The cancellation and concurrent replacement of QLH Class B units for Class B-1 units was considered a modification. The modification did not result in incremental compensation cost, as the fair value of the replacement awards, determined by using the per share price of shares of Class A common stock (into which QLH Restricted Class B-1 units are convertible) offered to the public in connection with the IPO, did not differ from the fair value of the QLH Class B units immediately before the modification. The awards that were unvested on the modification date are QLH Restricted Class B-1 units and are subject to the same vesting terms as the legacy QLH Class B units under the QLH Plan. Under the QLH Plan, 6,470,599 QLH Restricted Class B-1 units and Company Class A shares are authorized.

The QLH Restricted Class B-1 units granted to employees were generally subject to a four-year vesting period. The QLH Restricted Class B-1 units were equity-classified share-based payments, and the remaining unrecognized cost, which was based on the original grant-date fair value of the QLH Class B units, was recognized utilizing the straight-line method. Grantees made 83(b) elections under the Internal Revenue Code; therefore, the QLH Restricted Class B-1 Units were subject to gross share settlement.

A summary of unvested QLH Class B-1 unit activity for 2023 and 2024 is as follows:

	Number of Units	Weighted - average grant date fair value
QLH Restricted Class B-1 units		
Unvested and outstanding as of December 31, 2022	42,170	$2.74
Granted	—	—
Vested	(39,705)	2.46
Forfeited	—	—
Settled or canceled	—	—
Unvested and outstanding as of December 31, 2023	2,465	$7.18
Granted	—	—
Vested	(2,465)	7.18
Forfeited	—	—
Settled or canceled	—	—
Unvested and outstanding as of December 31, 2024	—	$—

As of December 31, 2024, all QLH Restricted Class B-1 units were vested and all compensation cost was recognized. The total fair value of QLH Class B-1 units that vested during the year ended December 31, 2024 and 2023 was $43 thousand and $0.5 million, respectively.

Company Restricted Class A Shares

Upon the IPO, substantially all employees other than senior executives and one other employee that held legacy QLH Class B units received Company Class A shares. The cancellation and concurrent replacement of the QLH Class B units with Company Class A shares was considered a modification. The modification did not result in incremental compensation cost, as the fair value of the replacement awards, determined by using the per share price of Company Class A shares offered to the public in connection with the IPO, did not differ from the fair value of the QLH Class B units immediately before the modification. The awards that were unvested on the modification date were Company restricted Class A shares and were subject to the same vesting terms as the legacy QLH Class B units under the QLH Plan. Under the QLH Plan, 6,470,599 QLH Restricted Class B-1 units and Company Class A shares are authorized.

The Company restricted Class A shares granted to employees were generally subject to a four-year vesting period. The Company restricted Class A shares were equity-classified share-based payments, and the remaining unrecognized cost, which was based on the original grant-date fair value of the QLH Class B units, was recognized utilizing the straight-line method. Grantees have made 83(b) elections under the Internal Revenue Code; therefore, the Company Restricted Class A shares were subject to gross share settlement.

A summary of unvested Company restricted Class A share activity for 2023 and 2024 is as follows:

	Number of Units	Weighted - average grant-date fair value
Restricted Class A Shares		
Unvested and outstanding as of December 31, 2022	181,061	$5.42
Granted	—	—
Vested	(152,721)	4.45
Forfeited	—	—
Settled or canceled	—	—
Unvested and outstanding as of December 31, 2023	28,340	$10.67
Granted	—	—
Vested	(28,340)	10.67
Forfeited	—	—
Settled or canceled	—	—
Unvested and outstanding as of December 31, 2024	—	$—

As of December 31, 2024, all Company restricted Class A shares were vested and all compensation cost was recognized. The total fair value of Company restricted Class A shares that vested during the year ended December 31, 2024 and 2023 was $0.5 million and $1.8 million, respectively.

10. Fair value measurements

The Company does not have any financial instruments measured at fair value on a recurring basis.

The Company's financial instruments measured at fair value on a non-recurring basis consist of:

Long-Term Debt

As of December 31, 2025 the carrying amount of the 2021 Term Loan Facility and the 2021 Revolving Credit Facility approximates their respective fair values. The Company used a discounted cash flow analysis to estimate the fair value of the long-term debt, using an adjusted discount rate of 5.05% and the estimated payments under the 2021 Term Loan Facility until maturity, including interest payable based on the Company's forecasted total net leverage ratio.

Cost method investment

The Company has elected the measurement alternative for its investment in equity securities without readily determinable fair values and reviews such investment on a quarterly basis to determine if it has been impaired. If the Company's assessment indicates that an impairment exists, the Company estimates the fair value of the equity investment and recognizes in its consolidated statements of operations an impairment loss that is equal to the difference between the fair value of the equity investment and its carrying amount. On March 29, 2024, the board of directors and stockholders of a company in which the Company held a minority equity investment approved a plan of restructuring and liquidation that had the effect of cancelling the Company's investment. The Company had previously determined as of December 31, 2023 that the fair value of the investment was zero and accordingly this cancellation had no impact on the consolidated financial statements as of and for the years ended December 31, 2025 and 2024.

The Company used a market approach to estimate the fair value of equity and allocated the overall equity value to estimate the fair value of the common stock based on the liquidation preference and was classified within Level 3 of the fair value hierarchy.

11. Leases

The Company leases office space under non-cancellable operating leases with original lease periods expiring between 2025 and 2028. These leases require monthly lease payments that may be subject to annual increases throughout the lease term. Certain of these leases also include renewal options at the election of the Company to renew or extend the lease. The Company does not assume renewals in the determination of the lease term unless the renewals are deemed to be reasonably assured at lease commencement. The lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The following table presents amounts recorded on the consolidated balance sheets related to operating leases:

		As of	
(in thousands)		**December 31, 2025**	**December 31, 2024**
Operating leases	**Balance Sheet location**		
Right-of-Use Assets, net - Operating Leases	Other assets	$1,245	$1,861
Operating Lease Liabilities - Current	Accrued expenses	$965	$994
Operating Lease Liabilities - Non-current	Other long-term liabilities	$415	$1,122

The following presents the Company's lease expense:

	Year ended December 31,		
(in thousands)	2025	2024	2023
Operating lease cost	$1,005	$895	$818
Short-term lease cost	13	31	107
Variable lease cost	207	171	160
Total lease cost	$1,225	$1,097	$1,085

The following presents the Company's supplemental cash flow information related to operating leases:

	Year ended December 31,		
(in thousands)	2025	2024	2023
Cash paid for operating lease liabilities	$1,124	$996	$918
Right-of-use assets obtained in exchange of lease obligations	$322	$465	$133

The following presents the Company's weighted-average remaining lease term and discount rate:

	As of	
	December 31, 2025	December 31, 2024
Weighted-average remaining lease term	1.88 years	2.50 years
Weighted-average discount rate	3.77%	3.93%

The implicit rate within each lease is not readily determinable and therefore the Company uses its incremental borrowing rate at the date of adoption for existing leases or lease commencement date to determine the present value of the lease payments. The Company determined its incremental borrowing rate for each lease using indicative bank borrowing rates, adjusted for various factors including level of collateralization, term and currency to align with the terms of a lease.

Maturities of lease liabilities at December 31, 2025 were as follows:

(in thousands)	Operating Leases
Year Ended December 31,	
2026	$991
2027	202
2028	101
2029	106
2030	18
Total Lease Payments	$1,418
Less Imputed Interest	(38)
Total Lease Liabilities	$1,380

At December 31, 2025, there were no leases entered into that had not yet commenced.

12. Income Taxes

MediaAlpha, Inc. is taxed as a corporation and pays corporate federal, state and local taxes on income allocated to it from QLH based upon MediaAlpha, Inc.'s economic interest held in QLH. QLH is treated as a pass-through partnership for income tax reporting purposes and is not subject to federal income tax. Instead, QLH's taxable income or loss is passed through to its members, including MediaAlpha, Inc. Accordingly, the Company is not liable for income taxes on the portion of QLH's earnings not allocated to it. MediaAlpha, Inc. files and pays corporate income taxes for U.S. federal and state income tax purposes and its corporate subsidiary, Skytiger Studio, Ltd., is subject to taxation in Taiwan. The Company expects this structure to remain in existence for the foreseeable future.

The components of income (loss) before income taxes include the following:

	Year Ended December 31,		
(in thousands)	**2025**	**2024**	**2023**
United States	$(111,060)	$23,513	$(57,010)
Foreign	(1)	(11)	(8)
Total	$(111,061)	$23,502	$(57,018)

The components of income tax expense (benefit) consisted of the following:

	Year Ended December 31,		
(in thousands)	**2025**	**2024**	**2023**
Current income tax expense (benefit)			
Federal	$(60)	$370	$—
State	1,127	1,006	(466)
Foreign	5	8	3
	$1,072	$1,384	$(463)
Deferred income tax expense (benefit)			
Federal	$(127,525)	$—	$—
State	(11,369)	—	—
Foreign	—	—	—
	$(138,894)	$—	$—
Income tax expense (benefit)	$(137,822)	$1,384	$(463)

A reconciliation of the effective tax rate for tax years ended December 31, 2025, 2024 and 2023 is presented below. The Company adopted ASU No. 2023-09 effective January 1, 2025, retrospectively and prior period disclosures have been adjusted.

	Year Ended December 31,					
(in thousands)	**2025**		**2024**		**2023**	
	Amount	Percent	Amount	Percent	Amount	Percent
U.S. federal statutory tax rate	$(23,323)	21.0%	$4,936	21.0%	$(11,974)	21.0%
State and local income taxes, net of federal income tax effect*	$(10,652)	9.6%	$796	3.4%	$81	(0.1)%
Changes in valuation allowance	$(106,568)	96.0%	$(6,992)	(29.7)%	$1,617	(2.8)%
Foreign tax effects – Taiwan	$6	0.0%	$11	0.0%	$4	0.0%
Effect of cross-border tax laws						
Global intangible low-taxed income	$4	0.0%	$—	0.0%	$—	0.0%
Nontaxable or nondeductible items						
Share-based payment awards	$1,236	(1.1)%	$421	1.8%	$4,648	(8.2)%
Officers’ compensation	$2,429	(2.2)%	$1,675	7.1%	$2,098	(3.7)%
Non-deductible settlement	$—	0.0%	$1,204	5.1%	$—	0.0%
Return-to-Provision	$(1,209)	1.1%	$2	0.0%	$—	0.0%
Change in unrecognized tax benefits	$399	(0.4)%	$172	0.7%	$(547)	1.0%
Non-controlling interest	$(237)	0.2%	$(1,163)	(4.9)%	$3,398	(6.0)%
Other adjustments	$93	(0.1)%	$322	1.4%	$212	(0.4)%
Effective income tax rate	$(137,822)	124.1%	$1,384	5.9%	$(463)	0.8%

*In 2025, state taxes in California and Massachusetts made up the majority (greater than 50%) of the tax effect in this category. In 2024 and 2023, Texas made up the majority (greater than 50%) of the tax effect in this category.

The Company’s effective tax rate of 124.1%, 5.9%, and 0.8% in 2025, 2024, and 2023, respectively, differed from the U.S. federal statutory tax rate of 21.0% due primarily to the tax impacts of changes in valuation allowance.

The jurisdictional components of income taxes paid, net of refunds received, consisted of the following:

	Year Ended December 31,		
(in thousands)	**2025**	**2024**	**2023**
Income taxes paid, net of refunds received			
Federal taxes	$530	$220	$(24)
State and local taxes			
California	275	*	(224)
Massachusetts	121	*	*
New Jersey	66	*	*
Other	18	7	(9)
Foreign - Taiwan	4	1	—
Total	$1,014	$228	$(257)

*The amount of income taxes paid during the year does not meet the 5% disaggregation threshold.

Details of the Company's deferred tax assets and liabilities are as follows:

	Year Ended December 31,	
(in thousands)	2025	2024
Deferred tax assets:		
Investment in partnership	$104,567	$98,897
Net operating and capital loss carryforwards and tax credits	15,507	15,284
Tax receivables agreement	29,603	1,595
Other	3,593	4,795
Total	$153,270	$120,571
Valuation allowance	(3,536)	(120,571)
Total deferred tax assets	$149,734	$—
Deferred tax liabilities:		
Total deferred tax liabilities	$—	$—
Deferred tax assets	$149,734	$—

During the year ended December 31, 2025 and 2024, holders of Class B-1 units exchanged 3,285,762 and 6,496,800 Class B-1 units, respectively, together with an equal number of shares of Class B common stock, for shares of Class A common stock on a one-for-one basis ("Exchanges"). In connection with the Exchanges and the changes to the carrying value of the non-controlling interest, the Company recognized additional deferred tax assets of $7.6 million and $3.2 million, respectively, during the year ended December 31, 2025 through additional-paid-in-capital. In connection with the Exchanges, the Company also established additional liabilities related to the TRA of $0.1 million also through additional-paid-in-capital and has presented a net amount of $10.8 million within additional-paid-in-capital in its consolidated statements of stockholders' equity (deficit). For the Exchanges during the year ended December 31, 2024, the Company did not recognize any additional deferred tax assets as the Company had recognized a full valuation allowance on its deferred tax assets.

As of December 31, 2025, the Company had federal and state net operating loss carryforwards ("NOLs") of $47.0 million and $46.1 million, respectively, of which $47.0 million and $6.3 million, respectively, have an indefinite life. The remaining state NOLs will begin to expire in 2029. As of December 31, 2025, the Company had federal and state capital loss carryforwards of $7.1 million and $1.4 million, respectively, which will begin to expire in 2029. As of December 31, 2025, the Company had foreign tax credit carryforwards of $1.1 million, which will begin to expire in 2029.

Evaluating the need for and the amount of a valuation allowance for deferred tax assets often requires significant judgment and extensive analysis of all available evidence to determine whether it is more likely than not that these assets will be utilized. In measuring its deferred tax assets and to determine whether a valuation allowance is needed, the Company assesses all available evidence, both positive and negative, based on the weight of that evidence. The weight given to the potential effect of negative and positive evidence is commensurate with the extent to which it can be objectively verified. During the fourth quarter of 2025, based on all available positive and negative evidence, having demonstrated sustained profitability which is objective and verifiable, and taking into account anticipated future earnings, the Company concluded it is more likely than not that the Company's deferred tax assets will be realizable except for certain state NOLs, federal and state capital loss carryforwards, and foreign tax credits. As a result the Company released substantially all of the valuation allowance with a corresponding income tax benefit of $117.0 million. As of December 31, 2025 and 2024 the Company has recorded a valuation allowance of $3.5 million and $120.6 million, respectively.

A reconciliation of the beginning and ending amount of unrecognized tax benefits was as follows for the years indicated.

	Year Ended December 31,		
(in thousands)	2025	2024	2023
Beginning balance	$2,030	$1,369	$1,710
Increase related to current year tax positions	631	625	224
Increase related to prior periods tax positions	151	83	—
Decrease related to lapse in applicable statute of limitations	—	(47)	(565)
Ending balance	$2,812	$2,030	$1,369

As of December 31, 2025 and 2024, the total liability related to uncertain tax positions, including interest and penalties, was $3.6 million and $2.5 million, respectively. The Company's uncertain tax positions are primarily related to its state nexus positions. If recognized as of December 31, 2025 and 2024, $2.4 million and $1.7 million, respectively, of the amount of unrecognized tax benefits would impact the effective tax rate. The unrecognized tax benefits differ from the amount that would affect the Company's effective tax rate primarily because the unrecognized tax benefits were included on a gross basis and did not reflect related secondary impacts, such as the federal deduction for state taxes or adjustments to deferred tax assets that might be required if the Company's tax positions are sustained. Additionally, the Company will be indemnified for any tax imposed prior to the Reorganization Transactions for which a reserve was recorded, and as the Company recognizes uncertain tax positions the benefits would impact pre-tax results. The Company recognizes interest and penalties, if applicable, related to uncertain tax positions as a component of income tax expense. The Company recorded $0.3 million and $0.2 million of interest and penalties during the year ended December 31, 2025 and 2024, respectively.

The Company files income tax returns as required by the tax laws of the jurisdictions in which it operates. In the normal course of business, the Company may be subject to examination by federal and certain state and local tax authorities. As of December 31, 2025, the Company's federal income tax returns for the tax years 2019 and forward and state and local tax returns for the tax years 2019 and forward, and foreign income tax returns for the tax years 2020 and forward remain open and are subject to examination.

Tax receivables agreement

On October 27, 2020, the Company entered into the TRA with Insignia, Senior Executives, and White Mountains. The Company expects to obtain an increase in its share of the tax basis in the net assets of QLH as Class B-1 units, together with shares of Class B common stock, are exchanged for shares of Class A common stock (or, at the Company's election, redeemed for cash of an equivalent value). The Company intends to treat any redemptions and exchanges of Class B-1 units as direct purchases for U.S. federal income tax purposes. These increases in tax basis may reduce the amounts that it would otherwise pay in the future to various tax authorities.

The TRA provides for the payment by MediaAlpha, Inc. to Insignia and the Senior Executives of 85% of the amount of any tax benefits the Company actually realizes, or in some cases is deemed to realize, as a result of (i) increases in the Company's share of the tax basis in the net assets of QLH resulting from any redemptions or exchanges of Class B-1 units, (ii) tax basis increases attributable to payments made under the TRA, and (iii) deductions attributable to imputed interest pursuant to the TRA. The TRA will also require us to pay White Mountains 85% of the amount of the cash savings, if any, in U.S. federal, state and local income tax that the Company realizes (or is deemed to realize) as a result of the utilization of the net operating losses of Intermediate Holdco attributable to periods prior to the IPO and the deduction of any imputed interest attributable to the payment obligations under the TRA. The Company expects to benefit from the remaining 15% of any cash savings that it realizes. The amounts payable under the TRA will vary depending upon a number of factors, including the amount, character, and timing of the taxable income of MediaAlpha, Inc. in the future.

As of December 31, 2025, the Company believes it can generate sufficient future taxable income and determined that making payments under the TRA is probable under ASC 450 — C*ontingencies.* Accordingly, during the fourth quarter of 2025, the Company recorded a charge of $124.2 million to recognize the liability for estimated payments under the TRA associated with exchanges through September 30, 2025, within other expenses, net in the consolidated statement of operations. The Company also recognized an additional $0.1 million for exchanges that occurred during the fourth quarter of 2025 through additional-paid-in-capital. As of December 31, 2025 and 2024, liabilities under the TRA were $131.1 million and $7.0 million, respectively, of which $6.9 million and $0, respectively, were classified as current within accrued expenses in the consolidated balance sheets.

If the Company had determined as of December 31, 2024 that it was probable that the Company would generate sufficient future taxable income to make future payments under the TRA, it would have recorded a charge of approximately $115 million as of December 31, 2024 to increase the accrued liability for estimated payments under the TRA as of that date to $122 million. No payments were made pursuant to the TRA during the years ended December 31, 2025 and 2024.

13. Net income (loss) per share

The following table presents the calculation of basic and diluted net income (loss) per share (in thousands except per share amounts):

	Year Ended December 31,		
	2025	2024	2023
Basic			
Net income (loss)	$26,761	$22,118	$(56,555)
Less: net income (loss) attributable to non-controlling interest	1,138	5,489	(16,135)
Net income (loss) attributable to MediaAlpha, Inc.	$25,623	$16,629	$(40,420)
Denominator:			
Weighted-average shares of Class A common stock outstanding - basic	56,244,357	53,043,576	45,573,416
Weighted-average shares of Class A common stock outstanding - diluted	66,786,155	53,043,576	45,573,416
Net income (loss) attributable to MediaAlpha, Inc. per share of Class A common stock - basic	$0.46	$0.31	$(0.89)
Net income (loss) attributable to MediaAlpha, Inc. per share of Class A common stock - diluted	$0.39	$0.31	$(0.89)

	Year Ended December 31,
	2025
Diluted	
Net income	$26,761
Add: incremental tax benefits related to exchange of Class B-1 units	(1,014)
Net income attributable to MediaAlpha, Inc. available for diluted common shares	$25,747
Weighted-average shares outstanding:	
Class A common stock	56,244,357
Class B-1 units of QLH	10,541,798
Weighted-average shares of Class A common stock and potential Class A common stock	66,786,155
Net income attributable to MediaAlpha, Inc. per share of Class A common stock - diluted	$0.39

Potentially dilutive shares, which are based on the weighted-average shares of underlying unvested RSUs, QLH restricted Class B-1 units, restricted Class A shares, and PRSUs using the treasury stock method and the outstanding QLH restricted Class B-1 units using the if-converted method, are included when calculating diluted net income (loss) per share attributable to MediaAlpha, Inc. when their effect is dilutive. The effects of the Company's potentially dilutive securities were not included in the calculation of diluted income (loss) per share as the effect of their inclusion would be anti-dilutive.

The following table summarizes the shares and units with a potentially dilutive impact:

	As of		
	December 31, 2025	December 31, 2024	December 31, 2023
Restricted stock units	4,510,396	3,206,157	3,632,433
QLH Class B-1 Units	—	11,609,982	18,106,782
Restricted Class A Shares	—	—	28,340
PRSUs	—	147,500	—
Potentially dilutive shares	4,510,396	14,963,639	21,767,555

14. Non-controlling interest

Pursuant to QLH's limited liability company agreement, QLH has two classes of equity securities, Class A-1 units, which have all voting rights in QLH, and Class B-1 units, which have no voting or control rights. The Company allocates a share of net income (loss) to the holders of non-controlling interests pro-rata to their ownership interest in QLH at a point in time.

During the years ended December 31, 2025 and 2024, the holders of the non-controlling interests completed 3,285,762 and 6,496,800 Exchanges, respectively. As of December 31, 2025, the holders of the non-controlling interests owned 12.9% of the total equity interests in QLH, with the remaining 87.1% owned by MediaAlpha, Inc. As of December 31, 2024, the holders of the non-controlling interests owned 17.3% of the total equity interests in QLH, with the remaining 82.7% owned by MediaAlpha, Inc.

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

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As of December 31, 2025, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) to determine whether such disclosure controls and procedures provide reasonable assurance that information to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and such information is accumulated and communicated to management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on their evaluation, our principal executive officer and our principal financial officer have concluded our disclosure controls and procedures were effective to provide reasonable assurance as of December 31, 2025.

Management's Report on Internal Control Over Financial Reporting

The report called for by Item 308(a) of Regulation S-K is incorporated by reference to Management's Report on Internal Control Over Financial Reporting, included in Item 8 "Financial Statements and Supplementary Data" of this report.

Report of Independent Registered Public Accounting Firm

The report called for by Item 308(b) of Regulation S-K is incorporated by reference to Report of Independent Registered Public Accounting Firm, included in Item 8 "Financial Statements and Supplementary Data" of this report.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting during the three months ended December 31, 2025, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

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. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their cost.

Item 9B. Other Information.

During the three months ended December 31, 2025, no director or officer of the Company adopted/modified and/or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K of the Exchange Act.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information required by this item will be included in our Proxy Statement for the 2026 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission, or the SEC, within 120 days of the fiscal year ended December 31, 2025, and is incorporated herein by reference.

Item 11. Executive Compensation.

The information required by this item will be included in our Proxy Statement for the 2026 Annual Meeting of Stockholders, which will be filed with the SEC within 120 days of the fiscal year ended December 31, 2025, 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 will be included in our Proxy Statement for the 2026 Annual Meeting of Stockholders, which will be filed with the SEC within 120 days of the fiscal year ended December 31, 2025, 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 our Proxy Statement for the 2026 Annual Meeting of Stockholders, which will be filed with the SEC within 120 days of the fiscal year ended December 31, 2025, and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services.

The information required by this item will be included in our Proxy Statement for the 2026 Annual Meeting of Stockholders, which will be filed with the SEC within 120 days of the fiscal year ended December 31, 2025, and is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) The following documents are filed as part of this report:

1. Financial Statements

The following financial statements are filed as part of this report under Part II, Item 8 "Financial Statements and Supplementary Data.".

2. Financial Statement Schedule for the Years Ended December 31, 2025, 2024 and 2023

All other financial statement schedules are omitted because they are not applicable, or the required information is shown in the consolidated financial statements or notes thereto. See Part II, Item 8 "Financial Statements and Supplementary Data."

3. Exhibits (Listed by numbers corresponding to Item 601 of Regulation S-K)

		Incorporated by Reference			
Exhibit Number	Exhibit Description	Form	File No.	Exhibit	Filing Date
2.1	Asset Purchase Agreement, dated as of February 24, 2022, by and among QuoteLab, LLC, CHT Buyer, LLC, Customer Helper Team, LLC and the Seller Members	8-K	001-39671	2.1	March 2, 2022
2.2	First Amendment to Asset Purchase Agreement, dated as of March 29, 2022, by and among QuoteLab, LLC, CHT Buyer, LLC, Customer Helper Team, LLC and the Seller Members	8-K	001-39671	2.1	March 30, 2022
3.1	Amended and Restated Certificate of Incorporation of MediaAlpha, Inc.	8-K	001-39671	3.1	November 2, 2020
3.2	Amended and Restated By-Laws of MediaAlpha, Inc.	8-K	001-39671	3.1	December 16, 2025
3.3	Certificate of Amendment to Amended and Restated Certificate of Incorporation, as filed with the Delaware Secretary of State on May 17, 2024.	8-K	001-39671	3.1	May 20, 2024
4.2	Registration Rights Agreement, dated October 27, 2020, by and among MediaAlpha, Inc., White Mountains Investments (Luxembourg) S.a.r.l., Insignia QL Holdings, LLC, Insignia A QL Holdings, LLC, Steven Yi, Eugene Nonko, Ambrose Wang and certain other parties thereto	8-K	001-39671	4.2	November 2, 2020
4.3*	Description of Registrant's Securities				

10.1	Fourth Amended and Restated Limited Liability Company Agreement of QL Holdings LLC, dated October 27, 2020	8-K	001-39671	10.1	November 2, 2020
10.2	Tax Receivables Agreement, dated October 27, 2020, by and among MediaAlpha, Inc., QL Holdings LLC and certain other parties thereto	8-K	001-39671	10.2	November 2, 2020
10.3	First Amendment to Tax Receivables Agreement among the Company, QLH and certain other parties thereto, dated October 1, 2023	10-Q	001-39671	10.5	November 2, 2023
10.4	Exchange Agreement, dated October 27, 2020, by and among MediaAlpha, Inc., QL Holdings LLC, Guilford Holdings, Inc. and holders of Class B-1 units of QL Holdings LLC party thereto	8-K	001-39671	10.3	November 2, 2020
10.5	Stockholders Agreement, dated October 27, 2020, by and among MediaAlpha, Inc., White Mountains Investments (Luxembourg) S.a.r.l., Insignia QL Holdings, LLC, Insignia A QL Holdings, LLC and Steven Yi, Eugene Nonko and Ambrose Wang, together with their respective holding entities through which they indirectly hold common stock of MediaAlpha, Inc.	8-K	001-39671	10.4	November 2, 2020
10.6	First Amendment to Stockholders Agreement among the Company and the Principal Stockholders, dated October 17, 2023	10-Q	001-39671	10.4	November 2, 2023
10.7	Reorganization Agreement, dated October 27, 2020, by and among MediaAlpha ,Inc., QL Holdings LLC, QuoteLab, LLC, Guilford Holdings, Inc., White Mountains Investments (Luxembourg) S.a.r.l., White Mountains Insurance Group, Ltd., Insignia QL Holdings, LLC, Insignia A QL Holdings, LLC, Steven Yi, Eugene Nonko, Ambrose Wang and certain other parties thereto.	8-K	001-39671	10.5	November 2, 2020
10.8+	MediaAlpha, Inc. 2020 Omnibus Incentive Plan	8-K	001-39671	10.6	November 2, 2020
10.9+*	MediaAlpha, Inc. Deferred Share Unit Subplan under 2020 Omnibus Incentive Plan				
10.10+	2020 Form of MediaAlpha, Inc. 2020 Omnibus Incentive Plan Restricted Stock Unit Award Agreement for Founders	10-K	001-39671	10.7	February 27, 2023
10.11+	2020 Form of MediaAlpha, Inc. 2020 Omnibus Incentive Plan Restricted Stock Unit Award for Officers other than Founders	10-K	001-39671	10.8	February 27, 2023
10.12+	2020 Form of MediaAlpha, Inc. 2020 Omnibus Incentive Plan Restricted Stock Unit Award Agreement for Directors	10-K	001-39671	10.9	February 27, 2023
10.13+	Form of Performance-Based Restricted Stock Unit Award Agreement for Founders under 2020 Omnibus Incentive Plan	10-Q	001-39671	10.3	May 6, 2022
10.14+*	Form of Deferral Election for Restricted Stock Unit Award under Deferred Share Unit Subplan				
10.15+	Amended and Restated Employment Agreement, dated as of October 27, 2020, by and among Steven Yi, QuoteLab, LLC and MediaAlpha, Inc.	8-K	001-39671	10.10	November 2, 2020

10.16+	Amendment to Amended and Restated Employment Agreement among the Company, QuoteLab, LLC and Steven Yi, dated March 22, 2022	8-K	001-39671	10.1	March 28, 2022
10.17+	Second Amendment to Amended and Restated Employment Agreement among the Company, QuoteLab, LLC and Steven Yi, dated August 1, 2023	8-K	001-39671	10.1	August 2, 2023
10.18+	Third Amendment to Amended and Restated Employment Agreement among MediaAlpha, QuoteLab, LLC and Steven Yi, dated May 20, 2024	8-K	001-39671	10.1	May 20, 2024
10.19+	Fourth Amendment to Amended and Restated Employment Agreement among MediaAlpha, QuoteLab, LLC and Steven Yi, dated February 4, 2025	8-K	001-39671	10.1	February 10, 2025
10.20+	Amended and Restated Employment Agreement, dated as of October 27, 2020, by and among Eugene Nonko, QuoteLab, LLC and MediaAlpha, Inc.	8-K	001-39671	10.11	November 2, 2020
10.21+	Amendment to Amended and Restated Employment Agreement among the Company, QuoteLab, LLC and Eugene Nonko, dated March 22, 2022	8-K	001-39671	10.2	March 28, 2022
10.22+	Second Amendment to Amended and Restated Employment Agreement among the Company, QuoteLab, LLC and Eugene Nonko, dated August 1, 2023	8-K	001-39671	10.2	August 2, 2023
10.23+	Third Amendment to Amended and Restated Employment Agreement among MediaAlpha, QuoteLab, LLC and Eugene Nonko, dated May 20, 2024	8-K	001-39671	10.2	May 20, 2024
10.24+	Fourth Amendment to Amended and Restated Employment Agreement among MediaAlpha, QuoteLab, LLC and Eugene Nonko, dated February 4, 2025	8-K	001-39671	10.2	February 10, 2025
10.25+	Fifth Amendment to Amended and Restated Employment Agreement among MediaAlpha, QuoteLab, LLC and Eugene Nonko, dated June 30, 2025	8-K	001-39671	10.1	June 30, 2025
10.26+	Employment Agreement dated as of November 2, 2021, by and among Patrick R. Thompson, QuoteLab LLC, and MediaAlpha, Inc..	8-K	001-39671	10.1	November 2, 2021
10.27+	Severance Compensation Agreement among the Company, QuoteLab, LLC and Jeffrey Coyne, dated June 21, 2022	8-K	001-39671	10.1	June 27, 2022
10.28+	Severance Compensation Agreement among the Company, QuoteLab, LLC and Keith Cramer, dated February 19, 2021	10-K	001-39671	10.25	February 24, 2025
10.29+*	Severance Compensation Agreement among the Company, QuoteLab, LLC and Kuanling Amy Yeh, dated February 19, 2021				
10.30	2020 Credit Agreement	S-1	001-39671	10.15	October 5, 2020
10.31	First Amendment to Credit Agreement dated as of July 29, 2021, among QuoteLab, LLC, QL Holdings LLC, the Lenders party thereto, the Issuing Bank party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent.	8-K	001-39671	10.1	August 3, 2021
10.32	Second Amendment dated as of June 8, 2023, among QuoteLab, LLC, QL Holdings LLC, the Lenders party thereto, the Issuing Bank party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent.	8-K	001-39671	10.1	June 12, 2023
10.33	Third Amendment dated as August 4, 2025, among QuoteLab, LLC, QL Holdings LLC, the Lenders party thereto, the Issuing Bank party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent.	8-K	001-39671	10.1	August 6, 2025

10.34	Consent Order dated August 6, 2025	8-K	001-39671	99.1	August 7, 2025
19.1*	Insider Trading Policy				
21.1*	Subsidiaries of MediaAlpha, Inc.				
23.1*	Consent of Independent Registered Public Accounting Firm				
24.1*	Power of Attorney (included on signature page to this Annual Report on Form 10-K).				
31.1*	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2*	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
32.1**	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 USC. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
97.1	MediaAlpha, Inc. Clawback Policy	10-K	001-39671	97.1	February 22, 2024
101.INS	XBRL Instance Document				
101.SCH	XBRL Taxonomy Extension Schema Document				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document				
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				
101.LAB	XBRL Taxonomy Extension Label Linkbase Document				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document				
104	Cover Page Interactive Data File (Embedded with the Inline XBRL document)				

\+ *Management contract or compensatory plan or arrangement.*
* *Filed herewith.*
** *Furnished herewith. This exhibit should not be deemed to be "filed" for purposes of Section 18 of the Exchange Act.*

Item 16. Form 10-K Summary

None.

Schedule II – Valuation and Qualifying Accounts and Allowances

	Balance at Beginning of the period	Additions during the period	Write-offs	Balance at End of period
Valuation allowance on deferred tax assets				
Fiscal year 2025	$120,571	(117,035)	—	$3,536
Fiscal year 2024	$95,068	25,503	—	$120,571
Fiscal year 2023	$91,796	3,272	—	$95,068
Allowance for credit losses				
Fiscal year 2025	$1,005	(173)	(115)	$717
Fiscal year 2024	$537	497	(29)	$1,005
Fiscal year 2023	$575	5	(43)	$537

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized**.**

	MediaAlpha, Inc.
Date: February 23, 2026	By: /s/ Patrick R. Thompson
	Patrick R. Thompson
	Chief Financial Officer & Treasurer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that we, the undersigned directors and officers of MediaAlpha, Inc., do hereby severally constitute and appoint Steve Yi and Patrick R. Thompson, and each of them, our true and lawful attorneys-in-fact and agents, each with full powers of substitution, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable MediaAlpha, Inc. to comply with the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Annual Report on Form 10-K, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments hereto; and we do each hereby ratify and confirm all that said attorneys-in-fact and agents or their substitutes, or any one of them, shall do or cause to be done by virtue hereof.

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

Signature	Title	Date
/s/ Steve Yi **Steve Yi**	Chief Executive Officer, President and Director	February 23, 2026
/s/ Patrick R. Thompson **Patrick R. Thompson**	Chief Financial Officer & Treasurer	February 23, 2026
/s/ Venmal (Raji) Arasu **Venmal (Raji) Arasu**	Director	February 23, 2026
/s/ Bradley Hunt **Bradley Hunt**	Director	February 23, 2026
/s/ Ramon Jones **Ramon Jones**	Director	February 23, 2026
/s/ Eugene Nonko **Eugene Nonko**	Director and Chief Architect	February 23, 2026
/s/ Lara Sweet **Lara Sweet**	Director	February 23, 2026
/s/ Kathy Vrabeck **Kathy Vrabeck**	Chair of the Board of Directors	February 23, 2026