

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2024

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 001-41043

Expensify, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

401 SW 5th Ave
Portland, Oregon

(Address of Principal Executive Offices)

27-0239450

(I.R.S. Employer Identification No.)

97204

(Zip Code)

(971) 365-3939

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, par value \$0.0001 per share	EXFY	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period

that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The registrant had outstanding 77,155,951 shares of Class A common stock, par value of \$0.0001 per share, 4,209,827 shares of LT10 common stock, par value \$0.0001 per share, and 7,597,099 shares of LT50 common stock, par value \$0.0001 per share, as of November 4, 2024.

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Special Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q, including statements regarding our strategy, future financial condition, future operations, projected costs, prospects, plans, objectives of management and expected market growth, are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “shall,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential,” “goal,” “objective,” “seeks,” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. There are a number of risks, uncertainties, and other important factors, many of which are beyond our control, that could cause our actual results to differ materially from the forward-looking statements contained in this Quarterly Report on Form 10-Q. Such risks, uncertainties and other important factors include, among others:

- our expectations regarding our financial performance and future operating performance;
- our ability to attract and retain members, expand usage of our platform, sell subscriptions to our platform and convert individuals and organizations into paying customers;
- the timing and success of new features, integrations, capabilities and enhancements by us, or by competitors to their products, or any other changes in the competitive landscape of our market;
- the amount and timing of operating expenses and capital expenditures that we may incur to maintain and expand our business and operations to remain competitive;
- the sufficiency of our cash, cash equivalents and investments to meet our liquidity needs;
- our ability to make required payments under and to comply with the various requirements of our current and future indebtedness;
- our cash flows, the prevailing stock prices, general economic and market conditions and other considerations that could affect the specific timing, price and size of repurchases under our stock repurchase program or our ability to fund any stock repurchases;
- geopolitical tensions, including the war in Ukraine and the conflict in Israel, Gaza and surrounding areas;
- the impact of inflation on us and our members;
- our borrowing costs have and may continue to increase as a result of increases in interest rates;
- our ability to effectively manage our exposure to fluctuations in foreign currency exchange rates;
- the size of our addressable markets, market share and market trends;
- anticipated trends, developments and challenges in our industry, business and the highly competitive markets in which we operate;
- any adverse impact on our business operations as a result of using artificial intelligence or other machine learning technologies in our services;
- our expectations regarding our income tax liabilities and the adequacy of our reserves;
- our ability to effectively manage our growth and expand our infrastructure and maintain our corporate culture;
- our ability to identify, recruit and retain skilled personnel, including key members of senior management;

- the safety, affordability and convenience of our platform and our offerings;
- our ability to successfully defend litigation brought against us;
- our ability to successfully identify, manage and integrate any existing and potential acquisitions of businesses, talent, technologies or intellectual property;
- general economic conditions in either domestic or international markets, and geopolitical uncertainty and instability, including as a result of the 2024 United States presidential election;
- our ability to protect against security incidents, technical difficulties, or interruptions to our platform;
- our ability to maintain, protect and enhance our intellectual property; and
- the other risks and uncertainties identified under Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2023.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Quarterly Report on Form 10-Q primarily on our current expectations, estimates, forecasts and projections about future events and trends that we believe may affect our business, results of operations, financial condition and prospects. Although we believe that we have a reasonable basis for each forward-looking statement contained in this Quarterly Report on Form 10-Q, we cannot guarantee that the future results, levels of activity, performance, or events and circumstances reflected in the forward-looking statements will be achieved or occur at all. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors described in the section titled “Risk Factors” and elsewhere in our Annual Report on Form 10-K for the year ended December 31, 2023, and any subsequent filings, as well as those identified in this Quarterly Report on Form 10-Q. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report on Form 10-Q. The results, events and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this Quarterly Report on Form 10-Q relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Quarterly Report on Form 10-Q to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information or the occurrence of unanticipated events, except as required by law. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, or investments we may make.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain, and you are cautioned not to unduly rely upon these statements. Unless otherwise indicated or unless the context requires otherwise, all references in this document to “Expensify,” the “Company,” “we,” “us,” “our” or similar references are to Expensify, Inc. and its consolidated subsidiaries. Capitalized terms used and not defined above are defined elsewhere within this Quarterly Report on Form 10-Q.

Part I - Financial Information

Item 1. Condensed Consolidated Financial Statements

Expensify, Inc.
Condensed Consolidated Balance Sheets
(unaudited, in thousands, except share data)

	As of September 30, 2024	As of December 31, 2023
Assets		
Cash and cash equivalents	\$ 39,172	\$ 47,510
Accounts receivable, net	12,650	13,834
Settlement assets, net	53,391	39,261
Prepaid expenses	9,002	5,649
Other current assets	24,321	30,978
Total current assets	138,536	137,232
Capitalized software, net	16,859	12,494
Property and equipment, net	13,763	14,372
Lease right-of-use assets	5,611	6,435
Deferred tax assets, net	489	457
Other assets	988	5,794
Total assets	\$ 176,246	\$ 176,784
Liabilities and stockholders' equity		
Accounts payable	\$ 1,035	\$ 1,425
Accrued expenses and other liabilities	7,294	9,390
Borrowings under line of credit	—	15,000
Current portion of long-term debt, net of original issue discount and debt issuance costs	—	7,655
Lease liabilities, current	631	432
Settlement liabilities	39,379	33,990
Total current liabilities	48,339	67,892
Lease liabilities, non-current	5,928	6,467
Other liabilities	2,045	1,681
Total liabilities	56,312	76,040
Commitments and contingencies (Note 4)		
Stockholders' equity:		
Preferred stock, par value \$0.0001; 10,000,000 shares of preferred stock authorized as of September 30, 2024 and December 31, 2023; no shares of preferred stock issued and outstanding as of September 30, 2024 and December 31, 2023	—	—
Common stock, par value \$0.0001; 1,000,000,000 shares of Class A common stock authorized as of September 30, 2024 and December 31, 2023; 77,119,750 and 70,569,815 shares of Class A common stock issued and outstanding as of September 30, 2024 and December 31, 2023, respectively; 21,871,197 and 24,994,989 shares of LT10 common stock authorized as of September 30, 2024 and December 31, 2023, respectively; 4,209,827 and 7,333,619 shares of LT10 common stock issued and outstanding as of September 30, 2024 and December 31, 2023, respectively; 24,969,634 and 24,998,941 shares of LT50 common stock authorized as of September 30, 2024 and December 31, 2023, respectively; 7,597,099 and 7,321,894 shares of LT50 common stock issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	9	8
Additional paid-in capital	269,441	241,509
Accumulated deficit	(149,516)	(140,773)
Total stockholders' equity	119,934	100,744
Total liabilities and stockholders' equity	\$ 176,246	\$ 176,784

See accompanying notes to Condensed Consolidated Financial Statements.

Expensify, Inc.
Condensed Consolidated Statements of Operations
(unaudited, in thousands, except share and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue	\$ 35,409	\$ 36,494	\$ 102,232	\$ 115,479
Cost of revenue, net	17,145	17,680	46,091	50,380
Gross margin	18,264	18,814	56,141	65,099
Operating expenses:				
Research and development	5,618	6,607	17,936	17,119
General and administrative	9,084	14,245	29,760	38,386
Sales and marketing	3,274	12,860	9,730	36,757
Total operating expenses	17,976	33,712	57,426	92,262
Income (loss) from operations	288	(14,898)	(1,285)	(27,163)
Other income (expenses), net	181	(2,375)	(1,033)	(5,158)
Income (loss) before income taxes	469	(17,273)	(2,318)	(32,321)
(Provision for) benefit from income taxes	(2,667)	270	(6,425)	(1,931)
Net loss	\$ (2,198)	\$ (17,003)	\$ (8,743)	\$ (34,252)
Net loss per share:				
Basic and diluted	\$ (0.02)	\$ (0.21)	\$ (0.10)	\$ (0.42)
Weighted average shares of common stock used to compute net loss per share:				
Basic and diluted	88,177,739	82,469,190	86,643,209	82,085,508

See accompanying notes to Condensed Consolidated Financial Statements.

Expensify, Inc.
Condensed Consolidated Statements of Changes in Stockholders' Equity
(unaudited, in thousands, except share data)

	Preferred stock		Common stock		Additional paid-in capital	Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount			
Three months ended September 30, 2024							
Balance at June 30, 2024	—	\$ —	88,194,690	\$ 9	\$ 261,309	\$ (147,318)	\$ 114,000
Issuance of common stock on exercise of stock options	—	—	250,388	—	250	—	250
Vesting of early exercised stock options	—	—	—	—	94	—	94
Issuance of restricted stock units	—	—	11,666	—	18	—	18
Repurchases of early exercised stock options	—	—	(2,520)	—	—	—	—
Issuance of common stock under Matching Plan	—	—	911,645	—	896	—	896
Issuance of common stock in connection with restricted stock units vesting	—	—	206,745	—	—	—	—
Repurchase and retirement of common stock	—	—	(645,938)	—	(1,510)	—	(1,510)
Stock-based compensation	—	—	—	—	8,384	—	8,384
Net loss	—	—	—	—	—	(2,198)	(2,198)
Balance at September 30, 2024	—	\$ —	88,926,676	\$ 9	\$ 269,441	\$ (149,516)	\$ 119,934

See accompanying notes to Condensed Consolidated Financial Statements.

Expensify, Inc.
Condensed Consolidated Statements of Changes in Stockholders' Equity
(unaudited, in thousands, except share data)

	Preferred stock		Common stock		Additional paid-in capital	Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount			
Three months ended September 30, 2023							
Balance at June 30, 2023	—	\$ —	82,776,491	\$ 7	\$ 216,422	\$ (116,566)	\$ 99,863
Issuance of common stock upon exercise of stock options	—	—	97,033	—	91	—	91
Vesting of early exercised stock options	—	—	—	—	182	—	182
Issuance of restricted stock units	—	—	4,221	—	30	—	30
Repurchases of early exercised stock options	—	—	(1,328)	—	(8)	—	(8)
Issuance of common stock under Matching Plan	—	—	648,729	—	1,056	—	1,056
Issuance of common stock in connection with restricted stock units vesting	—	—	231,018	—	—	—	—
Shares withheld from common stock issued to pay employee payroll taxes	—	—	(56,936)	—	(242)	—	(242)
Stock-based compensation	—	—	—	—	11,087	—	11,087
Net loss	—	—	—	—	—	(17,003)	(17,003)
Balance at September 30, 2023	—	\$ —	83,699,228	\$ 7	\$ 228,618	\$ (133,569)	\$ 95,056

See accompanying notes to Condensed Consolidated Financial Statements.

Expensify, Inc.

Condensed Consolidated Statements of Changes in Stockholders' Equity
(unaudited, in thousands, except share data)

	Preferred stock		Common stock		Additional paid-in capital	Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount			
Nine months ended September 30, 2024							
Balance at December 31, 2023	—	\$ —	85,225,328	\$ 8	\$ 241,509	\$ (140,773)	\$ 100,744
Issuance of common stock on exercise of stock options	—	—	306,917	—	303	—	303
Vesting of early exercised stock options	—	—	—	—	337	—	337
Issuance of restricted stock units	—	—	27,925	—	53	—	53
Repurchases of early exercised stock options	—	—	(32,954)	—	—	—	—
Issuance of common stock under Matching Plan	—	—	3,364,621	1	2,899	—	2,900
Issuance of common stock in connection with restricted stock units vesting	—	—	680,777	—	—	—	—
Repurchase and retirement of common stock	—	—	(645,938)	—	(1,510)	—	(1,510)
Stock-based compensation	—	—	—	—	25,850	—	25,850
Net loss	—	—	—	—	—	(8,743)	(8,743)
Balance at September 30, 2024	—	\$ —	88,926,676	\$ 9	\$ 269,441	\$ (149,516)	\$ 119,934

See accompanying notes to Condensed Consolidated Financial Statements.

Expensify, Inc.
Condensed Consolidated Statements of Changes in Stockholders' Equity
(unaudited, in thousands, except share data)

	Preferred stock		Common stock		Additional paid-in capital	Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount			
Nine months ended September 30, 2023							
Balance at December 31, 2022	—	\$ —	82,429,367	\$ 7	\$ 194,807	\$ (97,573)	\$ 97,241
Issuance of common stock upon exercise of stock options	—	—	199,898	—	216	—	216
Vesting of early exercised stock options	—	—	—	—	584	—	584
Issuance of restricted stock units	—	—	9,529	—	91	—	91
Repurchase of early exercised stock options	—	—	(2,651)	—	(21)	—	(21)
Issuance of common stock under Matching Plan	—	—	1,090,571	—	3,132	—	3,132
Issuance of common stock in connection with restricted stock units vesting	—	—	738,171	—	—	—	—
Shares withheld from common stock issued to pay employee payroll taxes	—	—	(261,164)	—	(1,766)	—	(1,766)
Repurchase and retirement of common stock	—	—	(504,493)	—	(1,256)	(1,744)	(3,000)
Stock-based compensation	—	—	—	—	32,831	—	32,831
Net loss	—	—	—	—	—	(34,252)	(34,252)
Balance at September 30, 2023	—	\$ —	83,699,228	\$ 7	\$ 228,618	\$ (133,569)	\$ 95,056

See accompanying notes to Condensed Consolidated Financial Statements.

Expensify, Inc.
Condensed Consolidated Statements of Cash Flows
(unaudited, in thousands)

	Nine Months Ended September 30,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (8,743)	\$ (34,252)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	4,851	3,871
Reduction of operating lease right-of-use assets	411	476
Loss on impairment, receivables and sale or disposal of equipment	637	585
Stock-based compensation expense	23,535	30,612
Amortization of original issue discount and debt issuance costs	43	139
Deferred tax assets	(32)	(86)
Changes in assets and liabilities:		
Accounts receivable, net	845	1,671
Settlement assets, net	(13,202)	(9,381)
Prepaid expenses	1,597	3,672
Other current assets	2,707	(1,861)
Other assets	(144)	(125)
Accounts payable	(349)	229
Accrued expenses and other liabilities	(1,501)	4,259
Operating lease liabilities	67	(236)
Settlement liabilities	5,389	2,451
Other liabilities	364	78
Net cash provided by operating activities	16,475	2,102
Cash flows from investing activities:		
Purchases of property and equipment	—	(1,103)
Software development costs	(6,699)	(3,730)
Net cash used in investing activities	(6,699)	(4,833)
Cash flows from financing activities:		
Principal payments of finance leases	(96)	(482)
Principal payments of outstanding debt	(22,671)	(8,450)
Payments for debt issuance costs	(71)	—
Repurchases of early exercised stock options	(35)	(21)
Proceeds from common stock purchased under Matching Plan	2,900	3,132
Proceeds from issuance of common stock on exercise of stock options	303	216
Payments for employee taxes withheld from stock-based awards	—	(1,766)
Repurchase and retirement of common stock	(1,510)	(3,000)
Net cash used in financing activities	(21,180)	(10,371)
Net decrease in cash and cash equivalents and restricted cash	(11,404)	(13,102)
Cash and cash equivalents and restricted cash, beginning of period	96,658	147,710
Cash and cash equivalents and restricted cash, end of period	\$ 85,254	\$ 134,608
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 1,326	\$ 4,396
Cash paid for income taxes	\$ 3,735	\$ 3,104
Noncash investing and financing items:		
Stock-based compensation capitalized as software development costs	\$ 2,315	\$ 2,219
Purchases of property and equipment and capitalized software in accounts payable and accrued expenses	\$ 178	\$ —
Right-of-use assets acquired through operating leases	\$ —	\$ 6,402
Right-of-use assets acquired through finance leases	\$ —	\$ 409
Reconciliation of cash and cash equivalents and restricted cash to the Condensed Consolidated Balance Sheets		
Cash and cash equivalents	\$ 39,172	\$ 89,118
Restricted cash included in other current assets	23,748	23,398
Restricted cash included in settlement assets, net	22,334	22,092
Total cash, cash equivalents and restricted cash	\$ 85,254	\$ 134,608

See accompanying notes to Condensed Consolidated Financial Statements.

Expensify, Inc.
Notes to the Condensed Consolidated Financial Statements
(unaudited)

NOTE 1 – GENERAL INFORMATION

Description of the Business

Expensify, Inc. ("Expensify") was incorporated in Delaware on April 29, 2009. Expensify offers a comprehensive expense management platform that integrates with a variety of third-party accounting applications, including QuickBooks Desktop, QuickBooks Online, Xero, NetSuite, Intacct, Sage, Microsoft Dynamics, MYOB and others. Expensify's product simplifies the way that employees and vendors manage and submit expense receipts and bills and provides efficiencies to companies for the payment of those bills. Expensify delivers its services over the internet to corporations and individuals under license arrangements and offers unique pricing options for small and medium-sized businesses ("SMBs") and enterprises on a per-active-member basis.

Expensify also offers an Expensify charge card (the "Expensify Card"), which is primarily distributed to corporate customers in the United States ("U.S.") who subsequently distribute the card to their employees for business use. The Expensify Card allows customers to have real-time control over their employees' spending and compliance with spending limits in addition to eReceipt reporting on purchases.

As of September 30, 2024, the Expensify Card consisted of two card programs operating concurrently. Under the original Expensify Card program launched in 2020 (the "Legacy Card Program"), Expensify has an agreement with the payment processor, Marqeta, Inc. ("Marqeta"), and relies on Marqeta to manage the relationship with the issuing bank, Sutton Bank, and the card network, Visa, in authorizing and settling transactions. In October 2023, Expensify augmented the Expensify Card program by entering into an agreement with a new issuing bank, The Bancorp Bank, N.A. ("Bancorp"), to issue Expensify Cards to customers and authorize and settle transactions on the Visa card network (the "Updated Card Program"). The Updated Card Program launched in February 2024 and all new Expensify Cards issued subsequent to the launch of the Updated Card Program operate under that program.

Basis of Presentation and Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of Expensify, its wholly-owned subsidiaries, and Expensify.org (collectively, the "Company") and have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and the applicable rules and regulations of the Securities and Exchange Commission ("SEC") for interim reporting in conformity with the instructions to Form 10-Q and Article 10 of Regulation S-X. Certain information and footnote disclosures normally included in financial statements presented in accordance with GAAP have been condensed or omitted pursuant to such SEC rules. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2023 ("2023 Annual Report").

All intercompany transactions and balances have been eliminated in consolidation. In the opinion of management, the accompanying condensed consolidated financial statements reflect all normal and recurring adjustments that are necessary for the fair presentation of the Company's financial position, results of operations, equity, and cash flows for the periods presented.

Results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024 or for any other future annual or interim period.

Expensify, Inc.
Notes to the Condensed Consolidated Financial Statements
(unaudited)

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and judgments are based on historical experience, forecasted events and various other assumptions that the Company believes to be reasonable under the circumstances. Estimates and judgments are evaluated on an ongoing basis. Actual results could differ from those estimates. Changes in estimates are recorded in the period in which they become known.

Estimates and assumptions by management affect the Company's classification of employee and employee-related expenses, the useful lives and recoverability of long-lived assets and deferred contract acquisition costs, income taxes, capitalization of internal-use software costs, stock-based compensation and the Company's incremental borrowing rate utilized to measure its lease right-of-use ("ROU") assets and lease liabilities.

Updates to Significant Accounting Policies

The Company's significant accounting policies are discussed in Note 2 of the 2023 Annual Report. Since the date the 2023 Annual Report was filed with the SEC, there have been no material changes to the Company's significant accounting policies, including the adoption status of recent accounting pronouncements.

Reclassification of Prior Period Presentation

Certain prior period amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported results of financial position, operations and cash flows.

NOTE 2 - REVENUE AND CERTAIN STATEMENT OF OPERATIONS COMPONENTS

The table below provides the Company's total revenue by geographic region based on the currency of the subscription (in thousands). No other individual country outside of the United States accounted for more than 10% of total revenue.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
United States	\$ 32,248	\$ 33,255	\$ 92,940	\$ 105,377
All other locations	3,161	3,239	9,292	10,102
Total revenue	\$ 35,409	\$ 36,494	\$ 102,232	\$ 115,479

No individual customer represented more than 10% of the Company's total revenue during the three and nine months ended September 30, 2024 and 2023.

Expensify, Inc.
Notes to the Condensed Consolidated Financial Statements
(unaudited)

Cashback Rewards

The Company offers a cashback rewards program to all Expensify Card customers based on volume of Expensify Card transactions and Software as a Service ("SaaS") subscription tier. Cashback rewards are earned on a monthly basis and are applied against outstanding customer receivables or paid out the following month. The Company considers the cashback payments to customers as consideration payable to a customer and it is recorded as a reduction to Revenue within the Condensed Consolidated Statements of Operations. Cashback rewards were \$2.3 million and \$1.8 million for the three months ended September 30, 2024 and 2023, respectively. Cashback rewards were \$6.4 million and \$4.8 million for the nine months ended September 30, 2024 and 2023, respectively.

Interchange

The Company generates revenue from the authorization and settlement of Expensify Card transactions under the Updated Card Program. The Company is contractually entitled to all interchange generated on Expensify Card transactions based on its agreement with the issuing bank and such funds are held as restricted cash within Other current assets until released by the issuing bank. Under the Updated Card Program, the Company is the principal in the transaction (i.e. the Company controls the services) and recognizes interchange as revenue on a gross basis within Revenue on the accompanying Condensed Consolidated Statements of Operations. Interchange revenue was \$3.7 million and \$4.2 million for the three and nine months ended September 30, 2024, respectively.

Consideration From a Vendor, Net

The Company receives consideration from a vendor for monetizing Expensify Card activities under the Legacy Card Program. This consideration, net of credit card processing fees paid to the vendor, is included as a reduction to Cost of revenue, net within the Condensed Consolidated Statements of Operations. Consideration from a vendor, net was \$0.8 million and \$2.8 million for the three months ended September 30, 2024 and 2023, respectively. Consideration from a vendor, net was \$7.1 million and \$7.3 million for the nine months ended September 30, 2024 and 2023, respectively.

Expensify, Inc.
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NOTE 3 - CERTAIN BALANCE SHEET COMPONENTS

Other Current Assets

Other current assets consisted of the following (in thousands):

	As of September 30, 2024	As of December 31, 2023
Expensify Card posted collateral for funds held for customers	\$ 15,388	\$ 16,561
Expensify.org restricted cash	5,960	5,881
Earned interchange restricted cash	1,486	—
Cash in transit for funds held for customers	775	5,107
Deferred contract acquisition costs	284	129
Income tax receivable	126	2,993
Other restricted cash	124	80
Expensify Payments LLC restricted cash	15	113
Other	163	114
Other current assets	<u>\$ 24,321</u>	<u>\$ 30,978</u>

Capitalized Software, Net

Capitalized software, net consisted of the following (in thousands):

	As of September 30, 2024	As of December 31, 2023
Capitalized software development costs	\$ 31,172	\$ 22,683
Less: accumulated amortization	(14,313)	(10,189)
Capitalized software, net	<u>\$ 16,859</u>	<u>\$ 12,494</u>

Amortization expense related to capitalized software development costs is recorded in Cost of revenue, net on the Condensed Consolidated Statements of Operations. Amortization expense was \$1.6 million and \$0.8 million for the three months ended September 30, 2024 and 2023, respectively. Amortization expense was \$4.1 million and \$2.3 million for the nine months ended September 30, 2024 and 2023, respectively.

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Property and Equipment, Net

Property and equipment, net consisted of the following (in thousands):

	<u>As of September 30,</u> <u>2024</u>	<u>As of December 31,</u> <u>2023</u>
Computers and equipment	\$ 170	\$ 170
Furniture and fixtures	1,930	1,930
Leasehold improvements	7,937	7,937
Commercial building	6,493	6,493
Land	4,151	4,151
Construction in progress	2,570	2,570
Total property and equipment	<u>23,251</u>	<u>23,251</u>
Less: accumulated depreciation	<u>(9,488)</u>	<u>(8,879)</u>
Property and equipment, net	<u>\$ 13,763</u>	<u>\$ 14,372</u>

Depreciation expense related to property and equipment is recorded in General and administrative, Sales and marketing, and Other income (expenses), net on the Condensed Consolidated Statements of Operations. Depreciation expense related to property and equipment was \$0.1 million and \$0.2 million for the three months ended September 30, 2024 and 2023, respectively. Depreciation expense related to property and equipment was \$0.6 million and \$1.1 million for the nine months ended September 30, 2024 and 2023, respectively.

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Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities consisted of the following (in thousands):

	As of September 30, 2024	As of December 31, 2023
Sales, payroll and other taxes payable	\$ 2,168	\$ 2,546
Professional fees	1,482	1,311
Partner payouts and advertising fees	1,142	1,486
Cashback rewards	529	915
Matching Plan payroll liability	404	198
Income taxes payable	378	843
Restricted common stock liability for early stock option exercises	202	562
Credit card processing fees	153	76
Accrued expense reports	150	159
Commissions payable	75	140
Hosting and license fees	44	134
Interest payable	35	359
Other	532	661
Accrued expenses and other liabilities	<u>\$ 7,294</u>	<u>\$ 9,390</u>

NOTE 4 - COMMITMENTS AND CONTINGENCIES**Finance and Operating Lease Arrangements**

The Company did not enter into any new lease agreements during the nine months ended September 30, 2024. The components of lease cost reflected in the Condensed Consolidated Statements of Operations for all leases were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Finance lease cost:				
Amortization of ROU assets	\$ 34	\$ 77	\$ 102	\$ 472
Interest on lease liabilities	6	3	19	7
Total finance lease cost	40	80	121	479
Operating lease cost	270	277	805	707
Total lease cost	<u>\$ 310</u>	<u>\$ 357</u>	<u>\$ 926</u>	<u>\$ 1,186</u>

Expensify, Inc.
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Other information related to leases was as follows (in thousands, except as noted within):

	As of September 30,	As of December 31,
	2024	2023
Finance lease ROU assets (included within Lease right-of-use assets)	\$ 261	\$ 364
Operating lease ROU assets (included within Lease right-of-use assets)	\$ 5,350	\$ 6,071
Weighted average remaining lease term (in years):		
Finance leases	1.92	2.67
Operating leases	8.53	9.18
Weighted average discount rate:		
Finance leases	8.10 %	8.10 %
Operating leases	8.30 %	8.30 %

Supplemental cash flow information related to leases was as follows (in thousands):

	Nine months ended September 30,	
	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ (327)	\$ (466)
Operating cash flows from finance leases	\$ (19)	\$ (7)
Financing cash flows from finance leases	\$ (96)	\$ (482)

Maturities of lease liabilities as of September 30, 2024 were as follows (in thousands):

For the year ending:	Finance leases	Operating leases
Remainder of 2024	\$ 39	\$ 189
2025	153	1,079
2026	102	1,018
2027	—	1,033
2028	—	1,063
Thereafter	—	4,499
Total future lease payments	294	8,881
Less: imputed interest	(21)	(2,595)
Less: Lease liabilities, current	(137)	(494)
Lease liabilities, non-current	\$ 136	\$ 5,792

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Notes to the Condensed Consolidated Financial Statements
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Amortizing Term Mortgage

In August 2019, the Company entered into an \$8.3 million amortizing term mortgage agreement with Canadian Imperial Bank of Commerce ("CIBC") for the Company's commercial building located in Portland, Oregon. The agreement required principal and interest payments to be made each month over a five-year period. Interest accrued at a fixed rate of 5.00% per year until August 2024, at which point the remaining outstanding principal balance on the amortizing term mortgage was due in full. The borrowings were secured by the building. The outstanding balance of the amortizing term mortgage was \$7.7 million as of December 31, 2023. The then-outstanding balance of \$7.6 million and an immaterial amount of accrued interest on the amortizing term mortgage were repaid in full on August 29, 2024.

Loan and Security Agreement

In September 2021, the Company amended and restated its loan and security agreement with CIBC (the "2021 Amended Loan and Security Agreement") which consisted of a \$45.0 million initial term loan, the option to enter into an additional \$30.0 million delayed term loan that expired in March 2023, and a monthly revolving line of credit of \$25.0 million. Under the 2021 Amended Loan and Security Agreement, the initial term loan of \$45.0 million was payable over a 60-month period with principal and accrued interest payments due each quarter, commencing on September 30, 2021. The 2021 Amended Loan and Security Agreement amortized in equal quarterly installments of \$0.1 million through September 30, 2024, \$0.2 million beginning October 1, 2024 and \$0.6 million beginning October 1, 2025, with any remaining principal balance due and payable on maturity in September 2026. The amounts borrowed accrued interest at the bank's reference rate plus 2.25% beginning on September 30, 2021 and continued on a quarterly basis through maturity of the term loan. The borrowings were secured by substantially all the Company's assets. The then-outstanding balance of \$36.0 million and \$0.1 million of accrued interest on the term loan were repaid in full on October 12, 2023.

In February 2024, the Company entered into a Second Amended and Restated Loan and Security Agreement (as amended by the First Amendment described below, and as may be further amended from time to time, the "2024 Amended Loan and Security Agreement") with CIBC. The 2024 Amended Loan and Security Agreement amends and restates the 2021 Amended Loan and Security Agreement, to extend the maturity date of the revolving line of credit from September 2024 to September 2025, remove certain provisions related to the term loan that was repaid in full in October 2023 and make certain changes to the positive and negative covenants intended to better align with the operations of the Company. The 2024 Amended Loan and Security Agreement continues to provide for a \$25.0 million revolving credit facility. Borrowings under the revolving line of credit accrue interest at CIBC's reference rate plus 1.00% (9.00% as of September 30, 2024) and are secured by substantially all of the Company's assets. In May 2024, the Company entered into a First Amendment to the 2024 Amended Loan and Security Agreement, which amended the covenant restricting the amount of repurchases of common stock to allow for certain additional repurchase activity and provided a waiver for the Company's non-compliance during prior periods with the previous version of such covenant.

The Company incurred an immaterial amount of costs in connection with entering into the 2024 Amended Loan and Security Agreement. These debt issuance costs are reflected as a deferred asset within Other current assets on the Condensed Consolidated Balance Sheets and are being amortized to interest expense on a straight-line basis over the term of the agreement. As of September 30, 2024, the unamortized debt issuance costs included within Other current assets was immaterial.

On April 24, 2024, the Company entered into an irrevocable standby letter of credit (the "Letter of Credit") issued under the 2024 Amended Loan and Security Agreement to reduce cash collateral requirements in connection with the Updated Card Program. The Letter of Credit was issued in the amount of \$1.0 million for the benefit of Bancorp and expires on March 20, 2025. No amounts have been drawn on the Letter of Credit as of September 30, 2024.

Expensify, Inc.
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Upon repayment of the amortizing term mortgage on August 29, 2024, the Company entered into a Second Amendment to the 2024 Amended Loan and Security Agreement, which permits the Company's wholly-owned subsidiary, 401 SW 5th Ave LLC, to remain an excluded subsidiary provided that the subsidiary does not engage in any operations or activities except to maintain legal existence and ownership of the real property or any related activities thereto, does not hold assets other than real estate assets, and does not incur any indebtedness except for intercompany liabilities permitted under the agreement or grant any liens.

As of December 31, 2023, there were \$15.0 million of borrowings under the revolving line of credit. The then-outstanding balance of \$15.0 million and an immaterial amount of accrued interest on the revolving line of credit were repaid in full on July 10, 2024. As of September 30, 2024, there was \$24.0 million of capacity available for additional borrowings.

As of September 30, 2024, the Company was in compliance with all debt covenants.

Defined Contribution Plans

The Company sponsors a U.S. 401(k) defined contribution plan for all eligible employees who elect to participate. The Company is permitted to make discretionary profit sharing and 401(k) matching contributions as defined in the plan and as approved by the Board of Directors. Effective January 1, 2018, the Company matches up to 4.50% of each participant's eligible compensation. No discretionary profit-sharing contributions were made during the three and nine months ended September 30, 2024 and 2023. The Company's 401(k) matching contributions were \$0.2 million for both the three months ended September 30, 2024 and 2023. The Company's 401(k) matching contributions were \$0.6 million and \$0.7 million for the nine months ended September 30, 2024 and 2023, respectively.

Legal

From time to time in the normal course of business, the Company may be involved in claims, proceedings and litigation. In the case of any litigation, the Company records a provision for a liability when management believes that it is both probable that a liability has been incurred, and the amount of the loss can be reasonably estimated. The Company reviews such provisions at least quarterly and adjusts such provisions to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular case.

As of September 30, 2024, there were no legal contingency matters, either individually or in aggregate, that would have a material adverse effect on the Company's financial position, results of operations or cash flows.

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NOTE 5 - STOCK INCENTIVE PLANS

2009 and 2019 Stock Plans

In 2009, the Board of Directors approved the 2009 Stock Plan ("2009 Stock Plan"). As amended in 2015, the 2009 Stock Plan permitted the Company to grant up to 16,495,150 shares of common stock. In January 2018, the Company increased the number of shares of common stock reserved under the 2009 Stock Plan by 535,130 shares to 17,030,280 shares. In April 2019, the Board of Directors approved the adoption of the 2019 Stock Plan ("2019 Stock Plan", and together with the 2009 Stock Plan, "Stock Plans"). The 2019 Stock Plan permitted the Company to grant up to 8,173,970 additional shares, increasing the overall common stock reserved for grant under the Stock Plans to 25,204,250 shares. In September 2021, the Board of Directors approved the grant of 8,679,380 restricted stock units under the 2019 Stock Plan, covering an aggregate of 4,339,690 shares of each of Class A and LT50 common stock effective immediately prior to the effectiveness of the Company's IPO Registration Statement on Form S-1 ("IPO Registration Statement") on November 9, 2021. On November 9, 2021, the Board of Directors amended and restated the 2019 Stock Plan to, among other things, increase the common stock reserved for issuance under the 2019 Stock Plan to an aggregate of 16,856,770 shares of Class A and LT50 common stock.

Following the completion of the initial public offering of the Company's Class A common stock ("IPO"), the Company did not and does not intend to make any further grants under the Stock Plans. However, the Stock Plans will continue to govern the terms and conditions of the outstanding awards granted under the Stock Plans. Upon the expiration, forfeiture, cancellation, withholding of shares upon exercise or settlement of an award to satisfy the exercise price or tax withholding, or repurchase of any shares of Class A common stock underlying outstanding stock-based awards granted under the 2009 Stock Plan or of Class A or LT50 common stock underlying outstanding stock-based awards granted under the 2019 Stock Plan, an equal number of shares of Class A common stock will become available for grant under the 2021 Incentive Award Plan ("2021 Plan") and the Company's 2021 Stock Purchase and Matching Plan ("Matching Plan" and together with the 2021 Plan, "2021 Incentive Plans").

2021 Incentive Plans

In November 2021, the Board of Directors adopted, and its stockholders approved, the 2021 Incentive Plans, which both became effective immediately before the effectiveness of the IPO Registration Statement and use a combined share reserve. Under the 2021 Incentive Plans, 11,676,932 shares of Class A common stock were initially reserved for issuance pursuant to a variety of stock-based awards, including incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock awards, restricted stock units ("RSUs"), and other forms of equity and cash compensation under the 2021 Plan and purchase rights and matching awards under the Matching Plan. The number of shares initially reserved for issuance or transfer pursuant to awards under the 2021 Incentive Plans will be increased upon the expiration, forfeiture, cancellation, withholding of shares upon exercise or settlement of an award to satisfy the exercise price or tax withholding, or repurchase of any shares of Class A common stock underlying outstanding stock-based awards granted under the 2009 Stock Plan or of Class A or LT50 common stock underlying outstanding stock-based awards granted under the 2019 Stock Plan. The number of shares of Class A common stock reserved and available for issuance under the 2021 Incentive Plans as of September 30, 2024 and December 31, 2023 was 22,814,452 shares and 19,712,910 shares, respectively. The number of shares will automatically increase each subsequent January 1 through January 1, 2031, by the lesser of (A) 6% of the aggregate number of shares of all classes of common stock outstanding on the immediately preceding calendar year end, or (B) such lesser number of shares as determined by the Company's Board of Directors or compensation committee; provided, however, that no more than 87,576,990 shares of Class A common stock may be issued upon the exercise of incentive stock options.

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Matching Plan

The Matching Plan operates using consecutive three-month offering periods that commenced on March 15, 2022. Employees, consultants and directors (collectively, "Service Providers") of the Company can participate in the Matching Plan by electing to contribute compensation through payroll deductions or from fee payments or may be granted discretionary awards under the Matching Plan. On the last day of the offering period the contributions made during the offering period are used to purchase shares of Class A common stock.

The price at which Class A common stock is purchased under the Matching Plan equals the average of the high and low trading price of a share of Class A common stock as of the last trading day of the offering period. At the end of each offering period, the Company may provide a discretionary match up to 1/10 of a share of Class A common stock for each share of Class A common stock purchased by or issued to a Service Provider under the Matching Plan that is retained through the end of the applicable offering period. No fractional shares will be issued by the Company. The Company will round to the nearest full share for shares purchased by a Service Provider as well as any matched shares issued to a Service Provider under the Matching Plan. The match rate applicable to each offering period shall be limited to 1.50% of the shares of any class of capital stock outstanding as of the exercise date applicable to such offering period. The Company estimates the fair value of matched shares provided under the Matching Plan using the closing stock price on the date of grant. The Company recognizes stock-based compensation expense related to the matched shares pursuant to its Matching Plan on a straight-line basis over the applicable three-month offering period.

Service Providers who participated in the Matching Plan for the offering period ended September 14, 2024 purchased a total of 370,122 Class A common shares, based on a purchase price of \$2.42, resulting in gross cash proceeds to the Company of \$0.9 million.

Service Providers who participated in the Matching Plan for the offering period ended September 14, 2023 purchased a total of 275,210 Class A common shares, based on a purchase price of \$3.84, resulting in gross cash proceeds to the Company of \$1.1 million.

For the offering period ended September 14, 2024, the Company elected to match each share of Class A common stock purchased or issued under the Matching Plan with 1/20 of a share of Class A common stock. The Company granted a total of 176,449 shares of Class A common stock as a matching contribution under the Matching Plan with no shares withheld for taxes, during the three months ended September 30, 2024. The Company granted a total of 443,671 shares of Class A common stock as a matching contribution under the Matching Plan with no shares withheld for taxes, during the nine months ended September 30, 2024.

For the offering period ended September 14, 2023, the Company elected to match each share of Class A common stock purchased or issued under the Matching Plan with 1/20 of a share of Class A common stock. The Company granted a total of 35,732 shares of Class A common stock as a matching contribution under the Matching Plan, net of a total of 9,054 shares withheld for taxes, during the three months ended September 30, 2023. The Company granted a total of 72,578 shares of Class A common stock as a matching contribution under the Matching Plan, net of a total of 15,871 shares withheld for taxes, during the nine months ended September 30, 2023.

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The Company has made discretionary contributions under the Matching Plan to eligible Service Providers. The Company granted a total of 365,074 shares of Class A common stock as discretionary contributions under the Matching Plan with no shares withheld for taxes, during the three months ended September 30, 2024. The Company granted a total of 1,300,451 shares of Class A common stock as discretionary contributions under the Matching Plan with no shares withheld for taxes, during the nine months ended September 30, 2024.

The Company granted a total of 299,713 shares of Class A common stock as discretionary contributions under the Matching Plan, net of a total of 29,020 shares withheld for taxes, during the three months ended September 30, 2023. The Company granted a total of 375,024 shares of Class A common stock as discretionary contributions under the Matching Plan, net of a total of 64,411 shares withheld for taxes, during the nine months ended September 30, 2023.

Restricted Stock Units

On September 24, 2021, under the 2019 Stock Plan, the Company approved the grant of Class A and LT50 common stock RSUs to Service Providers effective November 9, 2021, the date the Company amended its Certificate of Incorporation, to include, among other things, LT50 common stock. RSUs granted to Service Providers on November 9, 2021 that were approved in September 2021 vest upon the satisfaction of both a performance and service condition. The performance condition was satisfied immediately prior to the effectiveness of the IPO Registration Statement. The service condition is satisfied over eight years with 1/8 of the grant having vested on September 15, 2022 and quarterly vesting of 1/32 of the grant every December 15, March 15, June 15 and September 15 (each, a "Specified Quarterly Date") thereafter until fully vested, in each case subject to continued service to the Company. All RSUs granted to Service Providers after the IPO, under the 2021 Plan, have a service condition only, which is satisfied over eight years from the vesting commencement date corresponding to one of the Specified Quarterly Dates nearest the date of grant, with 1/8 of each grant vesting on the first anniversary of the vesting commencement date and 1/32 of each grant vesting in equal quarterly installments thereafter until fully vested, in each case, subject to continued service to the Company.

Pursuant to the Company's Non-Employee Director Compensation Program, which was adopted under the 2021 Incentive Plans, the Company granted 230,064 Class A common stock RSUs for the nine months ended September 30, 2024. A total of 62,676 Class A common RSUs vested during the nine months ended September 30, 2024 related to previously-granted RSU awards as the quarterly service conditions were satisfied.

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During the nine months ended September 30, 2024, RSU activity for Service Providers and non-employee directors was as follows:

	Class A Common Stock	LT50 Common Stock	Weighted average grant date fair value per share
Outstanding at December 31, 2023	2,742,273	2,646,332	\$ 32.59
RSUs granted	230,064	—	\$ 1.40
RSUs vested	(373,745)	(307,032)	\$ 30.42
RSUs cancelled/forfeited/expired	(316,939)	(316,939)	\$ 38.13
Outstanding at September 30, 2024	<u>2,281,653</u>	<u>2,022,361</u>	\$ 30.45

As of September 30, 2024, there was \$109.4 million of unamortized stock-based compensation cost related to unvested RSUs, which is expected to be recognized over the remaining weighted average life of 4.69 years. As of December 31, 2023, there was \$153.4 million of unamortized stock-based compensation cost related to unvested RSUs, which was expected to be recognized over the remaining weighted average life of 5.37 years.

Stock Options

The Stock Plans and the 2021 Plan provide for the grant of incentive and nonstatutory stock options to Service Providers. Under the Stock Plans and the 2021 Plan, the exercise price of incentive stock options must be equal to at least 110% of the fair market value of the common stock on the grant date for a “ten-percent holder” or 100% of the fair market value of the common stock on the grant date for any other participant. The exercise price of nonstatutory options granted must be equal to at least 100% of the fair market value of the Company’s common stock on the date of grant.

The Company has only granted options under the Stock Plans. Options typically vest over four years and are exercisable at any time after the grant date, provided that Service Providers exercising unvested options receive restricted common stock that is subject to repurchase at the original exercise price upon termination of service. The repurchase right lapses in accordance with the vesting schedule of the exercised option. Early exercises of options prior to vesting are not deemed to be substantive exercises for accounting purposes and accordingly, amounts received for early exercises of unvested options are recorded as a liability. These repurchase terms are considered to be a forfeiture provision and do not result in variable accounting. There was an immaterial amount of exercised restricted common stock repurchased during the nine months ended September 30, 2024 and 2023.

As of September 30, 2024 and December 31, 2023, there were 155,400 and 393,251 shares subject to repurchase, respectively, related to unvested stock options that had been early exercised. As of September 30, 2024 and December 31, 2023, the Company recorded a liability related to shares subject to repurchase of \$0.2 million and \$0.6 million, respectively, which is included within Accrued expenses and other liabilities in the accompanying Condensed Consolidated Balance Sheets. These amounts are reclassified to Common stock and Additional paid-in capital as the underlying shares vest.

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A summary of the Company's stock option activity was as follows:

	Shares	Weighted average exercise price per share	Weighted average remaining contractual life (in years)
Outstanding at December 31, 2023	5,902,591	\$ 1.68	4.03
Options exercised	(306,917)	\$ 0.99	
Options cancelled/forfeited/expired	(122,788)	\$ 3.12	
Outstanding at September 30, 2024	5,472,886	\$ 1.66	3.15
Exercisable at September 30, 2024	5,447,146	\$ 1.65	3.14

The total pretax intrinsic value of options outstanding at September 30, 2024 and December 31, 2023 was \$5.9 million and \$8.9 million, respectively. The total pretax intrinsic value of options exercisable at September 30, 2024 was \$5.9 million. The intrinsic value is the difference between the estimated fair market value of the Company's common stock at the date of exercise and the exercise price for in-the-money options.

As of September 30, 2024, there was \$1.7 million of unrecognized stock-based compensation cost related to unvested stock options, which is expected to be recognized over a weighted average period of 0.40 years. As of December 31, 2023, there was \$4.1 million of unrecognized stock-based compensation cost related to unvested stock options, which was expected to be recognized over a weighted average period of 0.75 years.

Cash received from option exercises and purchases of shares under the Stock Plans for both the nine months ended September 30, 2024 and 2023 was \$0.3 million and \$0.2 million, respectively.

Stock-Based Compensation

The following table summarizes the stock-based compensation recognized for options granted under the 2009 Stock Plan, options and RSUs granted under the 2019 Stock Plan, RSUs granted under the 2021 Plan and matching and discretionary shares issued under the Matching Plan (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Matching Plan shares	\$ 898	\$ 1,697	\$ 3,468	\$ 3,018
Restricted stock units	6,793	8,548	20,083	27,197
Stock options	693	842	2,299	2,616
Total stock-based compensation	8,384	11,087	25,850	32,831
Less: stock-based compensation capitalized as software development costs	(754)	(820)	(2,315)	(2,219)
Total stock-based compensation expense	\$ 7,630	\$ 10,267	\$ 23,535	\$ 30,612

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Stock-based compensation expense is allocated based on the cost center to which the award holder spent time during the reported periods. Stock-based compensation expense is included in the following components of expenses on the accompanying Condensed Consolidated Statements of Operations (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cost of revenue, net	\$ 2,843	\$ 3,312	\$ 8,661	\$ 10,218
Research and development	2,530	2,901	8,424	7,562
General and administrative	1,560	2,532	4,965	7,552
Sales and marketing	697	1,522	1,485	5,280
Total stock-based compensation expense	\$ 7,630	\$ 10,267	\$ 23,535	\$ 30,612

NOTE 6 - INCOME TAXES

For the three and nine months ended September 30, 2024, the Company prepared its interim tax provision by applying a year-to-date effective tax rate, which the Company believes results in the best estimate of the annual effective tax rate.

The Company recorded a provision for income taxes of \$2.7 million and a benefit from income taxes of \$0.3 million for the three months ended September 30, 2024 and 2023, respectively, which resulted in effective tax rates of 568.7% and 1.6%, respectively.

The Company recorded a provision for income taxes of \$6.4 million and \$1.9 million for the nine months ended September 30, 2024 and 2023, respectively, which resulted in effective tax rates of (277.2)% and (6.0)%, respectively.

The principal reasons for the difference between the statutory rate and the effective rate for 2024 were primarily due to non-deductible stock-based compensation and the change in valuation allowance. The principal reasons for the difference between the statutory rate and the effective rate for 2023 were primarily due to non-deductible stock-based compensation, the change in valuation allowance, and Section 162(m) of the Internal Revenue Code ("IRC") compensation limitations.

The Company follows the provisions of ASC 740-10, *Accounting for Uncertainty in Income Taxes*. ASC 740-10 prescribes a comprehensive model for the recognition, measurement, presentation and disclosure in financial statements of uncertain tax positions that have been taken or expected to be taken on a tax return. As of September 30, 2024 and December 31, 2023, the Company recorded an uncertain tax position liability of \$1.9 million and \$1.5 million, respectively, within Other liabilities on the Condensed Consolidated Balance Sheets. This liability includes \$0.3 million and an immaterial amount of interest and penalties as of September 30, 2024 and December 31, 2023, respectively.

The Company has received notice from the Internal Revenue Service ("IRS") that an examination of the Company's 2021 federal tax return will commence in Q4 2024.

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Notes to the Condensed Consolidated Financial Statements
(unaudited)

NOTE 7 - NET LOSS PER SHARE

The following table sets forth the computation of basic and diluted net loss per share (in thousands, except share and per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Numerator				
Net loss, basic and diluted	\$ (2,198)	\$ (17,003)	\$ (8,743)	\$ (34,252)
Denominator				
Weighted average shares of common stock used to compute net loss per share, basic and diluted	88,177,739	82,469,190	86,643,209	82,085,508
Net loss per share, basic and diluted	\$ (0.02)	\$ (0.21)	\$ (0.10)	\$ (0.42)

The rights, including the liquidation and dividend rights, of the holders of Class A, LT10 and LT50 common stock are identical, except with respect to voting, conversion and transfer rights. Each share of Class A common stock is entitled to one vote per share, each share of LT10 common stock is entitled to ten votes per share and each share of LT50 common stock is entitled to 50 votes per share. Each share of LT10 and LT50 common stock is convertible into one share of Class A common stock voluntarily at the option of the holder after the satisfaction of certain requirements, which includes a ten-month notice period for LT10 common stock and a 50-month notice period for LT50 common stock to convert to Class A common stock, or automatically upon certain events. The Class A common stock has no conversion rights. As the liquidation and dividend rights are identical for Class A, LT10 and LT50 common stock, the undistributed earnings are allocated on a proportional basis based on the number of weighted average shares within each class of common stock during the period and the resulting net loss per share attributable to common stockholders will be the same for the Class A, LT10 and LT50 common stock on an individual or combined basis.

The following potentially dilutive shares were not included in the calculation of diluted shares outstanding as the effect would have been anti-dilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Weighted average stock options	2,354,936	4,166,033	1,715,576	4,660,837
Matching shares	22,135	645	—	13,099
Total	2,377,071	4,166,678	1,715,576	4,673,936

Expensify, Inc.
Notes to the Condensed Consolidated Financial Statements
(unaudited)

NOTE 8 - EQUITY

On May 10, 2022, the Executive Committee of the Board of Directors approved a share repurchase program with authorization to purchase up to \$50.0 million of shares of Class A common stock ("2022 Share Repurchase Program"). The Company may repurchase shares from time to time through open market purchases, in privately negotiated transactions or by other means, including the use of trading plans intended to qualify under Rule 10b5-1 of the Securities Exchange Act of 1934, in accordance with applicable securities laws and other restrictions. The actual timing, manner, price and total amount of future repurchases will depend on a variety of factors, including business, economic and market conditions, corporate and regulatory requirements, prevailing stock prices, restrictions under the terms of loan agreements and other considerations. The 2022 Share Repurchase Program does not obligate the Company to acquire any particular amount of Class A common stock, and the program may be suspended or terminated at any time by the Company at its discretion without prior notice.

During the three and nine months ended September 30, 2024, the Company repurchased 645,938 shares of Class A common stock under the 2022 Share Repurchase Program, at a total cost to the Company of \$1.5 million. These shares were repurchased from the Company's Chief Executive Officer, David Barrett, at a price of \$2.34 per share, which represents a weighted average price for the Class A Common Stock of the Company for the three trading-day period ending August 27, 2024 as reported by Nasdaq. As of September 30, 2024, the Company had approximately \$39.5 million remaining under the share repurchase authorization, not including amounts used for net share settlement of vested equity incentive awards.

During the three months ended September 30, 2023, the Company did not repurchase any shares of Class A common stock under the 2022 Share Repurchase Program. During the nine months ended September 30, 2023, the Company repurchased 504,493 shares of Class A common stock under the 2022 Share Repurchase Program, at a total cost to the Company of \$3.0 million.

NOTE 9 - RELATED PARTY TRANSACTIONS

During the nine months ended September 30, 2024 and 2023, Expensify, Inc. made no contributions and contributed \$0.2 million, respectively, to Expensify.org, a nonprofit benefit organization established by the Company. There were no commitments from Expensify, Inc. that remained open for contribution as of September 30, 2024 and December 31, 2023.

There are no other significant related party transactions for the Company as of September 30, 2024, except as noted elsewhere in these condensed consolidated financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and with our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2023 ("2023 Annual Report"). This discussion contains forward-looking statements based upon current plans, expectations and beliefs involving risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under Part I, Item 1A. "Risk Factors" in our 2023 Annual Report and included elsewhere in this Quarterly Report on Form 10-Q. See "Special Note Regarding Forward-Looking Statements."

OVERVIEW

Expensify is a cloud-based expense management software platform that helps the smallest to the largest businesses simplify the way they manage money. Every day, people from all walks of life in organizations around the world use Expensify to scan and reimburse receipts from flights, hotels, coffee shops, office supplies and ride shares. Since our founding in 2008, we have added over 15 million members to our community and processed and automated 1.7 billion expense transactions on our platform as of September 30, 2024, freeing people to spend less time managing expenses and more time doing the things they love. For the quarter ended September 30, 2024, an average of 684,000 paid members across an average of 46,300 companies and over 200 countries and territories used Expensify to make money easy.

RECENT DEVELOPMENTS

Since 2020, when we launched the Expensify Card, it has operated under one card program (the "Legacy Card Program"). In February 2024, we launched a new card program (the "Updated Card Program"). The Legacy Card Program operates under an agreement with the payment processor, Marqeta, Inc. ("Marqeta"), and relies on Marqeta to manage the relationship with the issuing bank, Sutton Bank, and the card network, Visa, in authorizing and settling transactions. The Updated Card Program operates under an agreement with a new issuing bank, The Bancorp Bank, N.A. ("Bancorp"), to issue Expensify Cards to customers and authorize and settle transactions on the Visa card network.

All new Expensify Cards issued subsequent to the launch of the Updated Card Program will operate under such program. Our transition of cardholders from the Legacy Card Program to the Updated Card Program has commenced, with a significant portion of card users migrated as of September 30, 2024. We currently expect full completion of this transition by December 31, 2024.

Components of Results of Operations

Revenue

We generate revenue from subscription fees based on the usage of our cloud-based expense management software platform under arrangements paid monthly in arrears that are either (i) month-to-month and can be terminated by either party without penalty at any time or (ii) annual arrangements based on a minimum number of monthly members. Annual subscription customers who wish to terminate their contracts before the end of the term are required to pay the remaining obligation in full plus any fees or penalties set forth in the agreement. We charge our customers subscription fees for access to our platform based on the number of monthly active members and level of service. The contractual price is based on either negotiated fees or rates published on our website. We generate most of our revenue from customers who have a credit card or debit card on file with us that is automatically charged each month. Virtually all of our customers have a standard terms of service contract, with the few exceptions for customers on bespoke service contracts.

Our contracts with our customers include two performance obligations: access to the hosted software service, inclusive of all features available within the platform, and the related customer support. We account for the platform access and the support as a combined performance obligation because they have the same pattern of transfer over the same period and are therefore delivered concurrently. We satisfy our performance obligation over time each month as we provide platform access and support services to customers and as such recognize revenue over time. We recognize revenue net of applicable taxes imposed on the related transaction.

We offer a cashback rewards program to all customers based on volume of Expensify Card transactions and Software as a Service ("SaaS") subscription tier. Cashback rewards are earned on a monthly basis and are applied against outstanding customer receivables or are paid out the following month. We consider our cashback rewards as consideration payable to a customer, and they are recorded as contra revenue within Revenue on the Condensed Consolidated Statements of Operations. Cashback rewards applied against outstanding customer receivables are reflected as a reduction to Accounts receivable, net on the Condensed Consolidated Balance Sheets. Cashback rewards liability is recorded within Accrued expenses and other liabilities on the Condensed Consolidated Balance Sheets. The cashback rewards fluctuate over time as customers meet eligibility requirements in conjunction with the applicable SaaS subscription tier of each customer and the timing of payments made to customers.

As of September 30, 2024, the Expensify Card consisted of two card programs operating concurrently: the Legacy Card Program and the Updated Card Program. All new Expensify Cards issued subsequent to the launch of the Updated Card Program operate under that program.

Under the Updated Card Program, we generate revenue from the authorization and settlement of Expensify Card transactions and are contractually entitled to all interchange generated on Expensify Card transactions based on our agreement with the issuing bank. Under the Updated Card Program, we are the principal in the transaction (i.e. we control the services) and recognize interchange as revenue on a gross basis within Revenue on the accompanying Condensed Consolidated Statements of Operations. Interchange revenue was \$3.7 million and \$4.2 million for the three and nine months ended September 30, 2024, respectively.

Cost of Revenue, Net

Cost of revenue, net primarily consists of expenses related to hosting our service, including the costs of data center capacity, credit card processing fees, third-party software license fees, outsourcing costs to support customer service and outsourcing costs to support our patented scanning technology SmartScan, net of consideration from a vendor. Additional costs include amortization of finance right-of-use assets, amortization expense on capitalized software development costs and personnel-related expenses, including stock-based compensation and employee costs attributable to supporting our customers and maintenance of our platform.

Consideration from a vendor is related to the Expensify Card under the Legacy Card Program, where we use a third-party vendor to issue Expensify Cards and process the related transactions. The vendor is contractually entitled to the interchange through its relationships with the card network and card issuing bank. The vendor keeps a portion of the interchange for their services, and our agreement with the vendor results in us receiving the remainder of the interchange (our remainder portion, "Expensify interchange amount"). The vendor also charges us fees ("vendor fees") for the services it provides to us. Due to the nature of the vendor agreement, we do not record the Expensify interchange amount as revenue under the Legacy Card Program. Instead, the net of the Expensify interchange amount and vendor fees are paid to us, which we record as "Consideration from a vendor, net," a contra expense in Cost of revenue, net on the Condensed Consolidated Statements of Operations. The following summarizes these various amounts for each of the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(in thousands)			
Expensify interchange amount	\$ 876	\$ 3,090	\$ 7,932	\$ 8,008
Vendor fees	(78)	(281)	(805)	(724)
Consideration from a vendor, net	<u>\$ 798</u>	<u>\$ 2,809</u>	<u>\$ 7,127</u>	<u>\$ 7,284</u>

OPERATING EXPENSES

Research and Development

Research and development expenses consist primarily of personnel-related expenses, including stock-based compensation, and external contributor costs incurred related to the planning and preliminary project stage and post-implementation stage of new products or enhancing existing products or services. We capitalize certain software development costs that are attributable to developing or adding significant functionality to our internal-use software during the application development stage of the projects. All research and development expenses, excluding capitalized software development costs, are expensed as incurred.

We believe delivering new functionality is critical to attract new customers and expand our relationships with existing customers. We expect to continue to make investments in and expand our product and service offerings to enhance our customers' experience and satisfaction and to attract new customers.

General and Administrative

General and administrative expenses primarily consist of personnel-related expenses, including stock-based compensation, for any employee time allocated to administrative functions, including finance and accounting, legal and human resources. In addition to personnel-related expenses, general and administrative expenses consist of rent, utilities, depreciation on property and equipment, amortization of operating right-of-use assets, information technology and external professional services, including finance and accounting, audit, tax, legal and compliance, and human resources.

Sales and Marketing

Sales and marketing expenses primarily consist of personnel-related expenses, including stock-based compensation, advertising expenses, depreciation on property and equipment, outsourcing costs for sales and product demos, branding and public relations expenses and referral fees for strategic partners and other benefits that we provide to our referral and affiliate partners.

Other Income (Expenses), Net

Other income (expenses), net, consists of the results of operations of our Fifth & Harvey, LLC subsidiary, which holds title to and manages operations of the operating lease for lots in Portland, Oregon that are currently used to host multiple portable food vendors open to the general public, as well as interest income, realized gains and losses on foreign currency transactions, foreign currency remeasurement, and interest paid under our credit facilities with Canadian Imperial Bank of Commerce ("CIBC").

Provision for Income Taxes

Income taxes primarily consist of income taxes in the United States, United Kingdom, Australia, Netherlands and Canada, as well as states in the United States in which we do business.

Results of Operations

The results of operations presented below should be reviewed in conjunction with the condensed consolidated financial statements and notes included elsewhere in this Quarterly Report on Form 10-Q.

The following table sets forth our results of operations for each of the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(in thousands, except percentages, share and per share data)			
Revenue	\$ 35,409	\$ 36,494	\$ 102,232	\$ 115,479
Cost of revenue, net ⁽¹⁾	17,145	17,680	46,091	50,380
Gross margin	18,264	18,814	56,141	65,099
Operating expenses:				
Research and development ⁽¹⁾	5,618	6,607	17,936	17,119
General and administrative ⁽¹⁾	9,084	14,245	29,760	38,386
Sales and marketing ⁽¹⁾	3,274	12,860	9,730	36,757
Total operating expenses	17,976	33,712	57,426	92,262
Income (loss) from operations	288	(14,898)	(1,285)	(27,163)
Other income (expenses), net	181	(2,375)	(1,033)	(5,158)
Income (loss) before income taxes	469	(17,273)	(2,318)	(32,321)
(Provision for) benefit from income taxes	(2,667)	270	(6,425)	(1,931)
Net loss	\$ (2,198)	\$ (17,003)	\$ (8,743)	\$ (34,252)
Net loss per share:				
Basic and diluted	\$ (0.02)	\$ (0.21)	\$ (0.10)	\$ (0.42)
Weighted average shares of common stock used to compute net loss per share:				
Basic and diluted	88,177,739	82,469,190	86,643,209	82,085,508
Net loss margin	(6)%	(47)%	(9)%	(30)%

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(in thousands)			
Cost of revenue, net	\$ 2,843	\$ 3,312	\$ 8,661	\$ 10,218
Research and development	2,530	2,901	8,424	7,562
General and administrative	1,560	2,532	4,965	7,552
Sales and marketing	697	1,522	1,485	5,280
Stock-based compensation expense	\$ 7,630	\$ 10,267	\$ 23,535	\$ 30,612

COMPARISON OF THE THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
Revenue

	Three Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
Revenue	\$ 35,409	\$ 36,494	\$ (1,085)	(3)%

Revenue decreased by \$1.1 million, or 3%, for the three months ended September 30, 2024 compared to the same period in 2023, primarily due to (i) a decrease in billable activity across our user base, including a decrease in pay-per-use billable activity which has a higher average fee per member than our annual members, and (ii) an increase in contra revenue related to cashback payments driven by the increased adoption and spend captured from members using the Expensify Card. These decreases were partially offset by an increase in interchange revenue driven primarily by a shift in cardholder spend from the Legacy Card Program to the Updated Card Program.

Cost of Revenue, Net and Gross Margin

	Three Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
Cost of revenue, net	\$ 17,145	\$ 17,680	\$ (535)	(3)%
Gross margin	\$ 18,264	\$ 18,814	\$ (550)	(3)%
Gross margin %	52 %	52 %		

Cost of revenue, net decreased by \$0.5 million, or 3%, for the three months ended September 30, 2024 compared to the same period in 2023. Cost of revenue, net decreased primarily due to a decrease in total employee and employee related expenses subject to allocation. This was partially offset by a decrease in Consideration from a vendor, net driven primarily by a shift in cardholder spend from the Legacy Card Program to the Updated Card Program.

Gross margin remained consistent at 52% for both the three months ended September 30, 2024 and 2023.

OPERATING EXPENSES
Research and Development

	Three Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
Research and development	\$ 5,618	\$ 6,607	\$ (989)	(15)%

Research and development expenses decreased by \$1.0 million, or 15%, for the three months ended September 30, 2024 compared to the same period in 2023, primarily due to a decrease in total employee and employee related expenses subject to allocation, partially offset by an increase in time spent on project initiatives and new product features.

General and Administrative

	Three Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
General and administrative	\$ 9,084	\$ 14,245	\$ (5,161)	(36)%

General and administrative expenses decreased by \$5.2 million, or 36%, for the three months ended September 30, 2024 compared to the same period in 2023, primarily due to (i) a decrease in total employee and employee related expenses subject to allocation, (ii) a decrease in settlement losses, and (iii) a decrease in business insurance expense.

Sales and Marketing

	Three Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
Sales and marketing	\$ 3,274	\$ 12,860	\$ (9,586)	(75)%

Sales and marketing expenses decreased by \$9.6 million, or 75%, for the three months ended September 30, 2024 compared to the same period in 2023, primarily due to (i) a decrease in advertising spend, (ii) a decrease in outsourcing activities related to sales and product demos, (iii) a decrease in total employee and employee related expenses subject to allocation and a decrease in time spent on sales and marketing activities, and (iv) a decrease in marketing event spend.

Other income (expenses), net

	Three Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
Other income (expenses), net	\$ 181	\$ (2,375)	\$ 2,556	(108)%

Other income (expenses), net decreased by \$2.6 million, or 108%, for the three months ended September 30, 2024 compared to the same period in 2023, primarily due to a decrease in interest expense incurred due to the repayments of the term loan component of the 2021 Amended Loan and Security Agreement (as defined below), the revolving line of credit and the amortizing term mortgage.

Provision for Income Taxes

	Three Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
(Provision for) benefit from income taxes	\$ (2,667)	\$ 270	\$ (2,937)	(1088)%

We recorded a provision for income taxes of \$2.7 million during the three months ended September 30, 2024 compared to a benefit from income taxes of \$0.3 million for the same period in 2023.

During the three months ended September 30, 2024 and 2023, our effective income tax rate was 568.7% and 1.6%, respectively. The effective income tax rate differs from the statutory rate in 2024 and 2023 primarily due to non-deductible stock-based compensation, Section 162(m) of the Internal Revenue Code ("IRC") compensation limitations, and the change in valuation allowance.

COMPARISON OF THE NINE MONTHS ENDED SEPTEMBER 30, 2024 and 2023

	Nine Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
Revenue	\$ 102,232	\$ 115,479	\$ (13,247)	(11)%

Revenue decreased by \$13.2 million, or 11%, for the nine months ended September 30, 2024 compared to the same period in 2023, primarily due to (i) a decrease in billable activity across our user base, including a decrease in pay-per-use billable activity which has a higher average fee per member than our annual members, and (ii) an increase in contra revenue related to cashback payments driven by the increased adoption and spend captured from members using the Expensify Card. These decreases were partially offset by an increase in interchange revenue driven primarily by a shift in cardholder spend from the Legacy Card Program to the Updated Card Program.

Cost of Revenue, Net and Gross Margin

	Nine Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
Cost of revenue, net	\$ 46,091	\$ 50,380	\$ (4,289)	(9)%
Gross margin	\$ 56,141	\$ 65,099	\$ (8,958)	(14)%
Gross margin %	55 %	56 %		

Cost of revenue, net decreased by \$4.3 million, or 9%, for the nine months ended September 30, 2024 compared to the same period in 2023. Cost of revenue, net decreased primarily due to (i) a decrease in total employee and employee related expenses subject to allocation, and (ii) a decrease in outsourcing activities related to maintaining our platform. These were partially offset by a decrease in Consideration from a vendor, net driven primarily by a shift in cardholder spend from the Legacy Card Program to the Updated Card Program.

Gross margin decreased to 55% for the nine months ended September 30, 2024 compared to 56% in the same period in 2023 due to the factors described in the preceding paragraphs for Revenue and Cost of revenue, net.

Research and Development

	Nine Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
Research and development	\$ 17,936	\$ 17,119	\$ 817	5 %

Research and development expenses increased by \$0.8 million, or 5%, for the nine months ended September 30, 2024 compared to the same period in 2023, primarily due to an increase in employee time spent on project initiatives and new product features, partially offset by a decrease in total employee and employee related expenses subject to allocation.

General and Administrative

	Nine Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
General and administrative	\$ 29,760	\$ 38,386	\$ (8,626)	(22)%

General and administrative expenses decreased by \$8.6 million, or 22%, for the nine months ended September 30, 2024 compared to the same period in 2023, primarily due to (i) a decrease in total employee and employee related expenses subject to allocation, (ii) a decrease in settlement losses, and (iii) a decrease in business insurance expense.

Sales and Marketing

	Nine Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
Sales and marketing	\$ 9,730	\$ 36,757	\$ (27,027)	(74)%

Sales and marketing expenses decreased by \$27.0 million, or 74%, for the nine months ended September 30, 2024 compared to the same period in 2023, primarily due to (i) a decrease in outsourcing activities related to sales and product demos, (ii) a decrease in total employee and employee related expenses subject to allocation and a decrease in time spent on sales and marketing activities, (iii) a decrease in advertising spend, and (iv) a decrease in marketing event spend.

Other income (expenses), net

	Nine Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
Other income (expenses), net	\$ (1,033)	\$ (5,158)	\$ 4,125	(80)%

Other income (expenses), net decreased by \$4.1 million, or 80%, for the nine months ended September 30, 2024 compared to the same period in 2023, primarily due to a decrease in interest expense incurred due to the repayments of the term loan component of the 2021 Amended Loan and Security Agreement (as defined below), the revolving line of credit and the amortizing term mortgage.

Provision for Income Taxes

	Nine Months Ended September 30,		Change	
	2024	2023	Amount	%
	(in thousands, except percentages)			
Provision for income taxes	\$ (6,425)	\$ (1,931)	\$ (4,494)	233 %

We recorded a provision for income taxes of \$6.4 million during the nine months ended September 30, 2024 compared to a provision for income taxes of \$1.9 million for the same period in 2023.

Our effective income tax rate was (277.2)% and (6.0)% during the nine months ended September 30, 2024 and 2023, respectively. The effective income tax rate differs from the statutory rate in 2024 primarily due to non-deductible stock-based compensation and the change in valuation allowance. The effective income tax rate differs from the statutory rate in 2023 primarily due to non-deductible stock-based compensation, the change in valuation allowance, and Section 162(m) of the IRC compensation limitations.

Key Business Metrics and Non-GAAP Financial Measures

We supplement the reporting of our financial information determined under U.S. generally accepted accounting principles ("GAAP") with certain business metrics and non-GAAP financial measures which we regularly review to evaluate our business, measure our performance, identify trends affecting our business, formulate business plans and make strategic decisions. Accordingly, we believe that these key business metrics and non-GAAP financial measures provide useful information to investors and others in understanding and evaluating our results of operations in the same manner as our management team. These key business metrics and non-GAAP financial measures are presented for supplemental informational purposes only, should not be considered a substitute for our financial information presented in accordance with GAAP and may be different from similarly titled metrics or measures presented by other companies.

KEY BUSINESS METRICS

Paid Members

We believe that our ability to increase the number of paid members on our platform will drive our success as a business. Our customers pay for subscriptions on behalf of employees and contractors who use the platform, whom we refer to as paid members. We define paid members as the average number of users (employees, contractors, volunteers, team members, etc.) who are billed on *Collect* or *Control* plans during any particular quarter. For small and medium businesses ("SMBs") or sole proprietors with only one employee, the business owner may also be the only paid member.

The following table sets forth the average number of paid members for each of the periods presented (in thousands):

Three Months Ended	Paid members
September 30, 2024	684
September 30, 2023	719

NON-GAAP FINANCIAL MEASURES

Limitations of Non-GAAP Financial Measures

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

Adjusted EBITDA and Adjusted EBITDA Margin

We define adjusted EBITDA as net loss from operations excluding provision for income taxes, other income (expenses), net, depreciation and amortization and stock-based compensation. We define adjusted EBITDA margin as adjusted EBITDA divided by total revenue for the same period. We are focused on profitable growth and we consider adjusted EBITDA to be an important measure because it helps illustrate underlying trends in our business that could otherwise be masked by the effect of the income or expenses that are not indicative of the core operating performance of our business.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(in thousands, except percentages)			
Adjusted EBITDA	\$ 9,676	\$ (3,549)	\$ 26,982	\$ 7,320
Adjusted EBITDA margin	27 %	(10)%	26 %	6 %

Non-GAAP Net Income and Non-GAAP Net Income Margin

We define non-GAAP net income as net loss from operations in accordance with GAAP excluding stock-based compensation. We define non-GAAP net income margin as non-GAAP net income divided by total revenue for the same period. We are focused on profitable growth and we consider non-GAAP net income to be an important measure because it helps illustrate underlying trends in our business that could otherwise be masked by the effect of stock-based compensation expense, which is not considered indicative of the core operating performance of our business.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(in thousands, except percentages)			
Non-GAAP net income (loss)	\$ 5,432	\$ (6,736)	\$ 14,792	\$ (3,640)
Non-GAAP net income (loss) margin	15 %	(18)%	14 %	(3)%

Reconciliations of Non-GAAP Financial Measures

The following tables reconcile the most directly comparable GAAP financial measure to each of these non-GAAP financial measures.

Adjusted EBITDA and Adjusted EBITDA Margin

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(in thousands, except percentages)			
Net loss	\$ (2,198)	\$ (17,003)	\$ (8,743)	\$ (34,252)
Net loss margin	(6)%	(47)%	(9)%	(30)%
Add:				
Provision for (benefit from) income taxes	2,667	(270)	6,425	1,931
Other (income) expenses, net	(181)	2,375	1,033	5,158
Depreciation and amortization	1,758	1,082	4,732	3,871
Stock-based compensation expense	7,630	10,267	23,535	30,612
Adjusted EBITDA	\$ 9,676	\$ (3,549)	\$ 26,982	\$ 7,320
Adjusted EBITDA margin	27 %	(10)%	26 %	6 %

Non-GAAP Net Income and Non-GAAP Net Income Margin

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(in thousands, except percentages)			
Net loss	\$ (2,198)	\$ (17,003)	\$ (8,743)	\$ (34,252)
Net loss margin	(6)%	(47)%	(9)%	(30)%
Add:				
Stock-based compensation expense	7,630	10,267	23,535	30,612
Non-GAAP net income (loss)	\$ 5,432	\$ (6,736)	\$ 14,792	\$ (3,640)
Non-GAAP net income (loss) margin	15 %	(18)%	14 %	(3)%

Liquidity and Capital Resources

Since our inception, we have financed our operations primarily through our cash flow from operations, sales of our equity securities and borrowings under our credit facilities. In November 2021, upon completion of our IPO, we received aggregate net proceeds of approximately \$57.5 million after deducting underwriting discounts and commissions of approximately \$4.9 million and offering costs of approximately \$8.0 million. As of September 30, 2024, we had \$39.2 million in cash and cash equivalents, with no outstanding indebtedness and \$24.0 million of capacity available for additional borrowings under the revolving line of credit.

Our future capital requirements will depend on many factors, including revenue growth and costs incurred to support growth in our business and our need to respond to business opportunities, challenges or unforeseen circumstances. We believe that our existing cash resources will be sufficient to finance our continued operations and growth strategy for the next 12 months and for the foreseeable future.

CASH FLOWS

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

	Nine Months Ended September 30,	
	2024	2023
	(in thousands)	
Net cash provided by operating activities	\$ 16,475	\$ 2,102
Net cash used in investing activities	(6,699)	(4,833)
Net cash used in financing activities	(21,180)	(10,371)
Net decrease in cash and cash equivalents and restricted cash	<u>\$ (11,404)</u>	<u>\$ (13,102)</u>

CASH FLOWS FROM OPERATING ACTIVITIES

Net cash provided by operating activities was \$16.5 million for the nine months ended September 30, 2024 compared to \$2.1 million for the same period in 2023. The increase was primarily due to a decrease in marketing event and advertising spend, and a decrease in outsourcing activities related to sales and product demos, partially offset by a decrease in revenue.

CASH FLOWS FROM INVESTING ACTIVITIES

Net cash used in investing activities was \$6.7 million for the nine months ended September 30, 2024, primarily consisting of software development costs.

Net cash used in investing activities increased for the nine months ended September 30, 2024 compared to the same period in 2023, primarily due to an increase in employee and external contributor software development costs.

CASH FLOWS FROM FINANCING ACTIVITIES

Net cash used in financing activities was \$21.2 million for the nine months ended September 30, 2024, primarily consisting of the repayment of the revolving line of credit and the amortizing term mortgage, and the repurchase and retirement of common stock, which was partially offset by proceeds from common stock purchased under the Matching Plan.

During the nine months ended September 30, 2023, net cash used in financing activities primarily consisted of principal payments on the term loan, the repurchase and retirement of common stock, and payments for employees taxes withheld from stock-based awards, which was partially offset by proceeds from common stock purchased under the Matching Plan.

CREDIT FACILITIES

Amortizing Term Mortgage

In August 2019, we entered into an \$8.3 million amortizing term mortgage agreement with Canadian Imperial Bank of Commerce ("CIBC") for our commercial building located in Portland, Oregon. The agreement required principal and interest payments due each month over a five-year period. Interest accrued at a fixed rate of 5.00% per year until August 2024, at which point the remaining outstanding principal balance on the amortizing term mortgage was due in full. The borrowings were secured by the building. On August 29, 2024, we repaid in full the then-outstanding balance of \$7.6 million and an immaterial amount of accrued interest on the amortizing term mortgage and terminated the associated mortgage agreement with CIBC and secured promissory note. See Note 4 to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for further information.

Loan and Security Agreement

In September 2021, we amended and restated our loan and security agreement with CIBC (the "2021 Amended Loan and Security Agreement") which consisted of a \$45.0 million initial term loan, the option to enter into an additional \$30.0 million delayed term loan that expired in March 2023, and a monthly revolving line of credit of \$25.0 million. Under the 2021 Amended Loan and Security Agreement, the initial term loan of \$45.0 million was payable over a 60-month period with principal and accrued interest payments due each quarter, commencing on September 30, 2021. The 2021 Amended Term Loan and Security Agreement amortized in equal quarterly installments of \$0.1 million through September 30, 2024, \$0.2 million beginning October 1, 2024 and \$0.6 million beginning October 1, 2025, with any remaining principal balance due and payable on maturity in September 2026. The amounts borrowed accrued interest at the bank's reference rate plus 2.25% beginning on September 30, 2021 and continued on a quarterly basis through maturity of the term loan. The borrowings were secured by substantially all our assets. The then-outstanding balance of \$36.0 million and \$0.1 million of accrued interest on the term loan were repaid in full on October 12, 2023.

In February 2024, we entered into a Second Amended and Restated Loan and Security Agreement (as amended by the First Amendment described below, and as may be further amended from time to time, the "2024 Amended Loan and Security Agreement") with CIBC. The 2024 Amended Loan and Security Agreement amends and restates the 2021 Amended Loan and Security Agreement, to extend the maturity date of the revolving line of credit from September 2024 to September 2025, remove certain provisions related to the term loan that was repaid in full in October 2023, and make certain changes to the positive and negative covenants intended to better align with our operations. The 2024 Amended Loan and Security Agreement continues to provide for a \$25.0 million revolving credit facility. Borrowings under the revolving line of credit accrue interest at CIBC's reference rate plus 1.00% (9.00% as of September 30, 2024) and are secured by substantially all our assets. In May 2024, we entered into a First Amendment to the 2024 Amended Loan and Security Agreement, which amended the covenant restricting the amount of repurchases of common stock to allow for certain additional repurchase activity and provided a waiver for our non-compliance during prior periods with the previous version of such covenant.

We incurred an immaterial amount of costs in connection with entering into the 2024 Amended Loan and Security Agreement. These debt issuance costs are reflected as a deferred asset within Other current assets on the Condensed Consolidated Balance Sheets and are being amortized to interest expense on a straight-line basis over the term of the agreement. As of September 30, 2024, the unamortized debt issuance costs included within Other current assets was immaterial.

On April 24, 2024, we entered into an irrevocable standby letter of credit (the "Letter of Credit") issued under the 2024 Amended Loan and Security Agreement to reduce cash collateral requirements in connection with the Updated Card Program. The Letter of Credit was issued in the amount of \$1.0 million for the benefit of Bancorp and expires on March 20, 2025. No amounts have been drawn on the Letter of Credit as of September 30, 2024.

On August 29, 2024, we entered into a Second Amendment to the 2024 Amended Loan and Security Agreement, described below.

The then-outstanding balance of \$15.0 million and an immaterial amount of accrued interest on the revolving line of credit were repaid in full on July 10, 2024. See Note 4 to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for further information.

Certain Covenants

We are subject to customary covenants under the 2024 Amended Loan and Security Agreement, which, unless waived by CIBC, restrict our and our subsidiaries' ability to, among other things, incur additional indebtedness, create or incur liens, permit a change of control, merge or consolidate with other companies, sell or transfer assets, pay dividends or make distributions, make acquisitions, investments or loans, or payments and prepayments of subordinated indebtedness, subject to certain exceptions. We must also maintain certain financial covenants: a total liquidity ratio, as defined in the 2024 Amended Loan and Security Agreement, tested each quarter, of not less than 1.10 to 1.00 from the quarter ending March 31, 2024, not less than 1.20 to 1.00 from the quarter ending June 30, 2024 and each quarter thereafter, and a total EBITDA net leverage ratio, as defined in the 2024 Amended Loan and Security Agreement, tested each quarter, of not less than 2.50 to 1.00 from the quarter ended March 31, 2025 and each quarter thereafter.

Upon full repayment of the amortizing term mortgage on August 29, 2024, we entered into a Second Amendment to the 2024 Amended Loan and Security Agreement, which permits our wholly-owned subsidiary, 401 SW 5th Ave LLC, to remain an excluded subsidiary provided that the subsidiary does not engage in any operations or activities except to maintain legal existence and ownership of the real property or any related activities thereto, does not hold assets other than real estate assets, and does not incur any indebtedness except for intercompany liabilities permitted under the agreement or grant any liens.

If we fail to perform our obligations under these and other covenants, CIBC's credit commitments could be terminated and any outstanding borrowings, together with accrued interest, under the credit or loan agreements could be declared immediately due and payable.

As of September 30, 2024, we were in compliance with all debt covenants.

Contractual Obligations and Commitments

As of September 30, 2024, there have been no material changes in our contractual obligations and commitments as disclosed in our 2023 Annual Report.

Indemnification Agreements

In the ordinary course of business, we enter into agreements of varying scope and terms whereby we agree to indemnify customers, issuing banks, card networks, vendors and other parties with respect to certain matters, including, but not limited to, losses arising out of the breach of such agreements, services to be provided by us or from intellectual property infringement claims made by third parties. In addition, we have entered into indemnification agreements with our directors and certain officers and employees that will require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors, officers or employees. No demands have been made upon us to provide indemnification under such agreements and there are no claims that we are aware of that could have a material effect on our Condensed Consolidated Balance Sheets, Condensed Consolidated Statements of Operations, Condensed Consolidated Statements of Changes in Stockholders' Equity, or Condensed Consolidated Statements of Cash Flows.

Off-Balance Sheet Arrangements

During the periods presented, we did not have, and we do not currently have, any off-balance sheet financing arrangements or any relationships with unconsolidated entities or financial partnerships, including entities sometimes referred to as structured finance or special purpose entities, that were established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements included elsewhere herein have been prepared in accordance with GAAP. The preparation of our condensed consolidated financial statements requires us to make estimates and judgments that affect our reported amounts of assets, liabilities, revenues and expenses. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

There have been no material changes to our critical accounting policies and estimates as compared to those described in Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our 2023 Annual Report.

Recent Accounting Pronouncements

See Note 1 to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for recently issued accounting pronouncements not yet adopted as of the date of this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in our market risk from the disclosure included under Part II, Item 7A. "Quantitative and Qualitative Disclosures About Market Risk" in our 2023 Annual Report.

Item 4. Controls and Procedures

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our management, with the participation of our chief executive officer and chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act")), as of the end of the period covered by this Quarterly Report on Form 10-Q. Our disclosure controls and procedures are designed to provide reasonable assurance that information we are required to disclose in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosures, and is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's ("SEC") rules and forms. Based on such evaluation, our chief executive officer and chief financial officer have concluded that as of September 30, 2024, our disclosure controls and procedures were effective at a reasonable assurance level.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

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

LIMITATIONS OF EFFECTIVENESS OF CONTROLS AND PROCEDURES

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Part II - Other Information

Item 1. Legal Proceedings

On November 29, 2023, a putative securities class action (the "Putative Class Action") was filed in the United States District Court for the District of Oregon captioned *Wilhite v. Expensify, Inc., et al.*, Case No. 3:23-cv-01784-JR, naming us, two of our executive officers and two of our former directors as defendants (collectively, the "Defendants"). The lawsuit is purportedly brought on behalf of all those who purchase or acquired our stock pursuant or traceable to our initial public offering ("IPO"). The complaint alleges claims under Sections 11 and 15 of the Securities Act of 1933 based on allegedly false or misleading statements in the offering documents filed in connection with our IPO. The lawsuit seeks unspecified damages and other relief. On January 29, 2024, three shareholders moved to be appointed lead plaintiff in the Putative Class Action. The court appointed a lead plaintiff and lead counsel on March 11, 2024. Pursuant to the parties' stipulation, the lead plaintiff's amended complaint was filed May 10, 2024, naming six of our current board members as additional defendants (together with the Defendants, the "Amended Defendants"). Amended Defendants' motion to dismiss the amended complaint was filed on July 9, 2024. The lead plaintiff's opposition was filed September 6, 2024, and the Amended Defendants' reply was filed October 18, 2024. The court has not yet scheduled a hearing on the Amended Defendants' motion to dismiss. The Amended Defendants deny the allegations of wrongdoing and will continue to vigorously defend against the claims in the Putative Class Action.

On May 10, 2024, a shareholder derivative lawsuit (the "Derivative Action") was filed in the United States District Court for the District of Oregon captioned *O'Halloran v. Barrett et al.*, Case No. 3:24-cv-00775, naming us, all of our current board members and executive officers and two of our former directors as defendants (collectively, the "Derivative Defendants"). On August 14, 2024, the Court stayed the Derivative Action pending resolution of any and all motion(s) to dismiss the Putative Class Action. The case remains stayed. The Derivative Defendants deny the allegations of wrongdoing and will continue to vigorously defend against the claims in the Derivative Action.

In addition to the matters described above, from time to time, we are involved in various legal proceedings arising from the normal course of business activities. We are not presently a party to any litigation the outcome of which, we believe, if determined adversely to us, would individually or taken together have a material adverse effect on our business, operating results, cash flows or financial condition. We have received, and may in the future continue to receive, claims from third parties asserting, among other things, infringement of their intellectual property rights. Defending such proceedings is costly and can impose a significant burden on management and employees. We may receive unfavorable preliminary or interim rulings in the course of litigation, and there can be no assurances that favorable final outcomes will be obtained. The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors.

Item 1A. Risk Factors

Except to the extent updated below or previously updated, or to the extent additional factual information disclosed elsewhere in this Quarterly Report on Form 10-Q relates to such risk factors (including, without limitation, the matters discussed in Part I, Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operation"), there have been no material changes to the risk factors set forth in Part I, Item 1A. "Risk Factors" of our 2023 Annual Report. You should carefully read and consider the risks and uncertainties, together with all of the other information included in the 2023 Annual Report and this Quarterly Report on Form 10-Q, including the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our condensed consolidated financial statements and related notes, and other documents that we file with the SEC.

We use third-party artificial intelligence technologies in our business, and the deployment, use, and maintenance of these technologies involve technological and legal risks.

We use third-party artificial intelligence (“AI”), machine learning, and automated decision-making technologies (collectively, “AI Technologies”) throughout our business, and are making significant investments in this area.

For example we use AI Technologies to optimize our internal processes, including analyzing and processing receipts and drafting personalized marketing communications.

We expect that increased investment will be required in the future to continuously improve our use of AI Technologies. As with many technological innovations, there are significant risks involved in developing, maintaining and deploying these technologies and there can be no assurance that the usage of or our investments in such technologies will always enhance our products or services or be beneficial to our business, including our efficiency or profitability.

In particular, if the models underlying our AI Technologies are: incorrectly implemented; reliant on incomplete, inadequate, inaccurate, biased or otherwise poor quality data; used without sufficient oversight and governance to ensure their responsible use; and/or adversely impacted by unforeseen defects, technical challenges, cybersecurity threats or material performance issues, the performance of our products, services and business, as well as our reputation, could suffer or we could incur liability resulting from the violation of laws or contracts to which we are a party or civil claims.

We use third-party AI Technologies and infrastructure which may pose operational and data security risks.

We use AI Technologies licensed from third parties, such as OpenAI, in our technologies and our ability to continue to use such technologies at the scale we need may be dependent on access to OpenAI’s software and infrastructure. While we believe that there are alternative third-party AI Technologies which would be suitable, we cannot control the availability or pricing of such third-party AI Technologies, especially in a highly competitive environment, and we may be unable to negotiate favorable economic terms with the applicable providers. If any such third-party AI Technologies become incompatible with our solutions or unavailable for use, or if the providers of such models unfavorably change the terms on which their AI Technologies are offered or terminate their relationship with us, our solutions may become less appealing to our customers and our business will be harmed. In addition, to the extent any third-party AI Technologies are used as a hosted service, any disruption, outage, or loss of information through such hosted services could disrupt our operations or solutions, damage our reputation, cause a loss of confidence in our solutions, or result in legal claims or proceedings, for which we may be unable to recover damages from the affected provider.

Additionally, our reliance on third-party AI Technologies, such as those licensed from OpenAI, involves certain data and security risks. While we seek to obtain contractual commitments from the applicable providers that prohibit the use of our data to train or refine their AI models, we may not be able to implement technical measures to prevent such providers from doing so in contravention to their contractual obligations.

The use of generative AI Technologies may produce inaccurate or infringing content, leading to reputational damage and legal challenges.

There is a risk that generative AI Technologies could produce inaccurate or misleading content or other discriminatory or unexpected results or behaviors, such as hallucinatory behavior that can generate irrelevant, nonsensical, or factually incorrect results, all of which could harm our reputation, business, or customer relationships. While we take measures designed to ensure the accuracy of such AI generated content and to monitor for potential inaccuracies, those measures may not always be successful, and in some cases, we may need to rely on end users to report such inaccuracies.\

The regulatory framework governing the use of AI Technologies is rapidly evolving, and we cannot predict how future legislation and regulation will impact our ability to offer products or services that we develop which leverage AI Technologies.

The regulatory framework for AI Technologies is rapidly evolving as many federal, state and foreign government bodies and agencies have introduced or are currently considering additional laws and regulations. Additionally, existing laws and regulations may be interpreted in ways that would affect the operation of our AI Technologies. As a result, implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future, and we cannot yet determine the impact future laws, regulations, standards, or market perception of their requirements may have on our business and may not always be able to anticipate how to respond to these laws or regulations.

Already, certain existing legal regimes (e.g., relating to data privacy) regulate certain aspects of AI Technologies, and new laws regulating AI Technologies have been enacted in China and are expected to enter into force in the United States and the EU in 2024. In the United States, the Biden administration issued a broad Executive Order on the Safe, Secure, and Trustworthy Development and Use of Artificial Intelligence (the “2023 AI Order”), that sets out principles intended to guide AI design and deployment for the public and private sector and signals the increase in governmental involvement and regulation over AI Technologies. The 2023 AI Order instructed several other federal agencies to promulgate additional regulations within specific timeframes regarding the use and development of AI Technologies. Already agencies such as the Department of Commerce and the Federal Trade Commission have issued proposed rules governing the use and development of AI Technologies. Additional legislation related to AI Technologies has also been introduced at the federal level and is advancing at the state level. In September 2024, California enacted seventeen new bills that further regulate use of AI Technologies and provide consumers with additional protections around companies’ use of AI Technologies, such as requiring companies to disclose certain uses of generative AI. These new bills may affect how we use AI Technologies in our business. For example, AB 1008 amends the CCPA to clarify that AI Technologies can generate output that is considered personal information, which would mean that California consumers have a right to request that such personal information generated by AI Technologies be deleted or corrected, pursuant to their rights under the CCPA. Such additional regulations may impact our ability to develop, use and commercialize AI Technologies in the future.

In Europe, on August 1, 2024, the EU Artificial Intelligence Act (the “EU AI Act”) entered into force, and establishes a comprehensive, risk-based governance framework for AI in the EU market. The majority of the substantive requirements will apply from August 2, 2026. The EU AI Act applies to companies that develop, use and/or provide AI in the EU and includes requirements around transparency, conformity assessments and monitoring, risk assessments, human oversight, security, accuracy, general purpose AI and foundation models, and fines for breach of up to 7% of worldwide annual turnover. In addition, on September 28, 2022, the European Commission proposed two Directives seeking to establish a harmonized civil liability regime for AI in the EU. Once fully applicable, the EU AI Act and the Liability Directives will have a material impact on the way AI is regulated in the EU. Further, in Europe we are subject to the European Union General Data Protection Regulation (the “GDPR”), which regulates our use of personal data for automated decision making that results in a legal or similarly significant effect on an individual, and provides rights to individuals in respect of that automated decision making. Recent case law from the Court of Justice of the European Union (“CJEU”) has taken an expansive view of the scope of the GDPR’s requirements around automated decision making and introduced uncertainty in the interpretation of these rules. The EU AI Act, together with developing guidance and/or decisions in this area, may affect our use of AI Technologies and our ability to provide, improve or commercialize our services, require additional compliance measures and changes to our operations and processes, result in increased compliance costs and potential increases in civil claims against us, and could adversely affect our business, operations and financial condition.

It is possible that further new laws and regulations will be adopted in the United States and in other non-U.S. jurisdictions, or that existing laws and regulations, including competition and antitrust laws, may be interpreted in ways that would limit our ability to use AI Technologies for our business, or require us to

change the way we use AI Technologies in a manner that negatively affects the performance of our products, services, and business and the way in which we use AI Technologies. We may need to expend resources to adjust our products or services in certain jurisdictions if the laws, regulations, or decisions are not consistent across jurisdictions. Further, the cost to comply with such laws, regulations, or decisions and/or guidance interpreting existing laws, could be significant and would increase our operating expenses (such as by imposing additional reporting obligations regarding our use of AI Technologies). Such an increase in operating expenses, as well as any actual or perceived failure to comply with such laws and regulations, could adversely affect our business, financial condition and results of operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

ISSUER PURCHASES OF EQUITY SECURITIES

The following table sets forth information regarding our purchases of shares of Class A common stock during the three months ended September 30, 2024.

	Total number of shares purchased	Weighted average price paid per share	Total number of shares purchased as part of publicly announced programs	Maximum number (or approximate dollar value) of shares that may yet be purchased under the program ⁽¹⁾
July 1 - 31, 2024	—	\$ —	—	\$ 41,000,003
August 1 - 31, 2024	645,938	\$ 2.34	645,938	\$ 39,490,003
September 1 - 30, 2024	—	\$ —	—	\$ 39,490,003
Three months ended September 30, 2024	645,938		645,938	

(1) On May 12, 2022, we announced the approval of a share repurchase program with authorization to purchase up to \$50.0 million of our Class A common stock at management's discretion. The repurchase program does not have an expiration date, does not obligate us to repurchase any specific number of shares and may be modified, suspended or terminated at any time at our discretion. At September 30, 2024, we had approximately \$39.5 million remaining under the share repurchase authorization, not including amounts used for net share settlement of vested equity incentive awards.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

Insider Trading Arrangements

	Action	Date	Trading Arrangement		Total Shares to be Sold	Expiration Date
			Rule 10b5-1 ⁽¹⁾	Non-Rule 10b5-1 ⁽²⁾		
Jason Mills, Director	Adopt	September 20, 2024	X		67,992 ⁽³⁾	December 20, 2026
David Barrett, Chief Executive Officer	Terminate	August 14, 2024	X		1,322,360 ⁽⁴⁾	March 15, 2025
David Barrett, Chief Executive Officer	Adopt	August 15, 2024	X		1,858,550 ⁽⁵⁾	May 15, 2025

(1) Intended to satisfy the affirmative defense of Rule 10b5-1(c).

(2) Not intended to satisfy the affirmative defense of Rule 10b5-1(c).

(3) The trading plan provides for the sale of up to 67,992 shares and terminates upon the earlier of (i) December 20, 2026 or (ii) the aggregate sale of 67,992 shares under the trading plan.

(4) The actual number of shares sold under the trading plan will depend on the current share price when sales occur, this estimation is based on the closing share price on August 14, 2024, the date the plan was terminated.

(5) The actual number of shares sold under the trading plan will depend on the current share price when sales occur, this estimation is based on the closing share price on October 28, 2024.

Certificate of Retirement

On November 7, 2024 the Company filed a Certificate of Retirement with the Secretary of State of the State of Delaware to retire 2,520 shares of LT50 common stock, par value \$0.0001 per share, of the Company ("LT50 Common Stock"). All 2,520 shares of LT50 Common Stock were converted into 2,520 shares of Class A common stock, par value \$0.0001 per share, of the Company (the "Class A Common Stock"), in connection in connection with the forfeiture to the Company of unvested LT50 Common Stock. The Company's Amended and Restated Certificate of Incorporation requires that any shares of LT50 Common Stock that are converted into shares of Class A Common Stock be retired and may not be reissued.

Effective upon filing, the Certificate of Retirement amended the Amended and Restated Certificate of Incorporation of the Company to reduce the total authorized number of shares of capital stock of the Company by 2,520 shares. The total number of authorized shares of the Company is now 1,056,838,311, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 21,871,197 shares designated LT10 Common Stock, 24,967,114 shares designated LT50 Common Stock, each with a par value of \$0.0001 per share, of the Company, and 10,000,000 shares designated preferred stock, par value \$0.0001 per share, of the Company.

Item 6. Exhibits

Exhibit No.	Name	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
3.1*	Amended and Restated Certificate of Incorporation of the Registrant.				
3.2	Amended and Restated Bylaws of the Registrant.	8-K	001-41043	3.2	November 15, 2021
10.1*	Second Amendment to the Second Amended and Restated Loan and Security Agreement, dated as of August 28, 2024, by and among Expensify, Inc., the Lenders party thereto and Canadian Imperial Bank of Commerce				
31.1*	Certification of the Principal Executive Officer, pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2*	Certification of the Principal Financial Officer, pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1**	Certification of the Principal Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
32.2**	Certification of the Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
101.INS*	Inline XBRL Instance Document.				
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.				
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.				
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.				
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkable Document.				
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document).				

* Filed herewith.

** Furnished herewith. The certifications attached as Exhibits 32.1 and 32.2 that accompany this Quarterly Report on Form 10-Q are deemed furnished and not filed with the SEC and are not to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

Signatures

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

EXPENSIFY, INC.

Date: November 8, 2024

By: /s/ David Barrett

David Barrett
President and Chief Executive Officer
(Principal Executive Officer)

Date: November 8, 2024

By: /s/ Ryan Schaffer

Ryan Schaffer
Chief Financial Officer
(Principal Financial Officer)

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
EXPENSIFY, INC.

Expensify, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “DGCL”), hereby certifies as follows:

1. The name of the corporation is Expensify, Inc. The date of the filing of its original certificate of incorporation with the Secretary of State of the State of Delaware was April 29, 2009.
2. This Amended and Restated Certificate of Incorporation (this “Certificate of Incorporation”), which restates, integrates and further amends the certificate of incorporation of this corporation as heretofore amended and restated, has been duly adopted by the corporation in accordance with Sections 242 and 245 of the DGCL and has been adopted by the requisite vote of the stockholders of the corporation, acting by written consent in lieu of a meeting in accordance with Section 228 of the DGCL.
3. The certificate of incorporation of this corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

NAME

The name of the corporation is “Expensify, Inc.” (hereinafter called the “Corporation”).

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the Corporation’s registered office in the State of Delaware is 3500 South DuPont Highway, Dover, Delaware, County of Kent, 19901. The name of its registered agent at such address is Incorporating Services, Ltd.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE IV
CAPITAL STOCK

Section 1. Authorized Shares.

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 1,060,000,000 shares, consisting of one billion (1,000,000,000) shares of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), 25 million (25,000,000) shares of LT10 Common Stock, par value \$0.0001 per share ("LT10 Common Stock"), 25 million (25,000,000) shares of LT50 Common Stock, par value \$0.0001 per share ("LT50 Common Stock," and together with the LT10 Common Stock, the "LT Common Stock," and together with the Class A Common Stock, the "Common Stock"), and ten million (10,000,000) shares of Preferred Stock, par value \$0.0001 per share ("Preferred Stock"). Subject to the rights of holders of any series of Preferred Stock, the number of authorized shares of Class A Common Stock, LT10 Common Stock and LT50 Common Stock or Preferred Stock may be increased or decreased (but not below (i) the number of shares thereof then outstanding and (ii) with respect to the Class A Common Stock, the number of shares of Class A Common Stock reserved pursuant to Section 3(G)(ix) of this Article IV) by the affirmative vote of the holders of capital stock representing a majority of the voting power of all the then-outstanding shares of capital stock of the Corporation entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the DGCL.

Section 2. Preferred Stock

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation (the "Board") as hereinafter provided. Subject to the rights of the holders of any series of Preferred Stock and except as otherwise provided by law, any shares of Preferred Stock that may be redeemed, purchased or acquired by the Corporation may be reissued by the Corporation.

Authority is hereby expressly granted to the Board from time to time to issue the Preferred Stock in one or more series and in connection with the creation of any such series, by adopting a resolution or resolutions providing for the issuance of the shares thereof and by filing a certificate of designations relating thereto in accordance with the DGCL, to determine and fix the number of shares of such series and such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the DGCL. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior, equal or junior to any other series of Preferred Stock to the extent permitted by law.

Section 3. Common Stock

(A) Equal Status. Except as otherwise required by law or as expressly set forth in this Section 3 of Article IV, shares of Class A Common Stock, LT10 Common Stock and LT50 Common Stock shall have the same rights, privileges and powers, rank equally, share ratably and be identical in all respects as to all matters. The voting, dividend, liquidation and other rights, powers and preferences of the holders of Class A Common Stock, LT10 Common Stock and LT50 Common Stock are subject to, and qualified by, the rights, powers and preferences of holders of the Preferred Stock of any series as may be designated by the Board upon any issuance of the Preferred Stock of any series.

(B) Voting. Except as otherwise required by applicable law, at all meetings of stockholders and on all matters submitted to a vote of stockholders of the Corporation generally, each holder of Class A Common Stock, as such, shall have the right to one (1) vote per share of Class A Common Stock held of record by such holder, each holder of LT10 Common Stock, as such, shall have the right to ten (10) votes per share of LT10 Common Stock held of record by such holder, and each holder of LT50 Common Stock, as such, shall have the right to fifty (50) votes per share of LT50 Common Stock held of record by such holder. Except as otherwise required by applicable law or provided in this Certificate of Incorporation, the holders of shares of Class A Common Stock, LT10 Common Stock and LT50 Common Stock, as such, shall (i) at all times vote together as a single class on all matters (including the election of directors) submitted to a vote of the stockholders of the Corporation generally, (ii) be entitled to notice of any stockholders' meeting in accordance with the Amended and Restated Bylaws of the Corporation (as the same may be amended and/or restated from time to time, the "Bylaws"), and (iii) be entitled to vote upon such matters and in such manner as may be provided by applicable law; *provided, however*, that, except as otherwise required by applicable law, holders of Class A Common Stock, LT10 Common Stock and LT50 Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation or applicable law. There shall be no cumulative voting.

(C) Dividend Rights. Subject to applicable law and the rights, if any, of the holders of any outstanding series of Preferred Stock or any class or series of stock having a preference over or the right to participate with the Class A Common Stock, LT10 Common Stock or LT50 Common Stock with respect to the payment of dividends in cash, property or shares of capital stock of the Corporation, dividends may be declared and paid on the shares of Class A Common Stock, LT10 Common Stock or LT50 Common Stock, out of any assets of the Corporation legally available therefore at such times and in such amounts as the Board in its discretion shall determine; *provided, however*, that in the event a dividend is paid in the form of shares of Class A Common Stock, LT10 Common Stock or LT50 Common Stock (or in rights to acquire, or securities convertible into or exchangeable for, such shares), then holders of Class A Common Stock shall be entitled to receive shares of Class A Common Stock (or rights to acquire, or securities convertible into or exchangeable for, such shares, as the case may be), holders of LT10 Common Stock shall be entitled to receive shares of LT10 Common Stock (or rights to acquire, or securities convertible into or exchangeable for, such shares, as the case may be), and holders

of LT50 Common Stock shall be entitled to receive shares of LT50 Common Stock (or rights to acquire, or securities convertible into or exchangeable for, such shares, as the case may be), with holders of shares of Class A Common Stock, LT10 Common Stock and LT50 Common Stock receiving, on a per share basis, an identical number of shares of Class A Common Stock, LT10 Common Stock or LT50 Common Stock as the case may be (or rights to acquire, or securities convertible into or exchangeable for, such shares, as the case may be), as applicable. Notwithstanding the foregoing, the Board may declare and the Corporation may pay a disparate dividend per share of Class A Common Stock, LT10 Common Stock or LT50 Common Stock (whether the disparity shall be in the amount of such dividend payable per share, the form in which such dividend is payable (whether it shall be payable in cash, shares of capital stock of the Corporation, other securities of the Corporation, or any combination of the foregoing), the timing of the payment, or otherwise).

(D) Subdivisions, Combinations or Reclassifications. Shares of Class A Common Stock, LT10 Common Stock and LT50 Common Stock may not be subdivided, combined or reclassified unless the shares of the other classes are concurrently therewith proportionately subdivided, combined or reclassified in a manner that maintains the same proportionate equity ownership between the holders of the outstanding Class A Common Stock, LT10 Common Stock and LT50 Common Stock on the record date for such subdivision, combination or reclassification; *provided, however*, that shares of one such class may be subdivided, combined or reclassified in a different or disproportionate manner if such subdivision, combination or reclassification is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock, LT10 Common Stock and LT50 Common Stock, each voting separately as a class.

(E) Liquidation, Dissolution or Winding Up. Subject to the preferential or other rights of any holders of Preferred Stock then outstanding, upon the dissolution, distribution of assets, liquidation or winding up of the Corporation, whether voluntary or involuntary, holders of Class A Common Stock, LT10 Common Stock and LT50 Common Stock will be entitled to receive ratably all assets of the Corporation available for distribution to its stockholders unless disparate or different treatment of the shares of each such class with respect to distributions upon any such liquidation, dissolution, distribution of assets or winding up is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock, LT10 Common Stock and LT50 Common Stock, each voting separately as a class.

(F) Restrictions on Transfers of Shares of LT Common Stock.

(i) To the maximum extent permitted under applicable law, no holder of LT Common Stock shall Transfer any shares of LT Common Stock to any person or entity unless the requirements set forth in Section 3(H) of this Article IV have been satisfied. "Transfer" of a share of LT Common Stock means any sale, contract to sell, assignment, transfer, conveyance, hypothecation, pledge, sale of any option or contract to purchase, purchase of any option or contract to sell, grant of any option, right or warrant to purchase, hedging, swap or other agreement or transaction that transfers, in whole or in part, any of the economic consequences of ownership, (including, without limitation, any short sale or the purchase or sale of, or entry into, any put or call option, or combination thereof, forward, swap or any other derivative transaction or instrument, however described or defined), loan, or other transfer or disposition of such share

or any legal or beneficial interest in such share, whether or not for value, whether direct or indirect, whether any such transaction is to be settled by delivery of such share of LT Common Stock, in cash or otherwise, and whether voluntary or involuntary or by operation of law, and shall include, without limitation, (a) a transfer of a share of LT Common Stock to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership) or (b) the transfer of, or entering into a binding agreement with respect to, the exclusive power (whether directly or indirectly) to vote or direct the voting of such share of LT Common Stock, including by proxy, voting agreement or otherwise; *provided, however*, that a “Transfer” shall not include: (1) the grant of a proxy to officers or directors of the Corporation at the request of the Board in connection with actions to be taken at an annual or special meeting of stockholders; (2) any Transfer to or by the trust (the “Expensify Voting Trust”) established under that certain Voting Trust Agreement, dated as of November 9, 2021, by and between the Company and the holders named therein (as it may be amended and/or restated from time to time in accordance with its terms, the “Voting Trust Agreement”); (3) a Transfer to a decedent’s estate upon the death of a holder of LT Common Stock; (4) an Exchange as defined in and pursuant to Section 3(H)(iii) of this Article IV; or (5) the fact that the spouse of any holder of LT Common Stock possesses or obtains an interest in such holder’s shares of LT Common Stock arising solely by reason of the application of the property transfer laws of any jurisdiction, so long as no other event or circumstance shall exist or have occurred that constitutes a Transfer of such shares of LT Common Stock.

(ii) Notwithstanding the foregoing, the Board shall be able to waive, upon the affirmative vote of a majority of the members of the Board, any or all of the requirements of Section 3(H) of this Article IV with respect to the Transfer of any shares of LT Common Stock.

(iii) Any Transfer of shares of LT Common Stock not made in accordance with this Section 3(F) and Section 3(H), or pursuant to Section 3(G), of this Article IV shall be void *ab initio*, and the Corporation shall not treat the transferee in such transaction as a holder of such shares for any purpose.

(G) Conversion of LT Common Stock.

(i) Optional Conversion by Holder of LT Common Stock. Each share of LT Common Stock shall be convertible into one (1) fully paid and nonassessable share of Class A Common Stock at the option of the holder thereof solely upon the satisfaction of and subject to the requirements set forth in Section 3(H) of this Article IV.

(ii) Automatic Conversion Upon Certain Transfers. Except in the case of a Non-Converting Transfer, each share of LT Common Stock shall automatically, without further action by the Corporation or the holder thereof, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon the occurrence of a Transfer of such share of LT Common Stock, *provided that* such Transfer is made in compliance with the requirements outlined in Section 3(F) and Section 3(H) of this Article IV. For the avoidance of doubt, any Transfer of shares of LT Common Stock not made in accordance with such provisions shall be void and the Corporation shall not treat the transferee in such transaction as a holder of such shares for any purposes. A “Non-Converting Transfer” means a Transfer of shares of LT Common Stock (i) to be held in trust by the Trustees of the Expensify Voting Trust; (ii) in an Exchange as defined in

and pursuant to Section 3(H)(iii) of this Article IV; (iii) to the estate of a decedent holder of LT Common Stock, upon such holder's death; or (iv) approved in advance by the affirmative vote of a majority of the members of the Board.

(iii) Automatic Conversion Upon Reduction in Outstanding Shares. Each outstanding share of LT Common Stock shall automatically, without further action by the Corporation or the holder thereof, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon the first date on which the then-outstanding shares of LT Common Stock represent less than two percent (2%) of all then-outstanding shares of Common Stock.

(iv) Policies and Procedures. The Corporation may, from time to time, establish such policies and procedures, not in violation of applicable law or the other provisions of this Certificate of Incorporation, relating to the conversion of the LT Common Stock into Class A Common Stock and the general administration of this multi-class stock structure, including the issuance of stock certificates with respect thereto, as it may deem necessary or advisable, and may from time to time request that holders of shares of LT Common Stock furnish such certifications, affidavits or other proof to the Corporation as it deems necessary to verify the ownership of LT Common Stock and to confirm that a conversion to Class A Common Stock has not previously occurred. A determination by the Board that a Transfer has resulted or will result in a conversion of the LT Common Stock to Class A Common Stock shall be conclusive and binding on all persons to the fullest extent permitted by law.

(v) Status of Converted Stock. In the event any shares of LT Common Stock are converted into shares of Class A Common Stock pursuant to this Section 3, the shares of LT Common Stock so converted shall be retired and shall not be reissued by the Corporation.

(vi) Effect of Conversion on Payment of Dividends. Notwithstanding anything to the contrary in this Section 3(G), if the date on which any share of LT Common Stock is converted into Class A Common Stock pursuant to the provisions of this Section 3(G) occurs after the record date for the determination of holders of LT Common Stock entitled to receive any dividend to be paid on the shares of LT Common Stock, the holder of such shares of LT Common Stock as of such record date will be entitled to receive such dividend on such payment date; *provided*, that, notwithstanding any other provision of this Certificate of Incorporation, to the extent that any such dividend is payable in shares of LT Common Stock (or rights to acquire, or securities convertible into or exchangeable for, such shares, as the case may be), such dividend shall be deemed to have been declared, and shall be payable in, shares of Class A Common Stock (or rights to acquire, or securities convertible into or exchangeable for, such shares, as the case may be), and no shares of LT Common Stock shall be issued in payment thereof.

(ix) Shares Reserved for Issuance. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of LT Common Stock, such number of shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of LT Common Stock into shares of Class A Common Stock.

(H) LT Common Stock Transfer and Conversion Requirements.

(i) Notice Requirement. Before any shares of LT Common Stock shall be converted into shares of Class A Common Stock pursuant to Section 3(G)(i) of this Article IV or Transferred pursuant to Section 3(F) of this Article IV, the holder of such shares, or if such shares are held in the Expensify Voting Trust, the beneficial holder of such shares, shall provide written notice of such conversion or Transfer intent, delivered simultaneously to the Trustees (as defined in the Voting Trust Agreement) of the Expensify Voting Trust in the manner set forth in the Voting Trust Agreement and to the Corporation at its principal corporate office, and shall state therein the number of shares of LT10 Common Stock and/or LT50 Common Stock to be so converted or Transferred. From and after the time that a holder of LT Common Stock is no longer an employee of or other service provider to the Corporation or any of its subsidiaries, the Corporation shall have the right to submit a written notice of conversion on such holder's behalf, without the consent of such holder, delivered to the holder at the address of such holder set forth in the Company's books and records.

(ii) Notice Period. The "Notice Period" for each share of LT10 Common Stock shall be ten (10) months, and for each share of LT50 Common Stock shall be fifty (50) months, following the receipt of notice as set forth in Section 3(H)(i) of this Article IV.

(iii) Exchange. During the applicable Notice Period, the Trustees shall attempt to identify a holder of shares of Class A Common Stock who is an employee of or other service provider to the Corporation or a subsidiary and is interested in exchanging shares of Class A Common Stock (a "Class A Transferor") for the shares of LT Common Stock subject to the notice, on a one-for-one basis (an "Exchange"). If a Class A Transferor is identified, the Trustees shall provide written notice to the holder of shares of LT Common Stock seeking to convert or Transfer shares of LT Common Stock pursuant to this Section 3(H) (the "LT Holder"), the Class A Transferor and the Corporation, at its principal corporate office, stating the names of such LT Holder and Class A Transferor, the date on which the applicable notice period expires (the "Notice Expiration Date"), and any applicable instructions to facilitate the Exchange. Prior to the Notice Expiration Date, (x) the Class A Transferor shall be required to deliver to the Corporation a written instrument or instruments of transfer with respect to the shares of Class A Common Stock that are the subject of the Exchange, in form satisfactory to the Corporation, duly executed by such Class A Transferor, as well as, if applicable, a certificate or certificates representing such shares, *provided, however*, that if such shares of Class A Common Stock are held in the Expensify Voting Trust, such items shall be provided by the Trustees, (y) the LT Holder shall be required to deliver to the Trustees any written instrument or instruments requested by the Trustees, and (z) if the Class A Transferor is not a party to the Voting Trust Agreement, the Class A Transferor shall deliver to the Trustees an executed joinder agreement such that following the Exchange the Class A Transferor shall be a party to the Voting Trust Agreement and the shares of LT Common Stock subject to the Exchange shall remain in the Voting Trust. The Exchange shall be deemed effective immediately prior to the close of business on the first business day following the Notice Expiration Date; *provided, however*, that the Corporation may extend such effective date by up to five (5) days if necessary to effectuate the Exchange (such date, the "Effective Date"). The Corporation shall, as soon as practicable after the Effective Date, issue and deliver to such LT Holder a certificate or certificates representing the number of shares of Class A Common Stock to which such holder is entitled upon the Exchange (if such shares of

Class A Common Stock are certificated) or shall register such shares of Class A Common Stock in book-entry form (if such shares of Class A Common Stock are uncertificated), and the Trustees shall revise the Trust Register (as defined in the Voting Trust Agreement) accordingly, in each case effective as of the Effective Date.

(iv) Conversion of LT Common Stock if No Exchange. If the Trustees are unable to identify a Class A Transferor to participate in an Exchange prior to the Notice Expiration Date, they shall provide written notice to the Corporation no later than one business day prior to the Notice Expiration Date, and the Corporation shall, as soon as practicable following the Notice Expiration Date, effectuate the conversion of the shares of LT Common Stock subject to the notice into shares of Class A Common Stock on a one-for-one basis in accordance with this Section 3(H)(iv). In the event of such a conversion, as soon as practicable following the Notice Expiration Date, the holder of record of LT Common Stock shall surrender the certificate or certificates therefor (if any), duly endorsed, at the principal corporate office of the Corporation and shall provide written notice (the "Conversion Notice") to the Corporation at its principal corporate office stating therein the name or names (i) in which the certificate or certificates representing the shares of Class A Common Stock into which the shares of LT Common Stock being converted are to be issued (if such shares of Class A Common Stock are certificated), or (ii) in which such shares of Class A Common Stock are to be registered in book-entry form (if such shares of Class A Common Stock are uncertificated). If the shares of Class A Common Stock into which shares of LT Common Stock are to be converted are to be issued in a name or names other than the name of the beneficial holder of the shares of LT Common Stock being converted, such notice shall be accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the holder. The Corporation shall, as soon as practicable thereafter, issue and deliver to such holder, or to the nominee or nominees of such holder, a certificate or certificates representing the number of shares of Class A Common Stock to which such holder shall be entitled upon conversion (if such shares of Class A Common Stock are certificated) or shall register such shares of Class A Common Stock in book-entry form (if such shares of Class A Common Stock are uncertificated). Any such conversion shall be deemed effective immediately prior to the close of business on the date of such surrender of the shares of LT Common Stock to be converted (the "Conversion Effective Time"), which may occur following or contemporaneously with the provision of the Conversion Notice. The shares of Class A Common Stock issuable upon such conversion shall be deemed outstanding as of the Conversion Effective Time, and the person or persons entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be deemed to be the record holder or holders of such shares of Class A Common Stock as of the Conversion Effective Time.

ARTICLE V

AMENDMENT OF THE CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend, alter, change, adopt or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation; *provided, however*, that notwithstanding any other provision of this Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to

any vote of the holders of shares of any class or series of capital stock of the Corporation required by law or by this Certificate of Incorporation:

(A) so long as any shares of LT10 Common Stock remain outstanding, the Corporation shall not, without the prior affirmative vote of the holders of a majority of the outstanding shares of LT10 Common Stock, voting as a separate class, in addition to any other vote required by applicable law or this Certificate of Incorporation, directly or indirectly, whether by amendment, or through merger, recapitalization, consolidation or otherwise, amend, alter, change, repeal or adopt any provision of this Certificate of Incorporation (1) that alters or changes, any of the voting, conversion, dividend or liquidation provisions of the shares of LT10 Common Stock or other rights, powers, preferences or privileges of the shares of LT10 Common Stock; (2) to provide for each share of LT50 Common Stock to have more than fifty (50) votes per share or for each share of Class A Common Stock to have more than one (1) vote per share or any rights to a separate class vote of the holders of the LT50 Common Stock or the shares of Class A Common Stock other than as provided by this Certificate of Incorporation or required by the DGCL; or (3) to otherwise adversely impact the rights, powers, preferences or privileges of the shares of LT10 Common Stock in a manner that is disparate from the manner in which it affects the rights, powers, preferences or privileges of the shares of LT50 Common Stock or the shares of Class A Common Stock;

(B) so long as any shares of LT50 Common Stock remain outstanding, the Corporation shall not, without the prior affirmative vote of the holders of a majority of the outstanding shares of LT50 Common Stock, voting as a separate class, in addition to any other vote required by applicable law or this Certificate of Incorporation, directly or indirectly, whether by amendment, or through merger, recapitalization, consolidation or otherwise, amend, alter, change, repeal or adopt any provision of this Certificate of Incorporation (1) that alters or changes, any of the voting, conversion, dividend or liquidation provisions of the shares of LT50 Common Stock or other rights, powers, preferences or privileges of the shares of LT50 Common Stock; (2) to provide for each share of LT10 Common Stock to have more than ten (10) votes per share or for each share of Class A Common Stock to have more than one (1) vote per share or any rights to a separate class vote of the holders of the LT10 Common Stock or the shares of Class A Common Stock other than as provided by this Certificate of Incorporation or required by the DGCL; or (3) to otherwise adversely impact the rights, powers, preferences or privileges of the shares of LT50 Common Stock in a manner that is disparate from the manner in which it affects the rights, powers, preferences or privileges of the shares of LT10 Common Stock or the shares of Class A Common Stock; and

(C) so long as any shares of Class A Common Stock remain outstanding, the Corporation shall not, without the prior affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock, voting as a separate class, in addition to any other vote required by applicable law or this Certificate of Incorporation, directly or indirectly, whether by amendment, or through merger, recapitalization, consolidation or otherwise, amend, alter, change, repeal or adopt any provision of this Certificate of Incorporation to provide for each share of LT10 Common Stock to have more than ten (10) votes per share or for each share of LT50 Common Stock to have more than fifty (50) votes per share or for any rights to a separate class vote of the holders of shares of LT10 Common Stock or LT50 Common Stock, or of LT10 Common Stock

and LT50 Common Stock voting together as a single class, other than as provided by this Certificate of Incorporation or required by the DGCL.

ARTICLE VI

AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the DGCL, the Board shall have the power to adopt, amend, alter or repeal the Bylaws. The stockholders shall also have the power to adopt, amend, alter or repeal the Bylaws; provided, however, that in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Number of Directors.

(A) The business and affairs of the Corporation shall be managed by or under the direction of the Board, except as otherwise provided by law.

(B) Subject to the rights of holders of any series of Preferred Stock to elect directors, the number of the directors of the Corporation shall be fixed from time to time by resolution of the Board, but shall initially be eight (8) members. Unless and except to the extent that the Bylaws shall so require, the election of directors of the Corporation need not be by written ballot.

Section 2. Terms of Office.

Subject to the rights of holders of any series of Preferred Stock to elect directors, each director shall serve for a term ending on the date of the next annual meeting of stockholders following the annual meeting of stockholders at which such director was elected; *provided, further*, that the term of each director shall continue until the election and qualification of his or her successor and be subject to his or her earlier death, disqualification, resignation or removal.

Section 3. Vacancies

Subject to the rights of holders of any series of Preferred Stock, any newly created directorship that results from an increase in the number of directors or any vacancies on the Board that result from the death, resignation, disqualification or removal from office or from any other cause shall be filled solely by the affirmative vote of a majority of the members of the Board then in office, even if less than a quorum of the Board, or by a sole remaining director, and shall not be filled by the stockholders. Any director so chosen shall hold office until his or her successor shall be duly elected and qualified or until his or her earlier death, disqualification, resignation or removal.

Section 4. Removal

Subject to the rights of the holders of any series of Preferred Stock, any director may be removed from office at any time, with or without cause, by the affirmative vote of stockholders holding at least a majority in voting power of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class.

Section 5. Committees

For as long as the Expensify Voting Trust holds securities representing at least 50% of the voting power of outstanding capital stock of the Corporation, there shall be an Executive Committee of the Board, consisting of five (5) directors of the Corporation, which shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers that may require it; *provided* that such committee shall not have power or authority in reference to the following matters: (i) matters that must be approved by an Audit Committee of the Board, (ii) matters that must be approved by a committee qualified to grant equity to persons subject to Section 16 of the Securities and Exchange Act of 1934, as amended, for purposes of exempting transactions pursuant to Section 16b-3 thereunder, (iii) matters required under the DGCL to be approved by the full Board, or (iv) as otherwise required by SEC rules and the Stock Exchange Rules. The Executive Committee may not delegate any or all of its powers and authority to a subcommittee.

Section 6. Stockholder Nominations and Introduction of Business.

Advance notice of stockholder nominations for election of directors and other business to be brought by stockholders before a meeting of stockholders shall be given in the manner provided by the Bylaws.

Section 7. Preferred Stock Directors.

During any period when the holders of any series of Preferred Stock have the right to elect additional directors as provided for or fixed pursuant to the provisions of Article IV hereof or any certificate of designation of any series of Preferred Stock, then upon commencement and for the duration of the period during which such right continues: (i) the then otherwise total number of authorized directors of the Corporation shall automatically be increased by such specified number of directors, and the holders of such Preferred Stock shall be entitled to elect the additional directors so provided for or fixed pursuant to said provisions, and (ii) each such additional director shall serve until such director's successor shall have been duly elected and qualified, or until such director's right to hold such office terminates pursuant to said provisions, whichever occurs earlier, subject to his earlier death, disqualification, resignation or removal. Except as otherwise provided for or fixed pursuant to the provisions of Article IV hereof or any certificate of designation of any series of Preferred Stock, whenever the holders of any series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to the provisions of such stock, all such additional directors elected by the holders of such stock, or elected or appointed to fill any vacancies resulting from the death, resignation, disqualification or removal of such additional directors shall automatically cease to be qualified as directors, the

terms of office of all such directors shall forthwith terminate and the total authorized number of directors of the Corporation shall be reduced accordingly.

ARTICLE VIII

LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; *provided, however*, that nothing contained in this Article VIII shall eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to the provisions of Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. No amendment, repeal or modification of this Article VIII shall apply to or have any adverse effect on any right or protection of, or any limitation of the liability of, a director of the Corporation existing at the time of such amendment, repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE IX

INDEMNIFICATION

The Corporation shall have the power to provide rights to indemnification and advancement of expenses to its current and former officers, directors, employees and agents and to any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

CONSENT OF STOCKHOLDERS IN LIEU OF MEETING

Subject to the terms of any series of Preferred Stock, (i) prior to the date on which the Expensify Voting Trust ceases to hold securities representing at least a majority of the voting power of outstanding capital stock of the Corporation, any action required or permitted to be taken by the stockholders of the Corporation may be effected by consent in lieu of a meeting and (ii) following such date, any action required or permitted to be taken by the stockholders of the Corporation must be effected at an annual or special meeting of the stockholders and may not be effected by consent in lieu of a meeting.

ARTICLE XI

SPECIAL MEETING OF STOCKHOLDERS

Subject to the terms of any series of Preferred Stock, special meetings of stockholders for any purpose or purposes may be called at any time by or at the direction of (i) the Board, (ii) the Chairman of the Board, (iii) the Chief Executive Officer of the Corporation or (iv) prior to the date on which the Expensify Voting Trust ceases to hold securities representing at least a majority of the voting power of outstanding capital stock of the Corporation, the holders of a majority of the total voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors. Business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

ARTICLE XII

FORUM SELECTION

Unless the Corporation consents in writing to the selection of an alternative forum, (a) the Court of Chancery (the “Chancery Court”) of the State of Delaware (or, in the event that the Chancery Court does not have jurisdiction, the federal district court for the District of Delaware or other state courts of the State of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action, suit or proceeding brought on behalf of the Corporation, (ii) any action, suit or proceeding asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, other employee or stockholder of the Corporation to the Corporation or to the Corporation’s stockholders, (iii) any action, suit or proceeding arising pursuant to any provision of the DGCL or the bylaws of the Corporation or this Restated Certificate (as either may be amended or restated from time to time) or as to which the DGCL confers jurisdiction on the Chancery Court or (iv) any action, suit or proceeding asserting a claim against the Corporation governed by the internal affairs doctrine of the law of the State of Delaware; and (b) subject to the preceding provisions of this Article X, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause or causes of action arising under the Securities Act of 1933, as amended. If any action the subject matter of which is within the scope of clause (a) of the immediately preceding sentence is filed in a court other than the courts in the State of Delaware (a “Foreign Action”) in the name of any stockholder, such stockholder shall be deemed to have consented to (x) the personal jurisdiction of the state and federal courts in the State of Delaware in connection with any action brought in any such court to enforce the provisions of clause (a) of the immediately preceding sentence and (y) having service of process made upon such stockholder in any such action by service upon such stockholder’s counsel in the Foreign Action as agent for such stockholder.

Any person or entity purchasing or otherwise acquiring or holding any interest in any security of the Corporation shall be deemed to have notice of and consented to this Article X. Notwithstanding the foregoing, the provisions of this Article X shall not apply to suits brought to enforce any liability or duty created by the Securities Exchange Act of 1934, as amended, or any other claim for which the federal courts of the United States have exclusive jurisdiction.

If any provision or provisions of this Article X shall be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever, (a) the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article X (including, without limitation, each portion of any paragraph of this Article X containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby and (b) the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

* * *

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed this 15th day of November, 2021.

EXPENSIFY, INC.

By: /s/ David Barrett
Name: David Barrett
Title: Chief Executive Officer

**CERTIFICATE OF RETIREMENT
OF
670 SHARES OF LT10 COMMON STOCK
OF
EXPENSIFY, INC.**

Pursuant to Section 243(b)
of the General Corporation Law
of the State of Delaware

Expensify, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL") (hereinafter the "Corporation"), hereby certifies as follows:

1. 670 outstanding shares of LT10 Common Stock, par value \$0.0001 per share ("LT10 Common Stock"), of the Corporation have been converted into 670 shares of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), of the Corporation.
2. The Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on November 15, 2021 provides that any shares of LT10 Common Stock which are converted into shares of Class A Common Stock shall be retired and may not be reissued by the Corporation.
3. The Board of Directors of the Corporation has adopted resolutions retiring the 670 shares of LT10 Common Stock that converted into 670 shares of Class A Common Stock.
4. Accordingly, pursuant to the provisions of Section 243(b) of the DGCL, upon the filing of this Certificate of Retirement the Amended and Restated Certificate of Incorporation of the Corporation shall be amended so as to reduce the total authorized number of shares of the capital stock of the Corporation by 670 shares, such that the total number of authorized shares of the Corporation shall be 1,059,999,330, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 24,999,330 shares designated LT10 Common Stock, 25,000,000 shares designated LT50 common stock, par value \$0.0001 per share, of the Corporation, and 10,000,000 shares designated preferred stock, par value \$0.0001 per share, of the Corporation.

Signature page follows.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 26th day of April, 2022.

Expensify, Inc.

By: /s/ Cole Eason
Cole Eason
Secretary

**CERTIFICATE OF RETIREMENT
OF
830 SHARES OF LT50 COMMON STOCK
OF
EXPENSIFY, INC.**

Pursuant to Section 243(b)
of the General Corporation Law
of the State of Delaware

Expensify, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL") (hereinafter the "Corporation"), hereby certifies as follows:

1. 830 outstanding shares of LT50 Common Stock, par value \$0.0001 per share ("LT50 Common Stock"), of the Corporation have been converted into 830 shares of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), of the Corporation.
2. The Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on November 15, 2021 provides that any shares of LT50 Common Stock which are converted into shares of Class A Common Stock shall be retired and may not be reissued by the Corporation.
3. The Board of Directors of the Corporation has adopted resolutions retiring the 830 shares of LT50 Common Stock that converted into 830 shares of Class A Common Stock.
4. Accordingly, pursuant to the provisions of Section 243(b) of the DGCL, upon the filing of this Certificate of Retirement the Amended and Restated Certificate of Incorporation of the Corporation shall be amended so as to reduce the total authorized number of shares of the capital stock of the Corporation by 830 shares, such that the total number of authorized shares of the Corporation shall be 1,059,998,500, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 24,999,330 shares designated LT10 Common Stock, 24,999,170 shares designated LT50 common stock, par value \$0.0001 per share, of the Corporation, and 10,000,000 shares designated preferred stock, par value \$0.0001 per share, of the Corporation.

Signature page follows.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 27th day of May, 2022.

Expensify, Inc.

By: /s/ Cole Eason
Cole Eason
Secretary

**CERTIFICATE OF RETIREMENT
OF
1,769 SHARES OF LT10 COMMON STOCK
OF
EXPENSIFY, INC.**

Pursuant to Section 243(b)
of the General Corporation Law
of the State of Delaware

Expensify, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL") (hereinafter the "Corporation"), hereby certifies as follows:

1. 1,769 outstanding shares of LT10 Common Stock, par value \$0.0001 per share ("LT10 Common Stock"), of the Corporation have been converted into 1,769 shares of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), of the Corporation.
2. The Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on November 15, 2021 provides that any shares of LT10 Common Stock which are converted into shares of Class A Common Stock shall be retired and may not be reissued by the Corporation.
3. The Board of Directors of the Corporation has adopted resolutions retiring the 1,769 shares of LT10 Common Stock that converted into 1,769 shares of Class A Common Stock.
4. Accordingly, pursuant to the provisions of Section 243(b) of the DGCL, upon the filing of this Certificate of Retirement the Amended and Restated Certificate of Incorporation of the Corporation shall be amended so as to reduce the total authorized number of shares of the capital stock of the Corporation by 1,769 shares, such that the total number of authorized shares of the Corporation shall be 1,059,996,731, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 24,997,561 shares designated LT10 Common Stock, 24,999,170 shares designated LT50 common stock, par value \$0.0001 per share, of the Corporation, and 10,000,000 shares designated preferred stock, par value \$0.0001 per share, of the Corporation.

Signature page follows.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 4th day of August, 2022.

Expensify, Inc.

By: /s/ Cole Eason
Cole Eason
Secretary

**CERTIFICATE OF RETIREMENT
OF
150 SHARES OF LT50 COMMON STOCK
OF
EXPENSIFY, INC.**

Pursuant to Section 243(b)
of the General Corporation Law
of the State of Delaware

Expensify, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL") (hereinafter the "Corporation"), hereby certifies as follows:

1. 150 outstanding shares of LT50 Common Stock, par value \$0.0001 per share ("LT50 Common Stock"), of the Corporation have been converted into 150 shares of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), of the Corporation.
2. The Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on November 15, 2021 provides that any shares of LT50 Common Stock which are converted into shares of Class A Common Stock shall be retired and shall not be reissued by the Corporation.
3. The Board of Directors of the Corporation has adopted resolutions retiring the 150 shares of LT50 Common Stock that converted into 150 shares of Class A Common Stock.
4. Accordingly, pursuant to the provisions of Section 243(b) of the DGCL, upon the filing of this Certificate of Retirement the Amended and Restated Certificate of Incorporation of the Corporation shall be amended so as to reduce the total authorized number of shares of capital stock of the Corporation by 150 shares, such that the total number of authorized shares of the Corporation shall be 1,059,996,581, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 24,997,561 shares designated LT10 Common Stock, 24,999,020 shares designated LT50 Common Stock, par value of \$0.0001 per share, of the Corporation, and 10,000,000 shares designated preferred stock, par value \$0.0001 per share, of the Corporation.

Signature page follows.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 22nd day of November, 2022.

Expensify, Inc.

By: /s/ Cole Eason

Cole Eason

Secretary

**CERTIFICATE OF RETIREMENT
OF
735 SHARES OF LT10 COMMON STOCK
OF
EXPENSIFY, INC.**

Pursuant to Section 243(b)
of the General Corporation Law
of the State of Delaware

Expensify, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL") (hereinafter the "Corporation"), hereby certifies as follows:

1. 735 outstanding shares of LT10 Common Stock, par value \$0.0001 per share ("LT10 Common Stock"), of the Corporation have been converted into 735 shares of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), of the Corporation.
2. The Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on November 15, 2021 provides that any shares of LT10 Common Stock which are converted into shares of Class A Common Stock shall be retired and shall not be reissued by the Corporation.
3. The Board of Directors of the Corporation has adopted resolutions retiring the 735 shares of LT10 Common Stock that converted into 735 shares of Class A Common Stock.
4. Accordingly, pursuant to the provisions of Section 243(b) of the DGCL, upon the filing of this Certificate of Retirement the Amended and Restated Certificate of Incorporation of the Corporation shall be amended so as to reduce the total authorized number of shares of capital stock of the Corporation by 735 shares, such that the total number of authorized shares of the Corporation shall be 1,059,995,846, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 24,996,826 shares designated LT10 Common Stock, 24,999,020 shares designated LT50 Common Stock, par value of \$0.0001 per share, of the Corporation, and 10,000,000 shares designated preferred stock, par value \$0.0001 per share, of the Corporation.

Signature page follows.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 8th day of February, 2023.

Expensify, Inc.

By: /s/ Cole Eason
Cole Eason
Secretary

**CERTIFICATE OF RETIREMENT
OF
588 SHARES OF LT10 COMMON STOCK
OF
EXPENSIFY, INC.**

Pursuant to Section 243(b)
of the General Corporation Law
of the State of Delaware

Expensify, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “DGCL”) (hereinafter the “Corporation”), hereby certifies as follows:

1. 588 outstanding shares of LT10 Common Stock, par value \$0.0001 per share (“LT10 Common Stock”), of the Corporation have been converted into 588 shares of Class A Common Stock, par value \$0.0001 per share (“Class A Common Stock”), of the Corporation.
2. The Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on November 15, 2021 provides that any shares of LT10 Common Stock which are converted into shares of Class A Common Stock shall be retired and shall not be reissued by the Corporation.
3. The Board of Directors of the Corporation has adopted resolutions retiring the 588 shares of LT10 Common Stock that converted into 588 shares of Class A Common Stock.
4. Accordingly, pursuant to the provisions of Section 243(b) of the DGCL, upon the filing of this Certificate of Retirement the Amended and Restated Certificate of Incorporation of the Corporation shall be amended so as to reduce the total authorized number of shares of capital stock of the Corporation by 588 shares, such that the total number of authorized shares of the Corporation shall be 1,059,995,258, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 24,996,238 shares designated LT10 Common Stock, 24,999,020 shares designated LT50 Common Stock, each with a par value of \$0.0001 per share, of the Corporation, and 10,000,000 shares designated preferred stock, par value \$0.0001 per share, of the Corporation.

Signature page follows.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 23rd day of June, 2023.

Expensify, Inc.

By: /s/ Cole Eason

Cole Eason

Secretary

**CERTIFICATE OF RETIREMENT
OF
1,249 SHARES OF LT10 COMMON STOCK
AND
79 SHARES OF LT50 COMMON STOCK
OF
EXPENSIFY, INC.**

Pursuant to Section 243(b)
of the General Corporation Law
of the State of Delaware

Expensify, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “DGCL”) (hereinafter the “Corporation”), hereby certifies as follows:

1. 1,249 outstanding shares of LT10 Common Stock, par value \$0.0001 per share (“LT10 Common Stock”), of the Corporation have been converted into 1,249 shares of Class A Common Stock, par value \$0.0001 per share (“Class A Common Stock”), of the Corporation.
2. 79 outstanding shares of LT50 Common Stock, par value \$0.0001 per share (“LT50 Common Stock”), of the Corporation have been converted into 79 shares of Class A Common Stock of the Corporation.
3. The Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on November 15, 2021 provides that any shares of LT10 Common Stock or LT50 Common Stock which are converted into shares of Class A Common Stock shall be retired and shall not be reissued by the Corporation.
4. The Board of Directors of the Corporation has adopted resolutions retiring the 1,249 shares of LT10 Common Stock and the 79 shares of LT50 Common Stock that converted into 1,249 and 79 shares of Class A Common Stock, respectively, for a total of 1,328 shares of Class A Common Stock.
5. Accordingly, pursuant to the provisions of Section 243(b) of the DGCL, upon the filing of this Certificate of Retirement, the Amended and Restated Certificate of Incorporation of the Corporation shall be amended so as to reduce the total authorized number of shares of capital stock of the Corporation by 1,328 shares, such that the total number of authorized shares of the Corporation shall be 1,059,993,930, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 24,994,989 shares designated LT10 Common Stock, 24,998,941 shares designated LT50 Common Stock, each with a par value of \$0.0001 per share, of the Corporation, and 10,000,000 shares designated preferred stock, par value \$0.0001 per share, of the Corporation.

Signature page follows.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 3rd day of August, 2023.

Expensify, Inc.

By: /s/ Cole Eason
Cole Eason
Secretary

**CERTIFICATE OF RETIREMENT
OF
284 SHARES OF LT10 COMMON STOCK
AND
29,307 SHARES OF LT50 COMMON STOCK
OF
EXPENSIFY, INC.**

Pursuant to Section 243(b)
of the General Corporation Law
of the State of Delaware

Expensify, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL") (hereinafter the "Corporation"), hereby certifies as follows:

1. 284 outstanding shares of LT10 Common Stock, par value \$0.0001 per share ("LT10 Common Stock"), of the Corporation have been converted into 284 shares of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), of the Corporation.
2. 29,307 outstanding shares of LT50 Common Stock, par value \$0.0001 per share ("LT50 Common Stock"), of the Corporation have been converted into 29,307 shares of Class A Common Stock of the Corporation.
3. The Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on November 15, 2021 provides that any shares of LT10 Common Stock or LT50 Common Stock which are converted into shares of Class A Common Stock shall be retired and shall not be reissued by the Corporation.
4. The Board of Directors of the Corporation has adopted resolutions retiring the 284 shares of LT10 Common Stock and the 29,307 shares of LT50 Common Stock that converted into 284 and 29,307 shares of Class A Common Stock, respectively, for a total of 29,591 shares of Class A Common Stock.
5. Accordingly, pursuant to the provisions of Section 243(b) of the DGCL, upon the filing of this Certificate of Retirement, the Amended and Restated Certificate of Incorporation of the Corporation shall be amended so as to reduce the total authorized number of shares of capital stock of the Corporation by 29,591 shares, such that the total number of authorized shares of the Corporation shall be 1,059,964,339, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 24,994,705 shares designated LT10 Common Stock, 24,969,634 shares designated LT50 Common Stock, each with a par value of \$0.0001 per share, of the Corporation, and 10,000,000 shares designated preferred stock, par value \$0.0001 per share, of the Corporation.

Signature page follows.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 12th day of February, 2024.

Expensify, Inc.

By: /s/ Cole Eason
Cole Eason
Secretary

**CERTIFICATE OF RETIREMENT
OF
3,123,508 SHARES OF LT10 COMMON STOCK
OF
EXPENSIFY, INC.**

Pursuant to Section 243(b)
of the General Corporation Law
of the State of Delaware

Expensify, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL") (hereinafter the "Corporation"), hereby certifies as follows:

1. 3,123,508 outstanding shares of LT10 Common Stock, par value \$0.0001 per share ("LT10 Common Stock"), of the Corporation have been converted into 3,123,508 shares of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), of the Corporation.
2. The Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on November 15, 2021 provides that any shares of LT10 Common Stock which are converted into shares of Class A Common Stock shall be retired and shall not be reissued by the Corporation.
3. The Board of Directors of the Corporation has adopted resolutions retiring the 3,123,508 shares of LT10 Common Stock that converted into 3,123,508 shares of Class A Common Stock.
4. Accordingly, pursuant to the provisions of Section 243(b) of the DGCL, upon the filing of this Certificate of Retirement, the Amended and Restated Certificate of Incorporation of the Corporation shall be amended so as to reduce the total authorized number of shares of capital stock of the Corporation by 3,123,508 shares, such that the total number of authorized shares of the Corporation shall be 1,056,840,831, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 21,871,197 shares designated LT10 Common Stock, 24,969,634 shares designated LT50 Common Stock, each with a par value of \$0.0001 per share, of the Corporation, and 10,000,000 shares designated preferred stock, par value \$0.0001 per share, of the Corporation.

Signature page follows.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 8th day of August, 2024.

Expensify, Inc.

By: /s/ Cole Eason

Cole Eason

Secretary

**CERTIFICATE OF RETIREMENT
OF
2,520 SHARES OF LT50 COMMON STOCK
OF
EXPENSIFY, INC.**

Pursuant to Section 243(b)
of the General Corporation Law
of the State of Delaware

Expensify, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL") (hereinafter the "Corporation"), hereby certifies as follows:

1. 2,520 outstanding shares of LT50 Common Stock, par value \$0.0001 per share ("LT50 Common Stock"), of the Corporation have been converted into 2,520 shares of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), of the Corporation.
2. The Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on November 15, 2021 provides that any shares of LT50 Common Stock which are converted into shares of Class A Common Stock shall be retired and shall not be reissued by the Corporation.
3. The Board of Directors of the Corporation has adopted resolutions retiring the 2,520 shares of LT50 Common Stock that converted into 2,520 shares of Class A Common Stock.
4. Accordingly, pursuant to the provisions of Section 243(b) of the DGCL, upon the filing of this Certificate of Retirement, the Amended and Restated Certificate of Incorporation of the Corporation shall be amended so as to reduce the total authorized number of shares of capital stock of the Corporation by 2,520 shares, such that the total number of authorized shares of the Corporation shall be 1,056,838,311, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 21,871,197 shares designated LT10 Common Stock, 24,967,114 shares designated LT50 Common Stock, each with a par value of \$0.0001 per share, of the Corporation, and 10,000,000 shares designated preferred stock, par value \$0.0001 per share, of the Corporation.

Signature page follows.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 7th day of November, 2024.

Expensify, Inc.

By: /s/ Cole Eason
Cole Eason
Secretary

**SECOND AMENDMENT TO
SECOND AMENDED AND RESTATED LOAN AND SECURITY AGREEMENT**

This SECOND AMENDMENT TO SECOND AMENDED AND RESTATED LOAN AND SECURITY AGREEMENT (this “**Amendment**”) is entered into as of August 28, 2024 (the “**Second Amendment Effective Date**”) by and among EXPENSIFY, INC., a Delaware corporation (in its capacity as borrower representative, “**Borrower Representative**”), the Lenders party hereto, constituting Required Lenders, Canadian Imperial Bank of Commerce (in its individual capacity, “**CIBC**”, and in its capacity as administrative agent and collateral agent for the Lenders “**Agent**”).

RECITALS

1. Borrower Representative, Lenders and Agent are parties to that certain Second Amended and Restated Loan and Security Agreement, dated as of February 21, 2024 (as amended, restated, supplemented or otherwise modified from time to time, the “**Agreement**”). Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Agreement.

2. Borrower Representative has requested certain modifications to the terms of the Agreement, and Agent and Required Lenders, although under no obligation to do so, have agreed to such modifications, on the terms set forth herein.

AGREEMENT

NOW, THEREFORE, the parties agree as follows:

1. **Definitions.** Capitalized terms used but not defined in this Amendment shall have the respective meanings given to them in the Agreement.

2. **Amendments.**

2.1. Section 7.1 of the Agreement is hereby amended by adding the following sentence at the end of such Section: “Real Estate SPV shall not dispose of the real estate assets owned by it except to the extent the net cash proceeds of such disposition are promptly transferred to a Loan Party.”

2.2. A new Section 7.12 is hereby added to the Agreement in appropriate numerical order, to read as follows:

7.12 Real Estate SPV. Without limitation of Section 7.5, Real Estate SPV shall not incur any Lien on its assets except Liens constituting Permitted Liens consistent with the limited operations and activities set forth in clause (b)(i) of the defined term “Excluded Subsidiary”.

Section 8.6 of the Agreement is hereby amended by deleting the last sentence of such Section.

2.3. Exhibit A to the Agreement is hereby amended by adding in appropriate alphabetical order or amending and restating the following defined terms, as applicable, as set forth below:

“**Excluded Subsidiary**” means:

- (a) any MSB Subsidiary,
- (b) Real Estate SPV, provided that such Real Estate SPV

- (i) does not engage in any operations or activities except to maintain legal existence, maintain the ownership of the real property and activities ancillary or reasonably related thereto;
- (ii) does not hold assets (other than de minimis assets) other than real estate assets;
- (iii) does not incur any Indebtedness (except for intercompany liabilities permitted by the terms of this Agreement) or grant any Liens (except for Liens arising as a matter of law in the Ordinary Course of Business securing obligations not yet past due or which are being disputed in good faith and by appropriate proceedings; and

(c) any other Subsidiary that is not a Loan Party and designated as an Excluded Subsidiary by Borrower Representative by written notice to Agent, provided that with respect to all Subsidiaries so designated in accordance with this clause (c), Borrowers maintain compliance with Section 6.11(b).

As of the Effective Date, Expensify Limited, Expensify Australia Pty Ltd, Expensify Canada Inc., Expensify Lounge LLC, Expensify Netherlands B.V., Damasko, LLC and Fifth & Harvey, LLC are designated as Excluded Subsidiaries, and as of the Second Amendment Effective Date, the Real Estate SPV is designated as an Excluded Subsidiary, in each case, consistent with the foregoing requirements.

“**Second Amendment Effective Date**” means August 28, 2024.

2.4. Exhibit A to the Agreement is hereby amended by amending the defined term “Permitted Indebtedness” to amend and restate clause (i) thereof to read as follows:

- (i) [Reserved]

2.5. Exhibit A to the Agreement is hereby amended by amending the defined term “Permitted Liens” to amend and restate clause (l) thereof to read as follows:

- (l) [Reserved]

2.6. Exhibit A to the Agreement is hereby amended by deleting the defined term “Real Estate Loan Facility”.

7. **Obligations.** Each Borrower hereby acknowledges that the Obligations are due and owing as set forth in the Agreement without setoff, recoupment, defense or counterclaim, in law or in equity, of any nature or kind. All security interests granted to Agent by Borrowers under any Loan Document is hereby reaffirmed by Borrowers and shall continue to secure the Obligations from the Closing Date. Except as expressly set forth herein, the terms of the Loan Documents remain in effect. This Amendment is a Loan Document.

8. **Representations.** To induce Agent and Lenders to enter into this Amendment, each Borrower hereby represents and warrants as follows:

- (a) The representations and warranties contained in the Agreement and the other Loan Documents are true and correct in all material respects as of the date of this Amendment (except for such representations and warranties referring to another date, which representations and warranties are true and correct in all material respects as of such date).

(b) No Event of Default has occurred or presently exists.

(c) Each Borrower has the power and authority to execute and deliver this Amendment and to perform its obligations under the Agreement, as amended by this Amendment.

(d) The execution and delivery by each Borrower of this Amendment and the performance by such Borrower of its obligations under the Agreement (a) have been duly authorized by all necessary action on the part of such Borrower, and (b) will not contravene (i) any law or regulation binding on or affecting such Borrower, (ii) any contractual restriction with a Person binding on such Borrower, (iii) any order, judgment or decree of any court or other governmental or public body or authority, or subdivision thereof, binding on such Borrower, or (iv) the Operating Documents of such Borrower.

(e) The execution and delivery by each Borrower of this Amendment and the performance by such Borrower of its obligations under the Agreement, as amended by this Amendment, do not require any order, consent, approval, license, authorization or validation of, or filing, recording or registration with, or exemption by, any governmental or public body or authority, or subdivision thereof, binding on such Borrower, except as already has been obtained or made.

9. Counterparts; Electronic Execution of Documents. This Amendment may be executed in any number of counterparts and by different parties on separate counterparts, each of which, when executed and delivered, is an original, and all taken together, constitute one Agreement. Delivery of an executed counterpart of a signature page of this Amendment or any document delivered in connection therewith by electronic means including by email delivery of a “.pdf” format data file shall be effective as delivery of an original executed counterpart thereof.

10. Effectiveness. This Amendment shall be effective upon due execution and delivery of this Amendment by the parties hereto, and receipt of the payoff amount pursuant to that certain existing loan facility between Real Estate SPV and CIBC

11. Expenses. Borrowers shall pay all Lender Expenses incurred in connection with this Amendment upon demand.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

[SIGNATURE PAGE TO SECOND AMENDMENT TO SECOND AMENDED AND RESTATED LOAN AND SECURITY AGREEMENT]

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the first date above written.

BORROWER REPRESENTATIVE:

EXPENSIFY, INC.

By: /s/ David Barrett

Name: David Barrett
Title: Founder and CEO

ADMINISTRATIVE AGENT AND LENDER:

CANADIAN IMPERIAL BANK OF COMMERCE

By: /s/ Ian Curry

Name: Ian Curry
Title: Authorized Signatory

By: /s/ Joshua Tam

Name: Joshua Tam
Title: Authorized Signatory

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David Barrett, certify that:

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

/s/ David Barrett

David Barrett

Chief Executive Officer

(Principal Executive Officer)

Date: November 8, 2024

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ryan Schaffer, certify that:

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

/s/ Ryan Schaffer

Ryan Schaffer
Chief Financial Officer
(Principal Financial Officer)

Date: November 8, 2024

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Expensify, Inc. (the “Company”) hereby certifies, to such officer’s knowledge, that:

(i) the Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David Barrett

David Barrett

Chief Executive Officer

(Principal Executive Officer)

Date: November 8, 2024

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Expensify, Inc. (the “Company”) hereby certifies, to such officer’s knowledge, that:

(i) the Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Ryan Schaffer

Ryan Schaffer

Chief Financial Officer

(Principal Financial Officer)

Date: November 8, 2024